

<p style="text-align:center"><b>EURAM</b> <b>EUROPEAN ACADEMY OF MANAGEMENT</b>  <b>STATUTES</b></p>
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**Article 1: Name and Seat**

An international non-profit making association is established called the 'European Academy of Management', hereafter so called the Academy.

This association shall be governed the dispositions of title III of the Belgian law of 27 June 1921 on non-profit making Associations, international non-profit making associations and foundations.

The association's seat shall presently be established at 1000 Brussels, Place de Brouckère, 31. It can be transferred to any other place in Belgium or any other country through a simple decision of the Board published in the Annexes of the Moniteur Belge.

**Article 2: Purpose**

The purpose of the Academy, which is non-profit seeking, is to provide a forum for persons academically or professionally concerned with or interested in management research, education and practice. More specifically, the Academy has the purpose to:

- provide an open, international and multi-cultural forum for the advancement of knowledge in the field of management research, education and practice;
- provide a network for research presentations and evaluations;
- provide publication outlets for high quality research;
- disseminate information and provide benchmarks for the assessment of management education and professional training;
- support young researchers in the field of management and promote the creation of international networks for doctoral education;
- foster a broad variety of methodological approaches and research issues in management research, and encourage cross-fertilization between approaches and research traditions;
- develop an agenda of innovative research topics and promote the establishment of collaborative research networks.

With a view to realize its objectives, the Academy will be admitted to collect funds, receive donations and sponsoring, organize congresses, create a website, edit a newsletter and all others documents concerning its social object. The Academy will take all initiatives permitting to contribute at its object's realization, development and quality of the research or teaching in the field of management.

### **Article 3: Membership**

- 3.1. Members are physical or institutional bodies legally constituted under their own country's legislation.
- 3.2. Any person academically or professionally concerned with or interested in management education, research and practice is eligible for membership of the Academy, respecting the established forms. The Academy has no citizenship requirement.
- 3.3. Every member in order with the membership fees is allowed to participate at the General Assembly's voting, to receive all association's reports and communications since their issue and to participate at the activities organized by the association.
- 3.4. Membership can be terminated :
  - (a) through the decision of the member itself, (three months after withdrawal has been signalled to the Executive Committee in writing);
  - (b) automatically if the membership fee remains unpaid three months after the reminder of the beginning of the year to which they refer;
  - (c) the Executive Committee can decide to exclude or suspend a member for serious breach. Prior to all decisions of suspension or exclusion the member must be given the opportunity of presenting his/her arguments. The member excluded by the Executive Committee can lodge an appeal with the General Assembly.

Those members who are no longer part of the Academy have no rights on social funds.

- 3.5. In addition to individual members, membership is also open for institutions such as business and professional firms, financial institutions, government agencies, universities and other academic institutions, subject to ratification by the Executive Committee.

### **Article 4: General Assembly**

- 4.1. The General Assembly holds all powers allowing the realization of the objectives of the association. Without prejudice to the powers the General Assembly holds in accordance with other provisions of the statutes, particularly the following are reserved to the General Assembly :
  - the definition of the general policy of the Association;
  - the modification of the statutes;

- the approval of the accounts;
  - the voluntary winding up of the association;
  - the designation and dismissal of the Executive Committee and Board Members;
- 4.2. The General Assembly of the members of the association meets annually during the Annual Conference on the date and venue decided by the Board and upon convocation by the latter. The Board can also convene an extraordinary General Assembly should the interests of the association impose it. In both cases, adequate notice with the agenda of at least 30 days shall be given by the Executive Committee. At the request of at least 20 percent of the members, special meetings can be called.
- 4.3. The President of the Association, or in his absence, the President-elect, the Past-President or another member of the Executive Committee chosen by the General Assembly, chairs the General Assembly.
- 4.4. The General Assembly only confers validly, if a tenth of the members or 40 members (should this last number be lower than the first) are present or represented. If this quorum is not reached, the next General Assembly will rule on the relevant issues no matter how many members are present.
- 4.5. Each member is entitled to one vote. Except special majority required in the present statutes, decisions are taken by simple majority of the votes.
- Every member present at the General Assembly is entitled to vote on all the issues proposed to the General Assembly either by the Board or its members.
- 4.6. The decisions of the General Assembly are recorded in a register (minutes of the General Assembly) which is kept at the headquarters (social seat) of the association by the Administrative Coordinator, who holds them at the disposal of the members.

## **Article 5: Board**

- 5.1 The association is administered by its Board, which governs the association and holds the powers of administration except those vested in the General Assembly. It can give special and well-defined powers to representatives or ad hoc committees that it has assigned including the case where the present statutes attribute specific competencies to the Board.
- 5.2 The Board shall consist of the following officers:
- The President
  - The President-elect (if there is one)
  - The Past President (if there is one)
  - One National Representative of each country where the association has at least 10 members
  - The Vice-Presidents
  - The Conference Chairperson
  - The Editors of the Journal European Management Review
  - The Administrative Coordinator

- A Representative of the EIASM, member by right: The European Institute for Advanced Studies in Management is a non-profit international organization whose mission is to contribute to the development of management researchers and teachers in Europe.

Beyond this, the Board has the possibility to co-opt other members for mandates, which can never exceed the duration of 3 years and can only be renewed once. The members can be revoked before the end of their mandate upon the decision of the Board, whereby the concerned members cannot vote.

- 5.3. The Board can waive the requirement of at least 10 members in a country before a National Representative can be elected.
- 5.4. The terms of appointment shall be as follows:
- President: 2 years
  - President-elect: 1 year
  - Past President: 1 year
  - Vice-Presidents: 3 years
  - National Representatives: 3 years
  - Conference Chairperson: 1 year

If any of the officers fails to complete her/his term of appointment then her/his replacement shall serve the term set out above.

The mandates of the Board Members can only be renewed once for the same term of appointment. In case one of the Board Members is absent, s/he cannot be represented by another member.

- 5.5. The Board can convene validly if at least five of its members are present. Decisions are taken by simple majority of the votes.
- 5.6. (a) The Board can authorise any member to participate in one of their meetings through all means of communication, allowing for a collegial exchange (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Board can authorise its member(s) to participate in one of their meetings by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

A member participating in a meeting of the Board in one of the modes specified above is considered as present during the meeting and is able to express his vote according to the agreed mode.

- (b) The Board can also take decisions without convening its members physically but instead by organising the meeting by all means of communication that provide for a collegial exchange between members (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Board can take decisions without convening physically - but by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

It is required that the issues of deliberation and the proposed actions are communicated to all members by email, fax or any other mode of telecommunication. A reasonable time span has to be granted to the members permitting them to make known their views and their vote to the President.

## **Article 6: Officers**

6.1. The President of the Board shall be the chief spokesman for the Academy. S/He will preside all General Assemblies and Board Meetings. S/He shall be responsible for the monitoring of members' needs and coordination of the efforts made by the National Representatives to promote the Academy in their countries.

6.2. Normally, up to 6 Vice Presidents can generally be nominated by the President and the Executive Committee - and approved by the Board - to assist the President in the coordination of the Academy's activities in specific areas which include, without being limited to, Newsletter and Publications, Research and Education and External Relations.

The Vice-Presidents are appointed for a period of three years starting at the end of the General Assembly. Their mandate can be renewed once for the same term of appointment.

6.3. The President-elect is appointed for a period of one year starting at the end of the General Assembly where he was elected. His mandate ends at the next General Assembly, whereby he automatically becomes the President for a period of two years.

6.4. The outgoing President automatically becomes the past President for a period of one year.

6.5. The National Representatives promote the Academy in their country, provide the Board with feedback from the members in their country, act as liaison with national management organizations, and provide information to the Academy's newsletter.

The National Representatives are appointed for a period of three years starting at the end of the General Assembly.

6.6. The members of the Academy will elect the President and their respective National Representative for each European country where the Academy has at least 10 members.

6.7. The Administrative Coordinator will, in the period prior to the Annual Conference, invite members to make nominations for posts falling vacant on the Board. Nominations shall be endorsed by the nominee. The Board can limit nominations to a manageable number. In the event of two or more candidates in the electronic ballot for

any post tying for first place, the successful candidate will be chosen from the list of these tied candidates by a secret ballot that will be held at the General Assembly. Each member present at the General Assembly is entitled to vote on all issues presented to the Assembly either by the Board or by the members.

- 6.8. The Administrative Coordinator will, in the period prior to the Annual Conference, invite members to make nominations or express their interest for the post of President-Elect.

An independent Election Committee will review the list of nominees. It is formed by:

- The past President serving on the Executive Committee who will also be the chairman of the Election Committee
- The former Past President
- A Past Vice President who is selected by the Past President and approved by the Executive Committee.

The term of appointment for the members of the Election Committee is two years starting at the General Assembly Meeting when the current President begins his mandate on the Executive Committee as Past President and ends at the General Assembly Meeting two years later.

The Election Committee will examine the list of nominees and select suitable candidates for the post of President-Elect. Normally, the selection criteria will be based upon several of the following: loyalty to the Academy as defined by a minimum of 5 years of continuous membership, contribution to EURAM as defined by membership of the Executive and/or Board and/or SIG and/or conference chair; previous experience in managing non-profit organisations as defined by senior positions in other national or international academies, international intellectual standing as defined by research, teaching and service provision (to include institutional building), etc.

They will encourage candidates to endorse their nominations and will ensure that the list of candidates is kept to a manageable size.

Candidates for the posts of President-Elect shall include a short policy statement by the nominee, to be sent out together with the ballot. In the event of there being more than one candidate for the post, an electronic ballot will be held prior to the Annual Conference. In the event of two or more candidates in the electronic ballot, the successful candidate will be chosen from the list of these tied candidates by a secret ballot that will be held at the General Assembly Meeting.

- 6.9 Except the case of proxies, all actions implicating the association must be signed by the President and another member of the Board who do not have to justify the powers endowed towards third parties.
6. The Board represented by its President or another member assigned follows up legal action as plaintiff as well as defendant.

## **Article 7: Executive Committee**

- 7.1. The Executive Committee consists of the President, the President-elect, the Past President, the Vice-Presidents, the Conference Chairperson, the Editors of the Academy's Journal (ex officio) and the Administrative Coordinator (ex officio).
- 7.2. The Executive Committee is responsible for the daily management of the Academy and for developing a long-term strategy for the Academy. The Executive Committee can delegate certain responsibilities and powers to its members, especially to the Administrative Coordinator. It shall keep the Board informed on all main matters.
- 7.3. The Executive Committee appoints the Conference Chairperson for a period of one year and the eventual Editors of the Academy's Journal for a period of three years commencing on 1<sup>st</sup> January of the year of appointment.
- 7.4. The mandate of the Conference Chairperson is not renewable whereas the mandate of the Editors can be renewed once.
- 7.5. The Executive Committee appoints the Administrative Coordinator. As long as the association is administered by the European Institute of Advanced Studies in Management (EIASM), the secretariat will be administered by one of the EIASM staff.
- 7.6.
  - (a) The Executive Committee can authorise any member to participate in one of their meetings through all means of communication, allowing for a collegial exchange (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Executive Committee can authorise its member(s) to participate in one of their meetings by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

A member participating in a meeting of the Executive Committee in one of the modes specified above is considered as present during the meeting and is able to express his vote according to the agreed mode.

- (b) The Executive Committee can also take decisions without convening its members physically but instead by organising the meeting by all means of communication that provide for a collegial exchange between members (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Executive Committee can take decisions without convening physically - but by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

It is required that the issues of deliberation and the proposed actions are communicated to all members by email, fax or any other mode of telecommunication. A reasonable time span has to be granted to the members permitting them to make known their views and their vote to the President.

## **Article 8: Finance**

- 8.1. Members pay an annual membership fee which is set and reviewed annually by the Board.
- 8.2. Members whose dues are unpaid three months after billing shall be dropped from the membership roll.
- 8.3. Annual accounts shall be submitted to the members by the Executive Committee during the General Assembly.

## **Article 9: Amendments of the Statutes**

Amendments to these statutes are to be proposed by the Board and shall be operative once approved by the majority of the members in vote during a General Assembly for such purposes within two months after the announcement of the proposal to the members. Amendments can also be proposed at the request of at least 20% of the members.

The Board must submit the proposal for modification as it was formulated to the members at least three months before the date of the General Assembly convened to rule on this modification.

The General Assembly can only convene validly if it assembles at least two thirds of the members, through presence or representation. If this quota cannot be achieved, the next General Assembly will definitely and legitimately rule on the proposal disregarding attendance. The initial convening letter can in this respect include an invitation for a second General Assembly on a certain date, for the case that the quota of attendance defined above is not achieved during the first General Assembly that had been convened to decide on the proposal of modification.

The proposal or all modifications thereof can only be adopted if they attain two thirds of the votes of the members present or represented. The modifications to the statutes will have to be submitted to the Ministry of Justice and be published in the Annexes of the Moniteur Belge by the dispositions of article 50 in the title III of the law of 27 June 1921 on non-profit making Associations, international non-profit Associations and foundations.

## **Article 10: Dissolution**

The General Assembly or the Board can decide to dissolve the association, in accordance with the rules laid down for the modifications of the statutes. If dissolution is agreed, the General Assembly or the Board appoints an official liquidator, determines his powers and indicates the destination possible profits from liquidation, implying that the beneficiary(ies) should pursue similar objectives to those of the association.

## **Article 11: Transitory Arrangement**

All that is has not been provided for by the present statutes is regulated by the dispositions of



title III of the law of 27 June 1921 on non-profit making Associations, international non-profit making Associations and foundations.

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