

European Management Association (EMA) Constitution

Formerly known as CECIOS

As agreed by the EMA Assembly on 23 September 2005

Article 1 – Name

The name of the Association is *The European Management Association*.

Article 2 – Seat

EMA has its legal seat at The Hague in the Netherlands.

Article 3 - Objects

3.1 EMA is:

- a. a European association of national management organisations which are concerned with developing and disseminating information and know-how in the art, science and practice of management;
- b. a non-political, non-religious and non-profit making, professional, cultural and ethically-oriented organisation without political bias or government affiliation.

3.2 The objects of EMA are to:

- a. encourage collaboration in the development of effective management practice at a European level;
- b. offer opportunities for the presentation to, and sharing of ideas among, practising managers and management organisations;
- c. promote the interests of organisations concerned with management development at a national and international level within Europe;
- d. facilitate the dissemination of knowledge of the art, science and practice of management.

3.3 EMA shall endeavour to achieve these objects by:

- a. encouraging contacts and exchanges of experience and good practice amongst member organisations within Europe;
- b. encouraging contacts and exchanges of experience and good practice amongst practising managers in Europe, in consultation with the national member organisations;
- c. facilitating the exchange of information on significant innovations in management practice;
- d. aiding the dissemination of the results of local or national research which may have international relevance;
- e. providing an involved European forum for research, study and debate on the role of the manager in society;
- f. promoting at a European level the understanding of the role of the manager in society;
- g. promoting contacts with other international organisations in the field of management.

Article 4 - Financial resources

4.1 The financial resources of EMA comprise:

- a. membership subscriptions;
- b. donations;

- c. subsidies;
 - d. operating income;
 - e. any other income and revenues.
- 4.2 On the recommendation of the Executive Committee, the General Meeting of Members shall adopt an annual budget as prepared by the Secretariat.
- 4.3 The annual accounts, as prepared by the Treasurer, shall be reviewed by an Audit Committee appointed by members in General Meeting. Those accounts shall be presented to the General Meeting of Members for approval.
- 4.4 All officers of EMA involved in the work of EMA shall be volunteers and shall not be entitled to any reimbursement for travel expenses or subsistence, except for the officers of the Secretariat or when payment of such expenses or subsistence allowance is specifically provided for in the approved budget for a specific EMA programme, activity or meeting.

Article 5 – Membership

- 5.1 Membership of EMA shall be open to national management organisations in Europe which meet the admission criteria as laid down from time to time by the General Meeting of Members.
- 5.2 Applications for membership shall be made in writing to the Executive Secretariat. A decision on whether or not to admit a member shall be taken by the Executive Committee within three months of the application and shall be subject to ratification by the General Meeting of Members.
- 5.3 Without limiting the provisions of Article 5.1 above in any way, in order to be eligible to be a member, an organisation must be non-profit making, have no political affiliation and be representative of the management population in the country concerned. These members are known as 'lead members' of EMA. There shall be only one lead member organisation per country.
- 5.4 Where there is no national management organisation in a particular country, then a regional management organisation may apply to join EMA and be known as a 'lead member'.
- 5.5 Where there is no national or regional management organisation in a particular country, then an institute or organisation working in a related field, such as management development or human resources, may apply to join EMA and be known as a 'lead member'.
- 5.6 There may be more than one member organisation per country. One of those member organisations, within the criteria set out in Articles 5.3, 5.4 or 5.5 above, will be designated as the 'lead member'. The other organisations shall be 'associate members'.

Article 6 - Termination of membership

- 6.1 Membership shall terminate:
- a. if and when the member organisation ceases to exist;
 - b. if the member organisation gives notice that it wishes to resign its membership;
 - c. if EMA gives notice that it wishes a member organisation to resign. Such notice may be given where a member organisation no longer meets the criteria for membership, as contained in the Constitution, where a member fails to meet its financial obligations to EMA, or where for exceptional reasons it is considered to

- be in the best interests of EMA that the membership of an organisation should cease;
- d. upon expulsion of the member in question. This may only happen if a member acts in contravention of the Constitution or any standing rules or resolutions of EMA or if the member otherwise acts to the detriment of the EMA.
- 6.2 Notice of resignation must be given by a member organisation in writing, subject to six months' notice. However, in exceptional circumstances EMA may agree to terminate the membership of a member organisation with immediate effect.
- 6.3 Notice of termination and/or expulsion by EMA shall be given by formal resolution of the Executive Committee, which will notify the member of its decision and the reasons therefor in writing at its earliest convenience. Such notice shall also state the date on which the termination or expulsion shall take effect.
- 6.4 The member organisation shall have the right to appeal to the General Meeting of Members against a decision to terminate or expel the member. Notification that a member wishes to exercise its right of appeal must be received within one month after receipt of the notice of termination or expulsion. Pending that appeal and during the appeal proceedings, the membership of the organisation concerned shall remain in suspension.
- 6.5 The Executive Committee shall be entitled to suspend a member organisation at any time if there is compelling reason to commence steps to terminate membership or to expel the member. Any suspension shall lapse after three months if it is not followed by a resolution to terminate the membership or to expel the member.

Article 7 - Subscription

- 7.1 Members shall be obliged to pay an annual subscription. The level of subscription shall be determined annually by the Executive Committee and approved by the General Meeting of Members. The subscription becomes due and payable in the first two months of the year to which the subscription relates. In addition, the Executive Committee shall be entitled to impose an entrance fee for activities that it organises.
- 7.2 The annual membership subscription is due and payable in full for the year in which membership commences or ends.

Article 8 – Officers

- 8.1 Members in General Meeting shall, on the recommendation of the Executive Committee, appoint a President to hold office for a term of three years. The President shall chair the Executive Committee and General Meetings.
- 8.2 The Executive Committee may appoint up to two Vice Presidents, who each serve a three year term. There is no automatic right that a Vice President will become President of EMA.
- 8.3 The Executive Committee shall appoint a Treasurer from amongst its members, to serve for a three year term.

Article 9 - Executive Committee

- 9.1 EMA shall have an Executive Committee consisting of representatives of at least five and not more than twelve member organisations, including the President, Vice

Presidents (if any) and Treasurer. These members shall be appointed by the General Meeting and shall include:

- a. one representative from each of those member organisations paying subscriptions at the highest contribution level ("ex-officio members");
 - b. representatives of other member organisations, as appointed from time to time ("appointed members"). These members shall be appointed for a term of three years and are eligible for re-appointment for one further term of three years.
- 9.2 Decisions at meetings of the Executive Committee shall be taken on the basis of a show of hands. In the event of an equality in the voting, the Chairman of the meeting shall have a second and casting vote.
- 9.3 A casual vacancy on the Executive Committee may be filled by the appointment by the Committee of a new member, who shall complete the term of office of the member who has stepped down. A casual appointment shall be ratified at the next General Meeting of Members.
- 9.4 Executive Committee members shall be obliged to attend a minimum of two thirds of all Executive Committee meetings and General Meetings of Members held during their term of office.

Article 10 - Removal and suspension of Executive Committee members

- 10.1 An Executive Committee member may be suspended or removed from office by the General Meeting of Members at any time. Any such suspension shall lapse after three months if it is not followed by a resolution to remove the Executive Committee member from office. Where dictated by urgency, the Executive Committee may suspend an Executive Committee member in anticipation of the resolution at the first subsequent General Meeting of Members.
- 10.2 Membership of the Executive Committee may also terminate:
- a. should the member organisation cease to be a member of EMA;
 - b. upon the retirement of an appointed member.

Article 11 - Powers of the Executive Committee

- 11.1 The Executive Committee is the executive body of EMA, entitled to carry out all legal transactions, including the adoption of resolutions to enter into agreements as referred to in Section 44, Book 2 of the Netherlands Civil Code.
- 11.2 The Executive Committee may continue to act notwithstanding any vacancy in its number.

Article 12 – Duties of the Executive Committee

- 12.1 The principal duties of Executive Committee are to:
- a. prepare resolutions for approval by the General Meeting of Members;
 - b. implement resolutions of the General Meeting of Members; and
 - c. supervise the Secretariat.
- 12.2 Other duties of Executive Committee include:
- a. submitting an annual budget to the General Meeting of Members for approval and maintaining the financial accounts of EMA;
 - b. preparing a European activities programme and the budget required to achieve this, which budget must meet with the approval of the General Meeting of Members;

- c. arranging for representation in collaborative ventures with other European and/or international organisations;
- d. agreeing the mandate for representations by EMA to other international organisations, as appropriate, within guidelines laid down by the Committee and approved by the General Meeting of Members;
- e. making recommendations to the General Meeting of Members in respect of applications for membership;
- f. reporting to the General Meeting of Members on any circumstances in which a member no longer meets the membership requirements or has failed to meet its financial obligations or failed to meet its obligations in any other way;
- g. making recommendations to the General Meeting of Members on the levels of annual subscription payable by member organisations;
- h. agreeing the establishment of special interest groups or working groups within EMA as well as the criteria within which those groups will operate and report to the Executive Committee and the General Meeting of Members;
- i. establishing and maintaining a Secretariat in keeping with the aims of EMA, its mission statement and its financial resources;
- j. safeguarding the name of EMA and any intellectual property and other rights as may be owned by EMA;
- k. presenting to the General Meeting of Members such matters which ought to be discussed by the General Meeting of Members.

12.3 The Executive Committee shall ensure that a list of all resolutions adopted by the General Meeting of Members is maintained by the Secretariat.

12.4 The Executive Committee shall meet as often as necessary and/or desirable for the proper performance of its duties. Notices convening a meeting of members shall be sent by the Secretariat to the Executive Committee members at least 14 days in advance of the date of the meeting.

Article 13 – Audit Committee

13.1 The General Meeting of Members shall appoint representatives of two of its member organisations to form an Audit Committee, with a specific remit to review the annual accounts of the EMA prior to their presentation to the General Meeting. The members will each serve a two year term and are eligible for re-appointment for a further two year term. Neither member may also be a member of the Executive Committee and one of its members shall be appointed Chairman.

13.2 The Treasurer shall be involved in the deliberations of the Committee but is not a voting member.

Article 14 – Representation

EMA shall be represented by its Executive Committee. The right to represent the Association shall also be vested in two Executive Committee members acting jointly.

Article 15 - Secretariat

15.1 The Secretariat of EMA shall come under the responsibility of the Executive Committee. The Secretariat usually resides with the member organisation of the President.

15.2 The responsibilities of the Secretariat include:

- a. preparatory work for Executive Committee meetings and the General Meeting of Members;

- b. provision of assistance to the Executive Committee, the General Meeting of Members and the members of EMA in achieving the objectives of EMA; and
- c. initiation of activities related to these objectives in the field of documentation, information, correspondence, reporting, accounting and administration.

Article 16 - General Meeting of Members

- 16.1 The Executive Committee shall convene a General Meeting of Members at least once per year, as and when it deems desirable or when obligated to do so by virtue of the law or by this Constitution.
- 16.2 The Executive Committee is also obliged to convene a General Meeting of Members if a number of members corresponding to two thirds of the votes at the General Meeting of Members make a request to that effect. This meeting shall be held no later than three months after the submission of the request. If such request is not actioned within fourteen days, those members requesting the meeting shall be entitled to convene the meeting in the same manner as the Executive Committee, or by placing an advertisement in at least one national Dutch newspaper which has a wide readership in the place where EMA has its seat.
- 16.3 The General Meeting of Members shall be chaired by the President of EMA. In the absence of the President, the meeting shall be chaired by a Vice President.
- 16.4 Members shall be given not less than fourteen days' notice of a General Meeting, not counting the day the notice is sent and the day of the meeting itself. This notice shall specify the business to be transacted at the meeting.
- 16.5 The business transacted at each General Meeting shall include:
 - a. the appointment of members to the Executive Committee;
 - b. the determination of annual subscriptions;
 - c. approval of the financial statements and budget.
- 16.6 Notwithstanding the other duties of the General Meeting of Members arising from this Constitution or by virtue of the law, the duty of the General Meeting of Members is to:
 - a. receive the annual report of the Executive Committee concerning the activities in the preceding year and the management and finances of the association;
 - b. pass any resolution to amend the Constitution of EMA;
 - c. pass resolutions on the adoption of criteria for admissions to membership;
 - d. appoint or discharge office holders of EMA.
- 16.7 One or more representatives from each current member organisation may attend the General Meeting of Members. Only lead member organisations may vote at the meeting and each lead member organisation has only one vote on any resolution. The representative of a suspended member shall be admitted to the meeting of members at which the resolution to suspend it is discussed and the representative shall be entitled to speak at that meeting.
- 16.8 A member with voting rights may appoint another member with voting rights to represent it. Such appointment must be made in a written instrument. The number of votes to be cast by one person shall be limited to three.

Article 17 – Minutes

The minutes of the General Meeting of Members shall be kept by the Secretary or by some other person thus designated by the President. The minutes shall be adopted at the meeting in which they are taken or in a subsequent General Meeting of Members.

Article 18 – Voting

- 18.1 The opinion expressed by the President at a General Meeting of Members concerning the result of a vote shall be final. The same shall apply to the subject matter of an adopted resolution in so far as the motion voted on was not recorded in writing.
- 18.2 If the validity of the opinion referred to in Article 18.1 is contested immediately after it is expressed, a further vote shall be held if this is demanded by the majority of the members present at the meeting or, if the original vote did not take place by roll call or by ballot, by one representative with voting rights. The legal consequences of the original vote shall cease to have effect as a result of this new vote.

Article 19 - Annual report

- 19.1 It is the obligation of the Executive Committee to keep records of the financial position of EMA such that its rights and obligations can be deduced therefrom at all times.
- 19.2 At each General Meeting of Members, the Executive Committee shall present an annual report on the state of affairs of EMA. The Executive Committee shall present to the meeting for its approval a balance sheet and a statement of income and expenditure with explanatory notes. These documents shall be signed by the President on behalf of the members of Executive Committee.
- 19.3 The Executive Committee shall provide such information to the Audit Committee as is required to allow it to fulfil its responsibilities
- 19.4 Adoption of the records referred to in Article 19.2 by the General Meeting of Members shall discharge the Executive Committee from its liability for the conduct evidenced by those records.
- 19.5 The Executive Committee shall be obliged to keep the records referred to in Article 19.1 for at least ten years.

Article 20 - Resolutions

- 20.1 Insofar as not otherwise provided for either by law or by the Constitution of the Association, all resolutions of EMA taken at a General Meeting of Members shall be passed by an absolute majority of the votes cast. An absolute majority shall be construed to mean more than half of the votes cast.
- 20.2 In the event of an equality in the voting, the President (or the Chairman of the meeting) may exercise a second and casting vote.
- 20.3 If a vote is taken at a General Meeting of Members on appointments to the Executive Committee and no absolute majority is secured by a candidate, a second vote shall be held between the two candidates who secured the highest number of votes. If there remains an equality of votes in the second vote, lots shall be drawn.

- 20.4 Unless, on the recommendation of the President, the meeting decides otherwise, votes between candidates shall be conducted by ballot. Votes on other matters shall be on the basis of a show of hands. Abstentions and technically incorrect votes shall not be counted.

Article 21 - Amendments to the Constitution and dissolution of EMA

- 21.1 Resolutions to amend this Constitution or to dissolve EMA may only be passed by a majority of at least two thirds of voting members. This vote may be undertaken either at a General Meeting of Members or via an electronic communication. At least half of the total number of countries in which EMA has members with voting rights must take part.
- 21.2 If the prescribed number of members is not present at this General Meeting of Members or do not participate in the electronic communication, the motion may be proposed in a second meeting or communication, arranged between two and six weeks after the first meeting or communication. A majority of at least two thirds of the votes validly cast shall be required for the resolution to be passed, regardless of the number of countries represented where EMA has members with voting rights.
- 21.3 The parties putting forward the motion to amend the Constitution or to dissolve EMA must deposit a copy of such motion, containing the verbatim text of the proposed amendment, at least five days before the meeting at a suitable place for inspection by the members until the end of the day preceding the meeting or electronic communication.
- 21.4 The motion to amend the Constitution or to dissolve EMA shall be stated in a communication sent out to all members, as shall the location where the members may inspect the motion.
- 21.5 An amendment to the Constitution shall only take effect after it has been recorded in the appropriate legal document. Any member of the Executive Committee or a person appointed for that purpose shall have the right to have such a document executed by tendering an extract from the minutes of the meeting.

Article 22 - Liquidation

- 22.1 Upon the dissolution of EMA, the liquidation shall rest with the Executive Committee. During the liquidation, the provisions of this Constitution shall remain in force to the greatest extent possible. Documents and notices sent out by EMA must bear the name of the association appended with the words "*in liquidatie*" (in liquidation).
- 22.2 Any credit balance remaining shall accrue to the members unless it is decided in the resolution to dissolve the association such that any credit balance shall be given to another cause.
- 22.3 The members shall not be liable for any debit balance arising from the obligations of EMA in excess of the amount of their paid subscription.

Article 23 - Financial year of the association

The financial year of the association shall run concurrent to the calendar year.

Article 24 - Standing orders

- 24.1 On the recommendation of Executive Committee, the General Meeting of Members shall be entitled to adopt or amend a body of standing rules. Such standing rules may not contain any provisions which are in conflict with this Constitution or with the law.
- 24.2 Resolutions to adopt or amend any body of standing rules may only be passed by a majority of at least two thirds of the votes validly cast.

Article 25 - Registration with the Chamber of Commerce and Industry

- 25.1 It is the obligation of Executive Committee to register EMA in the appropriate register kept at the Chamber of Commerce and Industry and to deposit an authentic copy of the deed, or an authentic copy of an excerpt from the deed containing the Constitution of the association at the offices of the aforesaid register.
- 25.2 The Executive Committee shall ensure that the surname, first names and address of the members of the Executive Committee and any other persons who are authorised to represent EMA are listed in the aforementioned register.

Article 26 - Final provision

The General Meeting of Members shall assume all powers not otherwise accorded to other bodies of EMA by the law or by this Constitution.