



EUROPEAN
ASSOCIATION OF
RESEARCH MANAGERS
AND ADMINISTRATORS
(EARMA) ARTICLES OF
ASSOCIATION AND BY-
LAWS

EARMA BOARD

(EARMA) ARTICLES OF ASSOCIATION AND BY-LAWS 31/1/2017

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Articles of Association

TITLE I: FORM, NAME, REGISTERED OFFICE, PURPOSE & ACTIVITIES OF THE ASSOCIATION

Article 1 Form and Name

- 1.1 The association is a non-profit making organization called “EUROPEAN ASSOCIATION OF RESEARCH MANAGERS AND ADMINISTRATORS”, or in abbreviated form “EARMA”, (hereinafter referred to as the “Association”).
- 1.2 The Association is incorporated under the form of a non-profit nature in accordance with the title III of the Law of 27 June, 1921 on non-profit making organizations, non-profit making international organizations and foundations.

Article 2 Registered Office

- 2.1 The registered office of the Association is currently located in B – 1000 Brussels at rue Joseph II, 36-38.
- 2.2 The registered office may be transferred to any other location in Brussels through a simple majority of the valid votes cast by the Board.
- 2.3 The decision regarding the change of the address of the registered office must be published in the annexes of “Moniteur Belge”.

Article 3 Purpose and Activities

- 3.1 The Association shall pursue activities of a not-for-profit scientific nature and of international character in accordance with the title III of the law of 27 June, 1921 on non-profit making organizations, non-profit making international organizations and foundations.
- 3.2 The Association is constituted as a body committed to advancing the profession of management and administration of research, and to enhancing the profile and status of this profession in Europe. The main aim of the Association is to increase the efficiency and maximise the impact of publicly- or privately-funded research in Europe, by improving the quality and professionalism of research management and administration.
- 3.3 The Association shall pursue the following objectives with a view to achieve its aim as described under Article 3.2 above:
 1. To provide a common platform for the continuing professional development of research managers and administrators, from all European countries and career levels;

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2. To enable interaction and communication amongst research managers and administrators in Europe;
 3. To provide opportunities for research managers and administrators from all European countries to identify best practice and share experiences;
 4. To raise the profile and status of research management and administration as a profession in Europe, and to represent its members' interests at the European level;
 5. To advance understanding of the importance of – and to advocate the need for – professional research management, within relevant policy-making organisations;
 6. To promote the involvement of research managers and administrators in the design, monitoring, and review, of publicly- or privately-funded European research, and to provide input to relevant policies;
 7. To represent European research managers and administrators internationally, and to encourage collaboration and cooperation initiatives with other relevant national and international organisations.
 8. In furtherance of these objectives, the Association shall engage in any lawful activity that can reasonably be expected of an association and undertake such activities as it considers appropriate to the achievement of its aims and objectives (including, but not limited to, conferences, training courses, seminars, workshops, focus groups, study tours, staff exchanges, studies, surveys, publishing, software tools, and lobbying).
- 3.4 In pursuing the activities of the Association, the members do not seek to obtain direct financial advantage for themselves, nor shall it be the objective of the Association to procure direct financial advantage for the members.
- 3.5 The Association may acquire any and all assets, fixed or otherwise, enter into contractual commitments, receive gifts, dispose of assets, grant privileges or securities in respect of its assets, and transfer title to its assets in accordance with the law, with these Articles of Association and any amendment to them.

TITLE II: MEMBERSHIP

Article 4 Categories of Membership

- 4.1 Membership of the Association is open to any individual or organisation that supports the objectives of the Association as set forth in article 3.
- 4.2 There shall be 3 categories of membership: individual members, institutional members and honorary members.
 - 4.2.1 Individual Members (IndM)
This category of membership applies to individuals with a professional interest in Research Management and who support the aims of the Association.
 - 4.2.2 Institutional Members (IM)

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This category of membership applies to organisations (as defined in Article 4.1) one of whose core activities is scientific research.

Each Institutional Member will be entitled to register all relevant staff¹ as Individual Members of the Association with the relevant benefits.

Each Institutional Member shall appoint a representative who shall have authority to represent the Member in the Association and to cast votes for it.

4.2.3 Honorary Members (HonM)

This category of membership is awarded to individuals who are not necessarily directly related to the profession of research management, but who have made a special contribution to the advancement of the profession.

The Board may use this type of membership to facilitate the work of the Association in relation to activities such as International Collaboration, access to external expertise, etc.

HonM may also be awarded for services rendered to the profession through nomination (by the membership) and acceptance by the Board.

The Board may rescind Honorary Membership at any time.

4.3 The Board may, from time to time, determine that the Association will offer these categories of membership (4.2.1) at a reduced rate.

These charges and the groups to which they apply will be determined by the Board and are communicated by the Board.

These changes will be noted at the next General Assembly of the Members (GA2)

Article 5 Admission of Members

5.1 Applications for membership should be made in writing, either using a paper-based application form, or electronically, by e-mail or by using the website-based application form, indicating the appropriate membership type.

5.2 All members of the Association, and its staff, shall comply with these Articles of Association and any other internal By-laws of the Association.

5.3 Membership becomes effective when payment of the relevant annual membership fee is received by the Association

5.4 Admission of an individual as a Honorary Member shall be proposed by the Board and approved by the General Assembly.

Article 6 Termination of Membership

6.1 Membership shall terminate in any of the following circumstances:

- when a member has notified the Association of their intention to terminate their membership;

¹ 'Staff' means those employed by the organisation or, in the case of public sector organisations or HEIs, those employed by wholly owned subsidiaries of the parent organisation. (For example where a university operates its research/technology transfer office as a separate company).

² It is also proposed to use this abbreviation wherever in the statutes 'General Assembly' appears.

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- in case of bankruptcy, liquidation, dissolution or any similar situation resulting in the cessation of a member's activity;
 - in case of failure to pay membership fees or any other sum due to the Association within sixty days of written request, and after a reminder giving thirty days notice of overdue payment;
 - in case of death of the member.
- 6.2 Any member may terminate their membership by written notification to the registered office of the Association. Upon notification of withdrawal, the member must fulfil all their obligations with respect to the payment of any amounts due to the Association.
- 6.3 Termination of membership does not give rise to any right or valid claim on the net assets of the Association.
- 6.4 Termination of membership does not give rise to any full or partial repayment of membership fees or subscriptions.

Article 7 Rights and Obligations

- 7.1 All members may attend the General Assembly and have the right to vote at the General Assembly.

Article 8 Membership Subscriptions

- 8.1 Each Member shall pay each year the annual membership subscription fee for that year as agreed by the General Assembly of the Members, following proposals by the Board.
- 8.2 Membership subscription fees shall be due on 1st January of each year and shall be paid within 30 days of written request. Failure to pay within this time may result in exclusion from membership, as provided for in Article 6.1.
- 8.3 Renewal of annual membership is automatic unless a member notifies the registered office of the Association, in writing, at least 30 days before the end of their current membership period, as defined in the By-laws.

TITLE III: BODIES OF THE ASSOCIATION: GENERAL ASSEMBLY OF THE MEMBERS, BOARD, AND SECRETARIAT

Article 9 Governance

- 9.1 The Association shall be governed by the GA.
- 9.2 The GA will elect an executive Board to manage the Association between GAs.

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Article 10 The General Assembly

- 10.1 The General Assembly (GA) is the supreme governing body of the Association. The GA shall decide the general policy and direction of the Association and shall oversee the management of the Association by the Board.
- 10.2 Convening GAs.
- 10.2.1 There shall be at least one (1) Annual General Assembly of the Members held every year within 6 months of the end of the Association's financial year.
- 10.2.2 If required by the Board, the Board may convene a GA.
- 10.2.3 At the written request of 30% of the currently registered members, the Board will convene a GA to discuss the issues raised in the written request. The written request must explain the issue, describe why the GA is essential and be in the name of a proposing member and seconded by another independent member.
- 10.2.4 In exceptional circumstances³, the Board may put specific decisions to an electronic vote of the members. The decision arrived at in such a process (see Article 12 for a description) is equally binding as if it had been taken at a GA.
- 10.3 The Agenda of the GA
- 10.3.1 GA is free to discuss any items it feels are relevant and required. However, the GA shall have, as a minimum the following, agenda, the Statutory Agenda:
1. Election (From the non-Board members present) of the chairperson of the GA, two (2) keepers of the minutes, and four(4) vote tellers.
 2. The acceptance and approval of the agenda
 3. Formal opening of the GA
- 10.3.2 GA's convened by the Board or by written request of the membership (10.2.3) shall, in addition to the items in section 10.3.1 have, as an agenda, the issue or issues around which the GA was convened.
- 10.3.3 The Annual GA (10.2.1) shall, in addition to the items in section 10.3.1 have as an agenda the following items;
1. The acceptance and approval of the Annual Report of the Board
 2. The acceptance and approval of the Accounts and the Audit report
 3. The acceptance and approval of the Internal Auditor's report
 4. The acceptance and approval of the working Plan for the coming year
 5. The acceptance and approval of the Budget for the coming financial year⁴
 6. The acceptance and approval of the membership fee for the coming year
 7. As appropriate, the election of the Chairperson of the Association
 8. As appropriate, the election of the Treasurer of the Association

³ 'Exceptional circumstances' are what are commonly understood to be 'exceptional circumstances'. In general 'exceptional circumstances' should reflect the gravity of the decision and/or the speed at which a decision is required.

⁴ The Budget should be framed in a multi-annual framework indicating specific provisions for the implementation of the strategic plan. Such a budget should be revised and represented at each GA.

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9. An election for the remaining positions on the Board
10. The election of an Internal Auditor
11. Amendments to the Articles of Association (a.k.a 'The Statutes')
12. The admission of Honorary Members
13. The establishment of other bodies of the association, on the recommendation of the Board
14. The establishment of and amendments to, the by-laws of the Association
15. Any order for the exclusion of members
16. Any order for the establishment of a mediation group consisting of senior members in case of conflict
17. Any order for the dissolution of the Association
18. Any and all other relevant business

Article 11 The General Assembly Meeting

- 11.1 Notice of intention to hold a GA and GA documentation
 - 11.1.1 The Board shall provide members of the Association with at least 60 days' notice of the convening of a GA. The board will, at the same time provide an indication of the draft-agenda, place, date and time of the meeting.
- 11.2 GA Documentation
 - 11.2.1 The Board shall circulate statutory GA documents at least 14 days prior to the date of the GA.
 - 11.2.2 Additional documents may be presented to the GA on the day of the meeting. The GA may, by a majority vote of those present and eligible to vote, accept such documents for discussion subject to the completion of the business for which the GA was called.
 - 11.2.3 All notifications and documentation may be distributed by post, by email or distributed through the website of the Association.
- 11.3 Decisions of the GA
 - 11.3.1 Elections of Chairperson, Treasurer, Ordinary Board members and Internal Auditors take effect at the end of the GA in which they occurred⁵.
 - 11.3.2 All decisions of the General Assembly where no time scale of effect is specified will come into effect 45 working days after the GA at which they were made.
 - 11.3.3 All the members will be informed of the decisions of the GA.
 - 11.3.4 The decisions of the GA shall be entered on the minutes of the GA and duly signed by the Chairperson of the GA. The minutes of the GA will be open and available for inspection.

⁵ The changeover between Boards takes place at the first face-to-face meeting on or after the 1st of September.

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Article 12 The Election of the Officers and Ordinary Board Members.

12.1 The Election of Officers

- 12.1.1 A simple majority is required to elect the Chairperson from among the eligible nominations for the post.
- 12.1.2 A simple majority is required to elect the Treasurer from among the eligible nominations for the post.
- 12.1.3 In the event that there is only one valid nomination for any officer post the candidate may, with the approval of the GA be declared elected.
- 12.1.4 In the event that there are no valid nominations for any officer post. The existing officers and Board constitute a caretaker Board who oversee the operation of the Association until a new election can be organised which must take place within three (3) months of the meeting at which no nominations were made.

12.2 The Election of Ordinary Board Members

- 12.2.1 A single poll will be held for the election of Ordinary Board Members from among eligible nominations⁶.
- 12.2.2 Ordinary Board members are returned in order of the number of votes for a particular candidate. In the event of a tie for the final Board position, the GA will be asked to vote again to select between tied candidates.
- 12.2.3 Where the number of valid nominations equals the number of Board positions available, the candidates, may, with the approval of the GA, be elected as Ordinary members of the Board.
- 12.2.4 In the event that there are more nominations than positions available. The election will proceed as described and the unelected nominees may, with the approval of the GA, constitute a pool of 'alternates' to be drawn upon if Ordinary Board positions become vacant during the term of the Board members along with whom they were nominated.
- 12.2.5 Where there are insufficient nominations to complete Board, the elected members of the Board may co-opt to the Board additional members to complete the Board. These members serve on the Board to the next GA of the Members at which point their term may, with the approval of the GA, be extended for a further year as duly elected Ordinary Board members.

Article 13 Voting and Quorum

13.1 Only Individual Members and Institutional Members are entitled to vote at GA.

13.2 Proxy Votes

13.2.1 Members who are unable to attend a GA may opt to cast their votes by proxy.

13.2.2 Members who wish to avail of the proxy must inform the Secretary of the Association in writing at least 7 days before the GA at which they wish to use their

⁶ With effect from GA 2016, The Leiden Group will be invited to nominate one candidate for election as an ordinary member. The nominee must fulfil all the normal criteria for a candidate.

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proxy. The notice must include the name, type and membership number of the member.

13.2.3 Proxies are exercised by the Chairperson of the GA as the Chairperson of the GA sees fit.

13.3 Votes

13.3.1 Institutional members carry three (3) votes each whether exercised by proxy or not.

13.3.2 Individual members carry one (1) vote each whether exercised by proxy or not.

13.3.3 HonM may not vote at a GA

13.3.4 The Chairperson of the GA shall have a casting vote in addition to the vote they would have as a member.

13.3.5 Except for the Chairman's casting vote neither the Chairperson of the Association nor any other Board member has any special voting entitlement.

13.4 The GA Quorum

13.4.1 The GA shall be quorate with the ability to conduct business and make binding decisions only if at least 10% of the total number of members with voting rights are present or duly represented by proxy held by the Chairperson of the GA at the moment the quorum is determined.

13.4.2 A quorum may be called for once during a GA. The validity of the quorum endures for the period of that GA.

13.4.3 A GA that is inquorate no longer constitutes a GA. However, such a meeting may proceed in an advisory role. Such a meeting may not make any binding decisions on the Association. Advice provided by this meeting must be presented at the next available GA. Where the inquorate GA was the Annual GA of the Members, the meeting must be re-convened at the earliest opportunity.

13.5 Unless otherwise provided in these Articles of Association or by the law, decisions of the GA shall be taken by a simple majority of the valid votes cast by the members present or represented.

13.6 Abstentions shall not be taken into consideration when counting the votes of the members.

13.7 For urgent matters, subject to the sole jurisdiction of the Board, members may vote through an electronic voting procedure, using an external website or other such system. A quorum of 10% of all members with voting rights is required for a binding decision.

Such on-line voting procedures will be audited by two external, independent auditors.

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Article 14 The Board

- 14.1 14.1 The Board is the Association's executive. The Board is responsible for the implementation of the work plan approved at the GA and for the long-term strategic and sustainable development of the Association.
- 14.2 Right of Membership of the Board
- 14.2.1 The Board is composed of current members of the Association.
- 14.2.2 Lapsed members of the Association are ineligible for election to the Board and, if already on the Board, will forfeit their place on the Board.
- 14.3 The Composition of the Board
- 14.3.1 The Board shall comprise at least the following positions;
The Officers of the Association, the Chairperson and the Treasurer^{7,8} and four (4) Ordinary Board members each elected by the GA for a term of two (2) years.
- 14.3.2 The Officers and Ordinary members of the Board are entitled to serve for two (2) consecutive terms to a maximum consecutive period of four (4) years.
- 14.3.3 Officers and Board members who complete a four (4) year term are not eligible for re-election to the same position for a period of two (2) years from the date at which they stood down.
- 14.3.4 A Board member with four (4) years' service may be nominated for election as an officer and, if successful, may remain on the Board for a further period of up to four (4) years
- 14.4 The members of the Board may be assigned specific functions within the Association as deemed appropriate by the Board.
- 14.5 In the event that a vacancy arises among the Ordinary members of the Board, the position will be filled from the pool of Alternates who will serve for the remaining portion of the term available. Where there are no remaining Alternates, the Board may co-opt a member of the Association to that vacant place. Any such co-option will be valid to the next GA of the members at which point the co-option may be extended to the term of the member being replaced.
- 14.5.1 Officer Vacancies
- 14.5.2 Where the Chairperson position becomes vacant, the Treasurer will assume the role of Chairperson and move without delay to hold a special GA for the election of a new Chairperson for the remaining portion of the Chairperson's term.
- 14.5.3 Where the Treasurer position becomes vacant the Chairperson will assume the role of the Treasurer and move without delay to hold a special GA for the election of a new Treasurer for the remaining portion of the Treasurer's term.
- 14.6 The Activities of The Board

⁷ For the sake of continuity, the term of office of the Chairperson and the Treasurer should not coincide with each other. In alternate years the Chairperson and 2 members of the Board will be elected or the Treasurer and 2 members of the Board will be elected. In 2017 this will mean that either the current Chairperson or current Treasurer terms be extended for one year OR that either a new Chairperson or new Treasurer will be appointed for one (1) year (but with the normal option to return for an additional two (2) year term giving a combined total of three years service in one stretch. Officers elected from 2018 onwards will serve the normal two (2) year period.

⁸ The Treasurer is required to fulfill statutory obligations in relation to the Association as a company under Belgian law. In the case of the Treasurer, the person holding this post should be appropriately qualified, understand the obligations and be able to manage them on behalf of the Association.

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- 14.6.1 Subject to the powers granted to the GA under Article 14 above, the Board shall enjoy full powers to manage the affairs of the Association and to perform, for this purpose, all activities as it may judge necessary or advantageous to achieve the aims, objectives, and purposes of the Association.
- 14.6.2 Other Bodies of the Association
- 14.6.2.1 The Board may establish and dissolve Standing Committees, Working Groups of the Association or any other bodies of the Association, if, in the Board's judgement, this is necessary to assist the Board in the achievement of the Association's aims.
- 14.6.2.2 The establishment or dissolution of such bodies must be presented to the members at the next available GA.
- 14.7 Board Meetings
- 14.7.1 The Board shall meet as frequently as the interests of the Association require and, at least, twice a year.
- 14.7.2 The Board shall meet whenever at least one half of its members request in writing that a meeting be held.
- 14.7.3 The Board term will operate from the first of September to the 31st of August each year. As far as possible, the first Board meeting of the new year will be a face-to-face meeting in Brussels at which the formal hand over from the outgoing Board (Officers and Ordinary Members) to the new Board will take place.
- 14.7.4 Every member of the Board shall strive to attend all Board meetings.
- 14.7.5 The Chair of Standing Committees and Working Groups, as well as other experts, may be invited by the members of the Board to attend the meetings of the Board when deemed appropriate.
- 14.7.6 The Chairperson of the Board shall give 30 working days' notice of the convening of a Board meeting. The Chairperson will provide indication of the place, date and time of the meeting. The agenda of the meeting shall be sent with the written notice of the meeting. However, where a calendar of meetings has already been agreed by the Board, the Chairman need only send the agenda.
- 14.7.7 The Board shall conduct business only if at least one half of its members are present.
- 14.7.8 Decisions of the Board shall be taken by a simple majority of the votes cast by its members present or represented by proxy. In the case of a tied vote, the Chairperson has a casting vote.
- 14.7.9 Abstentions shall not be taken into consideration when counting the votes.

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Article 15 Director and Secretariat

- 15.1 The Board can be assisted by a Secretariat.
- 15.2 The Board may appoint a Managing Director or similar to progress agreed plans of action. At all times the Legal Representative of the Association remains the elected Chairperson⁹.

TITLE IV: FINANCIAL MANAGE

Article 16 Audit and Reserves

- 16.1 The activities of the Association will be overseen by an Audit Committee consisting of two (2) Internal Auditors¹⁰ elected from the membership at the GA and responsible to the GA. Internal Auditors will report to the GA.
- 16.2 The GA, on the recommendation of the Board, will appoint external auditors as required. All auditors will work to generally accepted audit guidelines and procedures.
- 16.3 The Association may constitute a Reserves fund, in particular for the purpose of financing special activities or covering special expenditures, or to cover commitments in relation to the possible winding down of the Association.

Article 17 Financial Year

- 17.1 The financial year of the Association shall commence on 1st January of each year and shall end on 31st December of the same year.
- 17.2 The Board shall propose the annual budget of the Association, which it shall submit for approval to the General Assembly, in accordance with Article 10 of these Articles of Association.
- 17.3 The Board shall draw up final accounts for each financial year, which it shall submit for approval to the General Assembly, in accordance with Article 10 of these Articles of Association.

Article 18 Legal Representation

- 18.1 The Chairman is the legal representative of the Association.
- 18.2 Signatories and signatures

⁹ The Board intends to activate Article 15 after the 2016 GA

¹⁰ Internal auditors are appointed for a period of two years, the term of the first Internal Auditor overlapping with that of the second to ensure continuity.

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- 18.2.1 All legal acts entered into by the Association shall be signed, unless otherwise stipulated, by the Chairman or by another member of the Board who will be designated by the Chairman to act on behalf of the Association.
- 18.2.2 The use of the Chairperson's electronic signatures, if appropriate and approved, is acceptable.
- 18.3 All legal action or arbitration involving the Association, as plaintiff or defendant, before courts, tribunals or other jurisdictions shall be the responsibility of the Board, represented by the Chairman or by a member of the Board designated by the Chairman.
- 18.4 The Board is empowered to delegate appropriate representative, administrative and management duties to any of its members and/or third parties.

TITLE V: AMENDMENT OF THE ARTICLES OF ASSOCIATION

Article 19 Amendments to these Articles

- 19.1 Unless otherwise provided by the law, any proposal to amend the present Articles of Association shall be made by the Board, or by at least one third of the members with voting rights. Amendments to the Articles of Association must be considered by the General Assembly of the members either specially convened for the purpose or as an agenda item at the Annual General Assembly.
- 19.2 The Board shall give at least 60 working days' notice of a General Assembly of the members which has been called to vote on any proposal to amend the Articles of Association. The agenda, venue and time and date should be circulated at the same time.
- 19.3 The General Assembly of the members called for the purpose of amending the Articles of Association shall be held according to the provisions of Articles 10, 11 & 12 subject to the exception that the agenda, following the election of the meeting officials, may contain the amendments as the single item for discussion.
- 19.4 Any member may be represented by proxy according to the same rules as for ordinary General Assembly of the members.
- 19.5 If the General Assembly does not achieve the quorum stipulated in Article 12, a further General Assembly shall be called within one calendar month. This further General Assembly of the members shall be empowered to take a binding and final decision on the proposal to amend the Articles of Association which shall require the votes of two-thirds of the members present or duly represented by proxy.
- 19.6 Modifications to the Articles of Association are subject to the conditions foreseen under article 50, § 3 of the Belgian law of 27 June 1921 on non-profit making organizations, non-profit making international organizations, and foundations.
- 19.7 In the event of a decision to dissolve the Association, the General Assembly of the members shall appoint one or more liquidators charged with realizing the Association's assets and settling its debts. Any net assets shall be disposed with a non-lucrative purpose.

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