

EURAM
EUROPEAN ACADEMY OF MANAGEMENT
STATUTES

Article 1: Name and Seat

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

This association shall be governed by the dispositions of the Code for Companies and Associations of 23 March 2019.

The association’s seat shall presently be established at 1000 Brussels, Rue Fossé-aux-Loups 38, Letterbox 3, 1000 Brussels, located in the judicial district of Brussels-Capital. It can be transferred to any other place in Belgium through a simple decision of the Board published in the Annexes of the Moniteur Belge. The association's official email address is info@euram.academy and its website is www.euram.academy.

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 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-fertilisation between approaches and research traditions;
- develop an agenda of innovative research topics and promote the establishment of collaborative research networks.

With a view to realising its objectives, the Academy will be permitted to collect funds, receive donations and sponsorship, organise congresses, create a website, and edit a newsletter and all other documents concerning its social objectives. The Academy will

take all initiatives that permit it to contribute to its objectives' realisation, development and quality of the research and/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 its 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 in the activities organised by the association.

3.4. Membership can be terminated:

(a) through the decision of the member itself (three months after notice is given to the Board in writing);

(b) automatically if the membership fee remains unpaid three months after the reminder of the beginning of the year or new membership term to which they refer;

(c) the Board can propose to exclude or suspend a member for serious breach of conduct. Prior to all decisions of suspension or exclusion, the member must be given the opportunity of presenting her/his arguments. The exclusion is subject to the ratification by the General Assembly.

Members who cease to be part of the association shall have no rights over its assets.

Article 4: General Assembly

4.1. The General Assembly is the highest authority of the Academy. Without prejudice to the authority that the General Assembly holds in accordance with other provisions of the statutes, the following responsibilities are reserved to the General Assembly:

- the definition of the general policy of the Association;
- the election of the Academy Chairperson and the Academy President;
- the designation and dismissal of the Board members;
- the ratification of membership exclusion decisions taken by the Board;
- the modification of the statutes;
- the approval of the annual accounts;
- the voluntary winding up of the association.

4.2. The General Assembly is composed of all Academy members. It is chaired by the Academy Chairperson or, in her/his absence, by another member of the Board nominated by the Chairperson. No decisions can be taken at a General Assembly unless a quorum of one tenth of the members or 40 members (should this last number be lower than the first) are present. Except when special majority is required by the present statutes (Articles 7 and 8) or the Code for Companies and Associations, decisions are made by a simple majority of votes, where each member has one vote. Unless the General Assembly decides otherwise, voting shall be by show of hands.

Invalid or blank votes as well as abstentions cannot be considered for the calculation of the majority.

The General Assembly can validly deliberate on the items included in the agenda. The item AOB can only include information which does not require voting.

4.3. A General Assembly of the members of the Academy is convened by the Board annually during the annual conference. Extraordinary General Assemblies can be called by the Board should circumstances so require as well as when requested by at least 20 percent of the Academy's members. In all cases, notice of the meeting together with the agenda shall be sent by the Board at least 30 days before the meeting.

4.4. The General Assembly can be held in a virtual format according to the dispositions of the Code for Companies and Associations.

4.5. If the quorum prescribed under 4.2. is not reached, the following General Assembly will rule on the relevant issues no matter how many members are present.

4.6. The Minutes of the meeting of the General Assembly shall be certified by the person who drafted them and by the Chairperson of the Assembly. They are to be sent to all members in due time. The Minutes are kept at the seat of the Academy and are at the disposal of the members.

Article 5: The Board

5.1. The Academy is governed by its Board which holds the powers of administration except those vested in the General Assembly. The Board may confer specifically designed powers to designated representatives and/or committees (ad hoc or otherwise), including even those tasks that the present Statutes specifically attribute to the Board.

5.2. The Board shall be composed as follows:

- the Academy Chairperson;
- the Academy President;
- *one* Academy Vice-President (selected by the President, normally VP for finance);
- *two* elected Strategic Interest Group (SIG) chairs;

- *two* elected country representatives;
- the Dean of the Academy's Fellows College;
- the Executive Officer (*ex officio*).

The Board can invite other members to participate in the board meetings, including but not limited to the Editor(s) of the journal of the Academy, the Conference chair, an officer of the European Institute for Advanced Studies in Management (EIASM), and/or other members of the executive team. The invited members do not have voting rights.

5.3. The terms of appointment shall be for three years, with the exception of the Executive Officer where board membership is *ex officio*. Board members are eligible for re-election but their appointment to the board must not exceed 2 terms. The term of appointment normally begins after the General Assembly. If a board member fails to complete her/his term of appointment, then her/his replacement shall serve the term set out above. The members can be revoked before the end of their mandate upon the decision made by two thirds of the members of the Board, where the concerned members cannot vote.

5.4. The Board shall meet as and when it is deemed necessary, but no less than once a year at a meeting convened by the Academy's Chairperson. The Board is quorate if 50 percent of its members are present. Decisions are taken by simple majority voting and recorded in the Minutes of the Board meeting.

In exceptional cases, for urgent matters in the interest of the Academy, decisions of the Board can be taken without a meeting but require the unanimous written approval of Board members. To do so, prior unanimous agreement to take a decision in writing needs to be reached. The decision-making process in writing requires prior deliberations by email, videoconference or teleconference.

In the event of a tie, the decision on the item is postponed to the next meeting of the Board.

5.5. The Academy Chairperson is the chief spokesperson and ambassador of the Association. S/he will preside over the General Assembly and Board meetings, provide leadership in external relations of the Academy, and influence external stakeholders at senior levels to increase the visibility and impact of the Association. S/he is elected by the Academy's members through an electronic ballot and majority vote. The term of appointment of the Academy Chairperson is three years, with the option for re-election for one further term.

5.6. Except in the case of special mandates, all contracts and deeds binding the Association must be signed by the Chairperson and another member of the Board, who shall not have to justify to third parties their authorisation to this effect. Legal proceedings, whether as plaintiff or defendant, are undertaken by the Board represented by the Chairperson or by another Board member nominated by the Chairperson. The special mandates are related to the regular business of the association managed by the Executive Committee. In such cases, contracts and deeds are to be signed by the President and another member of the Executive Committee

after informing the Chairperson in writing. The Board will receive annually an update on the special mandates executed by the Executive Committee.

5.7. The board allocates a yearly budget to the Executive Committee to cover representation costs (e.g., EURAM conference site visits or representing EURAM at conferences organised by other societies). Decisions as to how the funds are used are made by the Executive Committee.

5.8. Without prejudice to the powers of the Board defined under article 5.1., the Academy's Board oversees a number of standing sub-committees.

5.8.1. The Executive Committee

The Executive Committee is responsible for the daily management of the Academy and reports to the Board. The Executive Committee can delegate certain management responsibilities to its members, especially the Executive Officer. It reports to the Board on the Academy's financial status, and the management of the annual conference. The Executive Committee is responsible for the Academy's activities in specific areas which include, without being limited to, newsletters and publications, appointment of the editor(s) of the Academy's journal(s), research and education, external relations and the development of the Association's early-career and doctoral members.

The Executive Committee is chaired by the President who is elected by the Academy's members through an electronic ballot and majority vote. The term of appointment of the President is 3 years, with the option for re-election for one further term. The President develops EURAM strategy and agrees priorities with the executive committee, chairs executive committee meetings, supports the EURAM community in pursuing the vision and purpose of the Academy, and collaborates with the Chairperson and other committees in pursuit of EURAM's objectives.

The President will appoint the Vice-Presidents, the number and designation of which are at the discretion of the President but must be reflective of the diversity of the Academy's membership and include one member with specific responsibility for finance. The term of appointment for Executive Committee members is three years, and must not exceed two terms.

The Academy's Executive Officer and the Editor(s) of the Academy's journal and the conference chair are *ex officio* members with their term being tied to their role. The Academy's Executive Officer is appointed and managed by the President.

The Executive Committee will meet at such intervals as are necessary to discharge its duties, and will prepare regular reports on its activities to the board.

5.8.2. The Strategic Interest Group (SIG) Committee

Strategic Interest Groups (SIGs) are communities of members of the Academy that share a common field of enquiry within the general area of management studies. They are formed to stimulate and promote the collaborative development and execution of research and teaching initiatives related to their field of interest. SIGs are approved and dissolved by the Board either in response to an initiative of a sufficiently large group of members or by an autonomous decision. Each SIG may have its own structure, and the Chair(s) of each SIG form the SIG Committee. The SIG Committee coordinates the scholarly activities of the SIGs, contributes to the academic programme of the annual conference, and supports the Academy's initiatives for doctoral and early career researchers.

The SIG Committee elects 2 of its members to the Board (who will co-chair the SIG Committee), through an electronic ballot and majority vote. Their term of appointment to the Board is governed by Article 5.3, and Board members elected in this way shall continue to serve on the SIG Committee regardless of whether their SIG term has since ended.

The SIG Committee will meet at such intervals as are necessary to discharge its duties, and will prepare regular reports on its activities to the board.

5.8.3. The Country Representative Council

Any country can have an elected Country Representative provided it has at least 10 members. The Board can waive the requirement of at least 10 members in a country which is under-represented in the Academy. The Country Representative is elected by electronic ballot and majority vote by the Academy's members from that country for a 3 years term, and must not exceed 2 terms. The Country Representative need not be a national of that country, but would normally have significant work experience in that country.

The elected Country Representatives form the Country Representative Council and promote the Academy in their respective countries and regions, act as liaison with national and regional management organisations, and regularly contribute to the Academy's newsletters and events.

The Country Representative Council elects 2 of its members to the Board (who will co-chair the Country Representatives Council), through an electronic ballot and majority vote. Their term of appointment to the Board is governed by Article 5.3, and Board members elected in this way shall continue to serve on the Country Representative Council regardless of whether their country representative term has since ended.

The Country Representative Council will meet at such intervals as are necessary to discharge its duties, and will prepare regular reports on its activities to the board.

5.8.4. The Academy's College of Fellows

The distinguished status of an Academy Fellow is awarded to outstanding scholars with an excellent reputation in their research community and who have made extraordinary contributions to the Academy. The Fellows collectively form the College of Fellows, and provide support to the academic development of the Academy. This may include, but is not limited to, providing a forum to debate relevant issues in business and management, to develop research agendas, to advise on policy direction, and to develop the Academy's networks. The College of Fellows also manages the selection process for new Fellows, before formal approval by the Board. The Fellows elect a Dean of the College who shall represent the Fellows on the Board, for the term of Board appointment governed by article 5.3. The College of Fellows will meet at such intervals as are necessary to discharge its duties, and will prepare regular reports on its activities to the board.

5.9. The board may have bylaws giving detail about matters such as election processes. Those bylaws are available on the Academy's website. The articulation of and amendments to the bylaws are a responsibility of the board.

Article 6: Finance

6.1. Members pay a membership fee which is reviewed annually by the Executive Committee and approved by the Board.

6.2. Payment of membership fees includes the right to receive the Academy's publications, to stand for office in the Academy, to propose and chair activities as part of Academy events, and to participate in events organised by the Academy subject to such terms and conditions as stipulated by the Board. Members whose fees are unpaid three months after billing shall be removed from the membership roll and lose their membership rights in line with Article 3.4.

6.3. The annual accounts of the Association are prepared by the Academy's Executive Committee. These must be controlled and approved by the Board. The Chairperson shall present a yearly report on the financial situation of the Academy to the General Assembly, in advance of seeking the General Assembly's approval of the accounts. The Association's fiscal year corresponds with the calendar year.

6.4 The Academy's accounts are audited on an annual basis. The auditing report will be available to EURAM members on the Academy's website prior to the presentation at the General Assembly.

6.5. The Academy will comply with the Royal Decree of 25th of August 2012 in respect of filing of annual accounts.

Article 7: Amendments of the Statutes

Any changes to the Statutes must adhere to the following rules in order to be adopted:

Approved by the General Assembly on 16 June 2023

7.1. Proposals to amend the Statutes can either be initiated by the Board or by a minimum of 20% of the membership of the Academy.

7.2. The Board shall consult in good time with the membership on the proposed amendments. The Board shall announce and deliver proposals for amendment formulated in a clear manner to the membership at least three months prior to the date of the General Assembly convened to rule on this modification.

7.3. The General Assembly can only validly deliberate on this occasion if at least two thirds of its members are present. If such a quorum cannot be achieved, the next General Assembly shall decide conclusively and validly upon the proposal in question regardless of attendance. The initial convening letter can in this respect include an invitation for a second General Assembly on a given date, in case the quorum of attendance defined above is not achieved during the first General Assembly that has been convened to decide on the amendment proposal.

7.4. The proposal for amendments or modifications thereof can only be adopted if at least two thirds of the members present vote for it. Amendments or changes to the Statutes must be submitted to the Belgian Ministry of Justice and be published in the Annexes of the *Moniteur Belge*.

Article 8: Dissolution

8.1. The General Assembly can decide to dissolve the Academy, in accordance with the rules laid down for the modifications of the statutes (article 7). If dissolution is agreed, the General Assembly appoints an official liquidator, determines her/his power and indicates the destination of any eventual liquidation surpluses as well as the allocation of any assets, on the condition that the beneficiary or beneficiaries should be pursuing similar objectives to those of the Academy.

Article 9: Transitional Provision

9.1. Any matters not specifically provided for in the present Statutes shall be regulated in accordance with the provisions of the Code for Companies and Associations of 23 March 2019, and other relevant national or international legislation, whichever take precedent in such circumstances.