

European International Business Academy (EIBA)

STATUTES | April 2011

Revised New Version (English)

Article 1 – Name and Location

An International Non-Profit Association with research and educational objectives known as the European International Business Academy, abbreviated as EIBA, is hereby established.

This Association shall be governed according to the provisions of Section III of the Belgian law of 27 June 1921 on Non-Profit Associations, International Non-Profit Associations, and Foundations.

The Association's registered office is currently established at Place De Brouckère 31 (2nd floor), 1000 Brussels, Belgium; however, it can be transferred to any other location in Belgium or any other country through a simple decision of the Board, to be published in the Annexes of the *Moniteur belge* within the same month as the transfer.

Article 2 – Objectives and Activities

The Association, which does not seek financial gain, aims to foster a professional environment open to academics and practitioners interested in the greater field of international business and its applications, with a view to promoting, disseminating, and stimulating high quality research and education in the field throughout Europe and abroad.

In particular, the Association will serve as a meeting and communication forum for its members who are resident in Europe and elsewhere, acting as a network for the exchange of knowledge on an international level, as well as constituting a framework allowing for a better dissemination of information on research and teaching.

The Association also aims at the development of relations with all other professional and research-oriented associations that are active in the field of international business, as well as with European or international committees and authorities involved with the policy decision-making within this field.

In order to achieve its objectives, the Association has the mandate to:

- Provide a large international network in the field of international business research;
- Provide a forum for research presentations and evaluations;
- Provide publication outlets for high quality research;
- Support young researchers in the field of international business and promote the development of high level international teaching networks;
- Foster a broad variety of methodological approaches and research issues in international business research, and encourage cross fertilisation between approaches;
- Develop an agenda of research topics.

In order to carry out its mandate, the Association may engage in the collection of funds, receive donations and sponsorships, organise congresses, symposia, workshops, research sessions, and tutorials, maintain a website, publish a newsletter and any other document(s) relating to its purpose. The Association may engage in any activity that would enable or contribute to the realisation of its goals and/or facilitate the development of high quality research or teaching in the field of international business.

Article 3 – Members

- 3.1 Members are physical or institutional bodies legally constituted under the laws and practices of their countries of origin.
- 3.2. Anyone with a professional or intellectual interest in the research or teaching of international business is, without bias and irrespective of nationality, eligible to become a member of the Association (hereafter referred to as “individual members”). Applications for individual membership should be submitted to the Association by completing the appropriate form(s) and supplemented by any required supporting information or documentation, as prescribed by the Board, who is responsible for making decisions regarding the applications.
- 3.3 Equally official bodies such as professional or legal entities, financial institutions, governmental institutions, universities and other organisations (hereafter referred to as «institutional members») can become members. Applications for institutional membership must be submitted to the association in the appropriate form – and supplemented by the pieces of information – as defined by the Board. The Board decides with regard to these applications.
- 3.4 Membership can be terminated:
 - (a) upon decision of the member himself/herself, with effect three months after withdrawal has been communicated by notified mail or other appropriate means to the Board;
 - (b) upon decision of the Board if the membership fee remains unpaid three months after the beginning of the year to which it pertains;
 - (c) by the General Assembly which can decide to suspend or exclude a member for serious breach of the standard academic rules of integrity.

Prior to the next General Assembly the Board can decide by a two third majority of the votes to suspend any member whose exclusion is planned. Prior to all decisions of suspension or exclusion the member must be given the opportunity of presenting his/her arguments against such a decision.

Former members of the Association have no rights on the Association’s resources.

Article 4 – General Assembly

- 4.1 The General Assembly has complete authority in order to achieve the objectives of the association.

Without prejudice to the authority that the General Assembly holds in accordance with other provisions of the statutes, particularly the following decisions 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 closing down/discontinuation of the association;
- The approval of changes in the membership fee;
- The nomination and dismissal of Board members.

4.2 The General Assembly of members of the Association meets annually upon convocation of the Board as per the date and venue determined by the latter. A special General Assembly can also be convened by the Board should the interest of the Association make this necessary. A special assembly must be convened should 20% of the members have expressly demanded it.

At least 30 days prior to a given General Assembly meeting, the convening invitation accompanied by an agenda must be sent to the members by postal mail, fax, or electronic mail, or by any other established and readily available means of communication.

4.3 The Chair of the Association chairs the General Assembly, or in his/her absence, the Vice-Chair or another member of the Board, as nominated by the General Assembly.

4.4 The General Assembly cannot deliberate validly unless at least a tenth of the membership or 25 members (should this last number be lower than the first) are present.

In case of an insufficient quorum, the next General Assembly may deliberate and vote on the relevant issues regardless of how many members are present.

4.5 Each member present has one vote. Decisions are taken by a simple majority of the votes expressed, unless a special majority is required by law or by the Statutes themselves.

4.6 The decisions of the General Assembly are recorded in a register (the minutes of the General Assembly) held at the headquarters of the Association by the Executive Secretary, who keeps them at the disposal of the members.

Article 5 – The Board

5.1 The Association is governed by the Board which has complete control of the management and administration, with the exception of those powers vested in the General Assembly. The Board may confer specifically-defined special powers to designated representatives and/or ad hoc committees, including even those competencies that the present Statutes specifically attribute to the Board.

5.2 The Association is governed by its Board which is composed as follows:

- the Chair
- the Vice Chair
- the President
- the immediate Past President
- the President-Elect
- National or Regional Representatives
- the Dean of Fellows
- the Editor of the official journal
- the Executive Secretary

The Board shall consist of a minimum of 8 officers.

Any Nation or Region shall be entitled to Board representation provided it has a minimum membership of five members over a consecutive three-year period. Exceptions to the rule may be made for Central & Eastern Europe (CEE) or other under-represented areas, as agreed by the Board and General Assembly.

5.3 The terms of appointment shall be as follows:

- Chair:	3 years
- Vice Chair:	3 years
- President:	1 year
- Past President:	1 year
- President Elect:	1 year
- National / Regional Representatives:	3 years
- Dean of Fellows:	ex-officio
- Editor of Official Journal:	ex-officio
- Executive Secretary:	ex-officio

The terms of appointment all begin and end immediately after the General Assembly at the Association's annual conference.

If any of the officers fails to complete his/her term of appointment, then his/her replacement shall serve the term as indicated above.

The mandates of the Chair, the Vice Chair, and the National or Regional Representatives, can only be renewed once and for the same term of appointment.

5.4 When a National or Regional Representative comes to the end of his/her term or wishes to step down (or resign) from the Board, s/he shall propose a successor to the Executive Committee in consultation with members of that Nation or Region via electronic mail (or any other viable means of communication). Upon approval of the Board, the nomination is presented to the General Assembly for approval. (Should more than one candidature be proposed and approved, a regional vote shall be held in advance of the General Assembly.)

5.5 The required annual Board Meeting is held in conjunction with the Annual Conference of the Association and before the General Assembly.

A second meeting may be held following the General Assembly to consider matters arising there or thereafter. The convening letter should be sent by postal mail, fax, electronic mail, or any other viable means of communication.

Special meetings, such as Interim Board Meetings, may be called by the Chair as appropriate.

The Board cannot deliberate validly unless at least five of its members are present (provided that all members have been invited). Decisions are taken by a simple majority of the votes.

5.6

- (a) The Board can authorise any member to participate in a Board meeting via any viable means of communication enabling a collegial exchange (for example, Skype or teleconferencing).

Moreover, in exceptional cases justified by urgency, the Board may authorise one or more of its members to participate in a Board meeting using any other viable means of communication (for example, e-mail or fax); such decisions must be ratified at the next official Board meeting. It is nonetheless mandatory that an explanatory notice covering all agenda points to be discussed by the Board has been duly delivered to those members who are willing to exceptionally vote by correspondence via the aforementioned means of communication.

A member participating in a Board meeting via any of the modes outlined above is considered to be present at the meeting and is eligible to vote according to the established conventions.

- (b) In addition, the Board is able to take decisions without a physical meeting of its members by using any viable means of communication (for example, teleconferencing, e-mail, fax, etc.).

Decisions taken in this manner require that a fully-documented information notice covering all points of discussion has been previously delivered to the Board members, and must be ratified at the next official meeting.

It is however required that the issues of deliberation as well as the proposed actions have been previously communicated to all members by e-mail, fax, or any other means of telecommunication. A reasonable timeframe should be established in order to allow Board members to make their views and / or votes known to the Chair.

The decisions of the Board are recorded and archived at the headquarters of the Association.

- 5.7 Except in the case of special proxies or powers of attorney, all deeds binding the Association must be signed by two members of the Executive Committee who shall not have to justify to third parties their authorisation to this effect.
- 5.8 Legal proceedings, whether as plaintiff or defendant, are undertaken by the Board represented by the Chair or by another Board member nominated by the Chair.

Article 6 – The Officers

- 6.1 The Chair shall be the chief spokesperson for the Association, the chair of the Board, and the presiding officer at all Association and Board meetings. During the term of office, s/he shall set meetings and strike committees as needed to support the activities of the Association. S/he shall serve or appoint others to serve as liaison with other professional bodies.
- 6.2 The Vice Chair is responsible for controlling the financial situation and approving the annual accounts of the Association in cooperation with the EIASM for as long as the Association is administered by EIASM. The Vice Chair submits the annual accounts first to the Board and then to the membership at the General Assembly for approval. S/he must also deliver a report outlining the impact of any financial decisions taken and/or any investments made by the Executive Committee or Board.

- 6.3 The President and Conference Chair is primarily responsible for the planning and preparation of the Annual Conference of the Association. To this effect, s/he acts as Programme Chair for the event, presides over meetings, appoints committees and session chairs as appropriate, and generally oversees and ensures the organisation, content, and quality of the Annual Conference. Subsequently, the President will take on the role of Past President for one year. The Past President will duly inform the Executive Committee and the Board of potential improvements to the Association's Annual Conference, and will act as a general consultant in this respect. The President Elect will be responsible for the organisation of the Annual Conference of the following year.
- 6.4 The National and Regional Representatives promote the Association in their country or region, provide the Board with relevant comments and feedback from the members in their country or region, keep abreast of any developments and act as liaisons with national / international business organisations, and regularly contribute to the Association's Newsletter.
- 6.5 The Dean of Fellows represents and reports on the activities of the Association's Fellows, acting as the main communication link between the Board and the Fellows.
- 6.6 The appointment of the Editor of the flagship Journal of the Association is specified in a separate agreement made by and between the Journal Publisher and the Association.
- 6.7 Maintenance of the Association's records and accounts as well as the day-to-day management of the Association, are services provided by the EIASM, who appoints a Programme Coordinator to this end with the status of Executive Secretary for the Association.

Should the Association no longer be administered by the EIASM, another person could be nominated as well as excluded by the Board.

Article 7 – The Executive Committee

- 7.1 The Executive Committee is composed of the Chair, the Vice Chair, the President, the Past President, the President Elect, and the Executive Secretary.
- 7.2 The Executive Committee is responsible for the daily management of the Association and reports to the Board. The Executive Committee can delegate certain responsibilities and powers to its members, especially to the Executive Secretary. It keeps the Board informed about important issues such as the choice of dates and places for meetings of the Board and of the General Assembly. The Executive Committee ensures a smooth and sound organisation of scheduled conferences.
- 7.3 The Executive Committee can deliberate validly if at least half of its members are present.

Executive Committee decisions are taken by simple majority votes of its members. In cases of a tie vote, the Chair shall cast the deciding vote. Decisions of the Executive Committee shall be null and void if not approved by the majority of the Board.

The decisions of the Executive Committee are recorded and archived at the headquarters of the Association.

7.4

- (a) The Executive Committee can authorise any member to participate in a Committee meeting via any viable means of communication enabling a collegial exchange (for example, Skype or tele-conferencing).

Moreover, in exceptional cases justified by urgency, the Executive Committee may authorise one or more of its members to participate in a Committee meeting using any other viable means of communication (for example, e-mail or fax); such decisions must be ratified at the next official meeting.

A member participating in an Executive Committee meeting via any of the modes outlined above is considered to be present at the meeting and is eligible to vote according to the established conventions.

- (b) The Executive Committee can also take decisions without a physical meeting of its members by using any viable means of communication that provides for a collegial exchange between members (for example, teleconferencing, e-mail, fax, etc.).

Such decisions must be ratified at the next official meeting.

It is however required that the issues of deliberation as well as the proposed actions have been previously communicated to all members by e-mail, fax, or any other means of telecommunication. A reasonable timeframe should be established in order to allow Board members to make their views and/or votes known to the Chair.

Article 8 – Finances

- 8.1 The Association membership fee structure and amounts payable by members are proposed by the Board and submitted to the General Assembly for approval.
- 8.2 Payment of membership dues includes the right to receive the Association's flagship Journal, and to participate in events organised by the Association subject to such terms and conditions as stipulated by the Board. Those members whose dues are unpaid for any given year shall be removed from the Association's membership roster for that year after 3 calendar months, and will lose their membership rights including the eligibility to receive the Journal as member subscribers for that year.
- 8.3 The annual accounts of the Association are prepared by the EIASM as long as the Association is administered by the EIASM. These must be controlled and approved by the Chair and the Vice Chair. The Chair (or in his/her absence, the Vice Chair) shall present a yearly report on the financial situation of the Association to the Board and the General Assembly, in advance of seeking their approval of the accounts. The Association's fiscal year corresponds to the calendar year (i.e., January 1 – December 31).

Article 9 – Modification of the Statutes

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

- (a) Proposals to amend the Statutes can either be initiated by the Board or by a minimum of 20% of the membership of the Association.
- (b) 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 special General Assembly convened to rule on this modification.
- (c) The General Assembly can only validly deliberate on this occasion if it convenes at least two thirds of the members present or represented; 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.
- (d) The proposal or all modifications thereof can only be adopted by obtaining a majority vote of two thirds of the members present. Amendments or changes to the Statutes must be submitted to the Ministry of Justice and be published in the Annexes of the *Moniteur belge*.

Article 10 – Dissolution

The General Assembly can take the decision to dissolve the Association by adhering to the same terms and conditions as those stipulated for the modification of the Statutes. If the motion for dissolution is passed, the General Assembly shall appoint the liquidator, determine his/her powers, and indicate 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 Association.

Article 11 – Transitional Provision

Any matters not specifically provided for in the present Statutes shall be regulated in accordance with the provisions of Section III of the Belgian law of 27 June 1921 on Non-Profit Associations, International Non-Profit Associations, and Foundations.
