



EARMA Internal Regulations

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15/07/2022

Recipient(s)

EARMA Members and employees

Level of confidentiality

For information only

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Introduction:

The Internal Regulation (IR) is the elaboration of article 23.1 of the Articles of Association which states: *“ The EARMA Board is also authorised to draw up internal regulations. The most recent version of the internal regulations will be dated in the AoA. The EARMA Board is authorised to amend this date in the Articles of Association. Where the terms of these regulations disagree with the AoAs, the AoAs take precedence. This IR dated 19/4/2022 and approved by the Board on date 19/4/2022”*.

Definitions:

- General Assembly (GA): The Annual General Meeting of the Membership
- Chair: The Chairperson of the Association elected by the membership at the GA.
- Treasurer: The Treasurer of the Association elected by the membership at the GA.
- Elected Directors: Elected by the membership at the GA.
- Substitute Board Member: Member of the Board without voting power for 1 year. This member is not a director of the association, doesn't carry the same legal responsibility and is not listed in the Belgian trade register. A substitute member of the board may be coopted by the board when another board member leaves.
- Board of Directors: Comprising, The Chair, The Treasurer and the elected Directors. The Board may grant observation rights to others it decides would be appropriate.
- Internal Auditors: The Internal Auditors serve the General Assembly and are there to monitor the Board's delivery of the work programme it proposed and had accepted at a GA and check compliance with Belgian law.
- Standing Committee Member: EARMA member appointed to a committee by the board following an application process or co-option.
- Standing Committee: Committee advising the Board within a certain scope.

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- Managing Director (MD): Person in charge of daily management and the staff.
- Annual Conference (AC): Yearly Main Event of the Association.
- Professional Development Programme (PDP): Professional Development Offering of the Association.
- Event: Gathering of people open for registration for a specific target group or multiple target groups.
- Meeting: Gathering of people of a group, committee, or Board with one or multiple stakeholders/guests.
- Thematic Group: Special Interest Group: Community to discuss a specific topic.

I. Members rights and duties

I.1 General Assembly

As described in AoA Article X.Y, the GA is the supreme legislative body of the Association. On the advice of the Board, it decides policy, sets direction, allocates resources, agrees changes to the Articles of Association and Internal Regulations and deals with such other matters as are outside the competence of the Board.

The GA functions as a body collegiate of the Association. Discussions are held under Chatham House Rules and are not recorded, Decisions are made by the GA on the basis of documentation and discussions available at and taking place at the GA.

The GA¹ has a fixed, minimum statutory agenda regulating the annual reporting and planning cycles, elections of Officers, Directors, and Internal Auditors.

- All documentation related to the GA will be permanently available to the membership through the Associations document repository, this includes but is not limited to, agendas, minutes, decisions, election results, revised AoAs, Internal Regulations and such other documents that GA may require to be available².

Members (Ordinary and Institutional) have the right to exercise their GA votes by proxy where they are unable to take part. The Board has published a detailed 'Protocol on the Use of Proxy Voting in EARMA' that is available to members³.

¹ In exceptional circumstances, the Association may hold an Extraordinary General Assembly where matters beyond the competence of the Board arising between GAs and requiring rapid attention or where sufficient members agree that an Extraordinary GA is required. The regular statutory agenda for the Annual GA does not apply in this case.

² For clarity, this does not include minutes of Board, or Standing Committee meetings as these may well contain sensitive commercial or other discussions that, necessarily, must remain 'secret' until finalised.

³ Being unable to exercise a vote does not mean not being able to be physically present at the relevant GA. It means that the member is not able, either physically or electronically, to exercise their vote. Where a member is not able to be present but can use an electronic voting procedure they cannot avail of a proxy.

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I.2 Membership

- To be a 'Member' of the Association, the 'Member' must be fully paid up as indicated in the books of the Association.
- Members are responsible for maintaining their own membership and contact details through the Membership Profile page on the Association's website. The Association cannot accept any consequent liability for a member's failure to maintain their individual record⁴.

I.3 Members as volunteers and contributors

EARMA is a member association. Active Involvement in the association is on voluntary basis and members do not receive any compensation for that active involvement.

- Where members incur costs on behalf of the Association, they are entitled to be recompensed for the 'Travel and Subsistence' and related costs in accordance with the reimbursement policy in place at that time.
- The Board may acknowledge special efforts made by individual members on behalf of the Association. The acknowledgement will not be in cash but by some form of acknowledgement.
- Members should refuse to accept any gifts from third parties with a value of over 50 euro relating to the member's work in EARMA except with the explicit permission of the Board.
- Members working on EARMA projects or committees where a commercial service may be the end result are not eligible to promise, commit or sign for the winning bid for the provision of that service. They cannot make promises or commitments of any kind.
- With the exception of above, members can take part in open calls for trainers or other paying roles within the association. If a member is selected out of the open call, the member will not be acting as a volunteer but as a commercial partner. The member in question will be required to resign from any EARMA governance bodies

⁴ With specific reference to members who are part of an 'Institutional Membership' through their employer. If they leave that employment, their membership of the Association lapses unless they either re-join as an individual membership or their new employer joins as or is already an 'Institutional Member' of the Association. There is one exception, where a member retires from employment in an 'Institutional Member', their attachment to that 'Institutional Member' may remain in place with the approval of the former member employer.

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or functions which oversee, evaluate or have another direct link with the role they were selected for⁵.

II. Governance: from strategy to implementation

- The General Assembly approves a multi-annual strategic plan proposed by the Board following a broad consultation and consensus with members, Committees, EARMA office and other relevant stakeholders.
- In consultation with the Board, the Managing Director, proposes a multi-annual implementation plan and budget to realise the strategy. This plan is presented by the Board to the GA as a work plan with an related budget after approval by the board
- The implementation plan is executed by the Managing Director under the supervision of the Board
- The Managing Director allocates resources to deliver the objectives of the implementation plan in accordance with the strategic intent as approved by the GA.
- As the implementation manager, the Managing Director reports regularly but at least once a quarter to the Board on the progress of the plan⁶.
- The Board will oversee the implementation and consult with the Standing Committees about their views of the status of the implementation within the scope of the particular Standing Committee.
- The execution of the implementation plan will not be altered while operations are ongoing, but changes are to be applied to next year's implementation plan or the next cycle of implementation.
- When required by exceptional circumstances and/or serious risk to the association the Board may make any changes to the implementation plan it deems essential for the delivery of the relevant strategic objective. (See the risk management plan)
- The standing committees will, as specified in their ToRs, advise the Board as and when required. The board will take the advice under consideration for the next iteration of the implementation plan. Such advice should be provided by the Chair of the Standing Committee to the Board through the Chair.

⁵ For example a member of the PDRC may not apply to EARMA to be a trainer on programmes that they develop or oversee. The PDRC acts as a collegiate body. Any other member who is interested in being a trainer on a particular programme may be considered following an open and transparent competition.

⁶ For the annual progress report on strategic progress, it is sufficient that the sum of the quarterly reports are presented to the GA. The MD may decide to include a covering note as required.

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- Only the direct line manager or the Managing Director may instruct staff. All communication by a standing committee, committee member or individual board member directly to a member of staff is of an advisory nature.

III. ACTIVITIES OF THE ORGANISATION

III.1 Conference

- EARMA organizes an annual conference every year. The conference is held in Europe and this is the main professional development event of the association.
- EARMA members and/or other organisations may present a bid to bring the conference to a specific city and venue. EARMA is the conference organiser, the successful bidder(s) is/are a local partner or sponsor. EARMA is in charge of all legal and logistic elements of the conference. Key criteria for the bid will be outlined in the bid documents (Request for Proposals: RfP) .
- Initial reviewing and shortlisting of the bids will be done by the EARMA Office.
- The final candidate will be selected from the shortlist by the Chair of EARMA, Chair of the ACPC, the Treasurer and the Managing Director and must be ratified by the EARMA Board for final approval.
- The drafting of the conference programme content is done by the Annual Conference Programming Committee (ACPC) in the form of an advice to the EARMA Board. The Board or the Executive Committee may include streams or sessions for strategic purposes. The ACPC is responsible for building the programme content, the EARMA office for the implementation and communication of the programme. The EARMA office has the final responsibility over the implementation details.
- The conference shall not be held in the same country for 5 years following a conference in that country unless a specific exception is made by the Board and is noted in the minutes of the Board meeting.
- The Board may decide to limit the geographical scope of the RfP.

III.2 Professional Development Programme (PDP)

- One of the priorities of EARMA is to promote the recognition of Research Management and Administration. Therefore, there is a training and development programme.
- The training programme consists of three types of training representing three steps in the career ladder: early stage; mid-career and senior/leadership.
- The Standing Committee Professional Development and Recognition (PDRC) oversees the Training Programmes and advises the Board on changes to the

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programme. The programme is run by the office person responsible for the PDP under the responsibility of the MD.

- As quality assessment, all modules are evaluated by the PDRC based on the feedback from the students. The PDRC analyses the evaluation and makes recommendations on the improvement of the programme to the Board. The Office executes the changes the Board requests or which it chooses to implement directly. All EARMA courses are open to member and non-members but at different rates.

III.2.1. Early-stage Research Administration and Management (ESRAM)

- This is a two-day training for beginners in RM&A (typically 0,5 – 3 to 4 years of experience.).
- The trainers are volunteers and selected by the person in the office responsible for the PDP following the principle 'created by members for members'.

III.2.2. Certificate for Research Management (CRM):

- A multi annual training for RM&A, typically 4 year or more experience.
- Students must also register to ATHE: Awards for Training and Higher Education and pay the relevant fee to ATHE. ATHE provides the certification. EARMA organises the CRM in collaboration with ARMA (Association of Research Managers and Administrators in the UK).

III.2.3. Leadership:

- This course is targeted at senior RM&A typically with duties running a Research Support Office or a team of RM&A or aspiring to become leaders.
- The moderators are volunteers and selected by the office responsible for the PDP following the principle 'created by members for members'.

III.2.4. Trainers

- There are two types of trainers: EARMA community contributors and commercially procured professional trainers.
- EARMA community contributors:
 - may act as trainers at professional development events.
 - will be selected either by the office or appointed by the Board (based on the advice of the PDRC) depending on the scope of the training.
 - cannot be paid for their time as volunteers.
 - will be reimbursed for their travel and subsistence to deliver the programme.
- Commercially procured professional trainers:
 - are selected by an open call.
 - applications are reviewed by the PDRC and they advise the Board on the outcome.

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- sign a contract with EARMA .
- can receive a fee for their services as well as an hourly rate to act as tutors.

EARMA community contributors and all members can participate in open calls for trainers.

III.3 Thematic Groups (TG)

The Board can create thematic groups with the purpose of involving members and non-members around specific professional themes in RMA (art 22 AoA). A thematic group is a self-organised group⁷ formally recognized and approved by the EARMA Board after having at least one exploratory event and making a proposal for a TG to the Board in a document which must include:

- The title and scope of the TG;
- A reasoning of why the scope is relevant to EARMA and will stay relevant;
- The value this TG will have for (part of) the membership;
- A list of members willing to actively contribute to the core group of the TG;
- The number of people who have shown interest for the TG (during the exploratory event).

III.3.1 Approval criteria:

The approval criteria are:

- Value to members;
- Sufficient number of members willing to actively contribute (minimum of 5);
- Timeliness;
- Relevance to the association;
- No undesirable overlap within the association or with key partners;
- Alignment with the EARMA strategy or implementation plan;
- Potential budgetary implications.

III.3.2 General Provisions:

- Each TG must have a chair and a vice-chair (EARMA members) who undertake to be responsible for the group. They are appointed by the Board. The TG is encouraged to recommend the proposed chair and vice-chair if there is a consensus. If there is no consensus, the core group members may send their preference for a preferred candidate to the EARMA Chair.

⁷ Self-organised means that the group will be responsible for organizing its' own meetings, taking initiative on the content of their events. Thematic Groups are dependent on the EARMA board within the governance structure and their events and communication will be run by the EARMA Office in the same way as all events and communication.

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- TG are encouraged to focus on the special interest in question and to facilitate a programme of activities for those in their groups.
- Each TG has a core group: a group of participants active in supporting the organization of meetings and events with a particular focus on the programme/agenda.
- Non-Members can be part of a TG but cannot be in the Core Group.
- The TG core group or Chairs cannot offer complimentary tickets or travel reimbursement to speakers nor can participating Board members. The Board can, however, in certain circumstances choose to give complementary tickets and travel reimbursement at any event or meeting.
- TGs will have a programme of meetings and events.
 - The TG should identify any meetings and events (online or in person) that it wishes to hold.
 - These should be notified as soon as possible to the Head of Member Engagement in the EARMA Office together with proposals for dates and timings. Ideally, EARMA promotes annualised planning for TGs.
 - The Managing Director can decide on a case-to-case basis if office staff resources can be allocated to the TG. The scope of the support should be limited in time and clearly defined.
 - The EARMA office is in charge and responsible for delivering of the meetings and will use set procedures to ensure quality and consistency across event.
 - Registrations for any event (doesn't include CRM) are based on a first-come first serve principle. Any deviation from this principle should be agreed in advance with the Board and must be based on transparent preapproved criteria. The selection must be sent to the Board for approval before. This excludes registrations for invited speakers or any volunteers or personnel needed for the optimal running of the event.
- There is no membership fee for Thematic group members: events and activities are self-financed and have no budget outside of any that may be created through participation fees, sponsoring or (in kind) contributions by member(s) (organisations).

III.4: Awards, Grants, and Funding

In order to stimulate the recognition of the profession, the Association may make use of various grants, awards, and other funding instruments. The Board may establish a Standing Committee to help in this activity (The Awards Committee).

- The nature and purpose of any awards, grants, or other funding is decided by the Board with the advice of Awards Committee.

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- Eligibility criteria are set by the Award committee and approved by the Board.
- Awards of money or complementary tickets can only be awarded to those members who have been a member for at least a year. A new member who is part of a longer standing membership is eligible. A recently upgraded individual member to an institutional member is eligible but not those other members added recently to that new institutional membership. The board may make specific exceptions or changes to the eligibility criteria of a call before the call opens.
- The Awards committee is in charge of reviewing and selecting and the Board approves the proposal to fund.
- Lifetime achievements award and outstanding achievement awards laureates will get a complimentary ticket to the conference and travel reimbursement.
- Members of the awards committee nor the board may receive travel grant awards.
- In case of a conflict of interest, the awards committee member or board member must step out of the (virtual) meeting (after first explaining the conflict and making their case on a decision). The remaining group must be able to speak first and then decide in absence of the person or persons with the conflict of interest.
- By means of a call for applications members can apply or nominate as relevant.
- One person cannot receive more than one monetary/reimbursement award per calendar year unless a motivated exception is made and minuted by the Board.⁸
- The Board will inform the relevant staff member to send out the award notice and execute the payment or reimbursement.
- In such case that the grant or reimbursement will not be used, the MD, Chair or Treasurer may decide if the grant or reimbursement can be (partially) transferred to a later date and time. Transferring the benefits to a colleague is also possible but the grant or reimbursement will still not allow accumulation of grants and reimbursements by one person. The donator and the recipient of the swap will both not be able to get another award during the same calendar year.

III.5 Other EARMA Events

- The office is free to plan and execute other events within the framework of the implementation plan and budget.
- Those events may be online or in person. Where no budget is foreseen for an event, the event must be financially self-sustaining. This means that for in person events either a host organization shall bear the costs, the meeting shall bear participation fee to cover the cost, or a sponsor can be found to cover these costs.

⁸ This doesn't apply to or conflict with other types of travel reimbursement which is granted such as representing the association or being reimbursed for travel as a trainer. Lifetime Achievement Awardees may receive one other monetary grant/award in the year their lifetime Achievement Award is awarded.

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- The MD or the Chair may decide on giving complementary tickets at events but should stay in line with the rules for complementary tickets in these internal rules. In general, these tickets should not be given to the target group of the event and are for outside speakers, stakeholders, or other contributors. In general, there should be a distinguishable difference between the role and/or profile of the person receiving a complimentary ticket to the participants of the meeting and other speakers not receiving a complimentary ticket.
- Thematic groups or other in person events may have a preparatory meeting with a light dinner and/or drinks which shall not exceed 350-euro incl. VAT and not exceed 50 euro incl. VAT per person present. Such meetings should be approved in advance by the one responsible for the event in the office. In case this is unclear the approval can be requested to the MD and to the Chair or the Treasurer in absence of the MD.
- Events: Events are open to a specific target group or set up for a particular purpose. While some members may be invited, in general, people will register to be part of an event to be held at a particular time and place. Events are organised by the organiser and the EARMA Office.
 - As a general rule events should be scheduled in the implementation plan (and budget) the preceding year.

Events require a minimum of 12 weeks' notice (online) or 16 weeks' notice (in person) to the EARMA Office. Events being proposed after these deadlines are likely not to be scheduled.

III.6 EARMA commercial partner Events

- EARMA may partner with commercial entities to deliver events, services or trainings for EARMA. These events are meant to offer training to members and to generate income for the associations. For these events, the commercial partner will provide the training while EARMA may help with some logistics and/or the promotion of the event or training. In such cases, EARMA will benefit financially and/or be able to offer the event or training at a reduced cost to members.
- These are not EARMA organized events or trainings and do not follow the rules for volunteers and commercially procured trainers in an open call. These events are seen as additional and not the core offering of the association.
- These events can be initiated on initiative of the Board or the Managing Director. The benefit of these events for the EARMA community can be assessed by the EARMA Board as part of the implementation plan.
- These events should clearly be labeled differently to other events. E.g. 'PARTNER NAME workshop' hosted by EARMA in the title and the text should mention this event is executed by a commercial partner of EARMA

III.7 Complementary tickets and Travel Reimbursement

The EARMA Board may approve complimentary tickets and travel reimbursement to any event, meeting or mission based on a minuted Board decision. Individual Board members, with the exception of the Chair, may not offer complimentary tickets and/or travel and subsistence.

III.7.1 Conference

- Complimentary tickets are, as a general rule, given to specific target groups and not to individuals on their personal merits.

By default these groups are for the conference:

- Board members
- ACPC members
- European Commission staff
- Lifetime Achievement Award and Outstanding Contribution Award winners
- Director level representatives of major academic associations or networks
- Main keynote speakers (6 max)
- Other categories or persons receiving a complimentary ticket can be decided upon by the Chair, Treasurer and Managing Director in consensus.
- Where a person may be entitled to multiple complimentary tickets, they cannot be accumulated. E.g. someone who is on the Board, ACPC and a keynote speaker will have one ticket and not three. (In any case the reimbursement cannot be above the real expenditure + per-diem allowance). Complimentary conference tickets may be offered to colleagues in case the person entitled to get the ticket cannot attend the conference, subject to MD or Chair approval.
- Members of Standing Committees or Thematic Groups outside of the ACPC for the conference cannot receive a complimentary ticket unless specifically decided upon by Chair, Treasurer and Managing Director in consensus or by the EARMA Board.
- The Board travel and subsistence costs are reimbursed to the Annual Conference.
- The above rules are separate from any travel bursaries, grants or complimentary tickets awarded by the awards committee. Those are awarded in line with the call document and evaluation of the call set up by the awards committee and the Board and administered by the office.

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III.7.2 Events (excluding the conference)

- Complimentary tickets are as a general rule given to groups of people and not to individuals (E.g. Keynote Speakers, Board members, EC personnel).
- In person Thematic Group Meetings: The chair and vice-chair (2) of thematic group meeting receive complimentary tickets to the meeting (the 2 main contributors in case of unbudgeted or unplanned events events). Keynote speakers giving a keynote of significant length or trainers given a multi-hour training may also get a complimentary ticket. The thematic group leaders may in exceptional cases request travel reimbursement for max one keynote speaker to the Board or MD.
- Unbudgeted events⁹ will have a number of complementary tickets and travel reimbursement decided upon in consensus by the Chairs, Treasurer and MD.
- For budgeted events, there will be a number of complimentary tickets predefined for speakers or moderators in the overall EARMA budget.
- The office member responsible for a digital event may award complimentary tickets to a digital event to speakers and significant contributors of the digital event.

III.7.3 Travel and Subsistence reimbursement

- Board members will receive travel and subsistence reimbursement to board meetings, the conference and any strategic event organised by EARMA.
- The Board may decide to grant any person travel and subsistence reimbursement.
- The Chair and MD will be reimbursed for travel and subsistence costs to represent the association. Any member representing the association by explicit mandate granted by the Chair or Board will receive travel and subsistence reimbursement. Travel and subsistence costs may be paid directly by the association after approval by Chair and MD upon request of the person set to receive the reimbursement.
- The ACPC will receive travel and subsistence reimbursement to the meetings necessary to build the conference programme. These meetings must be approved in advance by the EARMA Chair or MD.
- The standing committees will, in any given year, either receive a travel and subsistence budget to meet unless EARMA organises a joint (strategy or networking) meeting for all committees).
- Travel for office staff will, by default, be booked directly although the staff member may choose to pay themselves and be reimbursed.
- All office staff travel must be approved in advance by the MD.

⁹ Unbudgeted refers to the overall EARMA budget. An unbudgeted event must still have an individual budget. Unbudgeted events must run cost neutral (= not lose money). They must not be budgeted to lose money although that may be the result if attendance is lower than expected or there are unforeseen costs. The

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- Those members entitled to travel and subsistence reimbursement and unable to prefinance the travel or unable to have their organisation prefinance the travel, may request that EARMA directly pays for the travel and accommodation.

IV Communication

- The Newsletter is issued at the end of the month or the beginning of the next, determined by EARMA priority timelines such as the EARMA Conference. The newsletter is composed by the communications officer from a selection of news items, event details etc. that are notified to the EARMA office at least at the end of the second full week of the month.
- The MD will determine which items go in the newsletter and in which order based on a proposal from the communications officer.
- News items for the website, social media or any other media will be reviewed and selected by the communications officer.
- Any member or member of the association may propose news items for the website and social media for consideration to the communications officer.
- The volume of bulk mails will be closely monitored and kept to a minimum to maintain the fidelity of EARMA's mailing list. Bulk mails will only be issued following approval by the MD or by explicit Board decision. Standing committees should petition the Board in such case they require a bulk mail to be sent. Approval of such a request should be considered exceptional and of exceptional importance. Individuals members of committees or the board cannot request bulk mails except for the EARMA Chair. The Chair must notify the MD in that case
- Events cannot be published without the approval of the communications officer or the MD.
- Events and save-the-dates cannot be posted in the community spaces before the events are published on the website.
- Indicative dates may be posted in the community spaces after written approval from an EARMA staff member in events or communications under the condition that the tentative character of the dates is emphasized.
- Surveys to the whole membership require a 16 week notice and must be approved by the Board and MD. This rule doesn't cover feedback surveys and other small surveys with a limited target group.

V Board responsibilities and operations (AoA IV 20 t/6m 30)

Recognising that the GA is the supreme authority in the Association, it delegates to the Board, those powers required to operate the Association in accordance with the wishes of the GA. The Board may, as it sees fit and for the proper prosecution of the Association's business, delegate some functions to other bodies of the Association. However, the Board remains responsible to the GA for the operation of those powers. **V.1 Board responsibilities**

- The general responsibilities are described in AoA art. 20.
- Represent EARMA with external partners. The representation of EARMA and the Board will be subject to the EARMA representation policy.
- Fulfilling the principles of good governance, the Board will be trained by a professional party once per year.

V. 2 Division of work and number of meetings.

V.2.1. Division of work

Chair

- Chair of association is also Chair of the Board.
- Represents EARMA in international networks and other meeting. The Chair can delegate/mandate the representation to someone else (other Board - or StC member or an experienced member) depending on the topic of the meeting or network.
- Chair is the only signatory person, in addition to any mandate given to the Managing Director. The Treasurer may sign in the absence of the Chair.

Treasurer

- The Treasurer is in charge of the finances and acts in the role of the Chair in case of absence of the Chair. Responsible for all financial matters. He/she Participates *eadem potestate* in the Finance & Governance Standing Committee. The Treasurer has signatory power while acting in the role of the chair in absence of the chair.

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Board members

- Every board member (including substitute and alternate members) shall represent a Steering Committee to the Board and the Board to a Steering Committee. All Board members should be responsible for a portfolio of work, acknowledging that people should play to their strengths and areas of interest.
- Substitute Board members act as Board members but are formally not directors of the association and cannot vote like other board members.
- The mandate of a substitute Board member is for 1 year. In such case that a Board member leaves the Board, the Board substitutes are most likely to be co-opted by the Board (not mandatory).

V.2.2. Number of meetings (art 24 AoA)

- At the first meeting of each new Board, the Board (including the substitute members) will agree a timetable for the coming year's meetings, including both the regular online and the FtoF meetings.
- The Board meets every month for one two hours via tele-conference when no face-to-face (FtoF) is planned. The Board secretary sends the invitations.
- The Board also meets face-to-face (FtoF) about five times each year. The FtoF's usually last about a day and a half. One FtoF, each year, coincides with EARMA's annual GA and conference.
- The Board material is stored and shared in a repository the Board members will have access to it. The access control is being done by the Secretary to the Board.
- The Chair can schedule special and/or emergency Board meetings whenever deemed necessary.
- Board meetings are collegial and no discussions are disclosed outside the Board meeting.

V.2.3. Agenda and documents

- Items for inclusion on the agenda must be discussed in advance with the Chair & Board Secretary.
- The Chair plans the agenda to ensure all items can be discussed within the allocated time Priority / important items should be listed first. The Chair may invite other participants to attend Board meetings to provide expert advice, progress reports, requested information or to observe. Observers have no right to vote on any matter to be determined.
- The agenda should be split between: Items for noting; Items for decision; Items for discussion (and possible decision or agreed follow up action).
- Background papers and documents must be given to the secretary for advance distribution via the Board's shared folders in Box at least five working days
- All documents should be available for review a minimum set time before a meeting (e.g. at least two full working days).

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- Documents should be taken as read in advance of a meeting and not read again at meetings.

V.2.4 Decisions and minutes of the Board. (Art. ,24 en 25 AoA)

- The Chair confirms at the beginning of the meeting if there is a quorum for valid decision taking.
- Decisions should under normal circumstances be made based on documented information provided in advance of the meeting.
- If an agenda item might create a conflict of interest to one or more of the Board members, the Board member(s) must declare that there is a conflict of interest. The Board member(s) may not be present during the discussion of the specific agenda item but may make a case for the decision before leaving the meeting and after explaining the conflict. If (multiple) conflicts of interests exist and this leads to losing the quorum of the meeting, the Board members with the conflict may return for the vote but must detail their conflict. The other Board members must get the chance to discuss the issue in the absence of the members with a conflict. The Board members without a conflict may decide during that time to take the vote with the members having a conflict or move the decision to a different meeting.
- Decisions should be made by email only as an exception.
- Items on the agenda not dealt with in the meeting should be recorded in the minutes as not discussed or deferred.
- Minutes of meetings should be clear and informative and record decisions made and items for future action (and not necessarily discussions), i.e.,
 - the essence of the meeting;
 - decisions made (motions made, votes, etc.);
 - next steps planned;
 - identification and tracking of action items (log).
- The Board can take decisions outside the Board meeting, under the provision that Board members have been able to express their opinion: (written or e-mail) this correspondence will be added to the minutes of the next meeting.
- All decisions, documents and other data carriers are archived in the relevant repository of the association by the Board Secretary or physically at the EARMA Office.
- Archiving: the association must archive all important documents (ledgers, administrations, and digital sources) concerning the assets status and activities of organization in paper or digital form. Archive must be kept until 5 years after the dissolution of the organisation.
- All official declarations, documents needed for Chamber of Commerce; financial institutions and/or tax authorities should be filed with the proper authorities within 30 days after the handover of the Board.

VI Governance support

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VI.1 Standing Committees (article AoA 22)

- As stated in article 22.1 AoA The EARMA Board may set up and dissolve temporary or permanent commissions, committees and for the EARMA if necessary to help the EARMA Board fulfil the EARMA's disinterested purpose and object. The board can dissolve Standing Committee in case of fulfilling the purpose or refocusing the objectives or due to lack of activity.
- The role of a Standing Committee is to assist and advise the Board. The output of the committee should therefore be to provide advice to the Board. Advice from committees should mainly focus on the next relevant cycle and not seek to improve work that is already in the process of being executed except where this is specifically asked of the committee (e.g. Conference Programme). The committee should not focus on work in progress because it doesn't have an executive function nor a direct governance relationship with the executive office. Following the governance procedures is crucial for good governance and communication. If a standing committee member sees a major risk to the association, the chair and board representative of the committee should be contacted without delay.
- A committee or committee member must not instruct nor give tasks to office personnel. The correct governance procedure is that the committee advises the Board which instructs the Managing Director to execute the implementation plan based on the strategic plan. The Managing Director instructs the staff to perform the required operations to execute the implementation plan and additional requirements from the Board.
- Standing Committee members cannot get access to the admin side of EARMA systems due to GDPR, liability and quality assurance issues unless a specific exception is made by the EARMA Board and an appropriate confidentiality agreement is in place. Internal auditors are exempt and may access EARMA systems in the course of their audit but will need to sign a confidentiality and non-disclosure agreement.
- Standing committee members instructing staff or taking decision for the association should understand that they can be held liable for any actions and decisions taken.¹⁰

General Provisions

- Members of a Standing Committee are recruited by means of an open call for candidates.

¹⁰ E.g. A committee member asks for an additional meeting room to a hotel organizer during an event. The committee members will be liable for the costs of that room personally. The committee members then places a box in the room for presenters to stand so all can see the presenter. If the presenter falls then the committee member is personally liable for any injury. In this case the committee members should make a request to the relevant office staff member to get an extra meeting room. This request may be accepted or denied

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- Reviewing of candidates and selection of new SC members are done by two Board members and/the Chair of specific Standing Committee.
- The Board appoints the selected candidates by letter. The appointment letter should include the duration of the appointment and the start and end dates of the appointment. The max duration of the term is 2 x 2 years (two periods of two years each). After these two terms a committee member may still serve 2 x 2 additional terms as Chair. The board may make exceptions when a hand over of knowledge is crucial.
- If there are insufficient candidates for the vacancies the Board may co-opt members.
- The maximum number of members is six in addition to the Chair. The Board may add members for specific purposes such as for example a local representative to the Annual Conference Programme Committee.
- The Board appoints a Board member to act as contact person between Standing Committee and the Board. A Board member cannot be involved in more than one Standing Committee.
- Once a year, a governance and welcome briefing is organized for all Committees
- Each grouping will operate on a standardized Terms of Reference appropriate for the nature of the group. The Board decides on the Terms of Reference.
- The Chair of the Standing Committee is appointed by the Board.
- Minutes will be taken of the meetings by the committee members.
- Members of Standing Committee do not have any representation powers. The Chair can decide on a case-to-case basis to grant the Standing Committee representation powers in line with the representation policy. The scope of the representation should be limited in time and clearly defined.
- The Managing Director can decide on a case-to-case basis if staff resources can be allocated to the Standing Committee. The scope of the support should be limited in time and clearly defined.
- Standing Committees may petition the board to (re)allocate budgets for the next budget year. They should submit these budget proposals latest by mid-February of the year preceding the budget year.

VI.2 Project Groups (PG):

- Establishment of new project groups (PGs) may be by the Board to carry out specific pieces of work and are dissolved once that work is complete.
- Membership of the PGs will be restricted to between 5 and 7 members (including the Chair) no more than 2 members may be non-EARMA members.
- The Chair/ coordinator of a PG will be appointed by the Board.
- Members of PGs may be current members of EARMA .

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- Each PG is expected to deliver at least one output for the general EARMA membership at least once a year or once during their lifetime whichever is the shorter period.

VI.3. The Executive Committee

- The Executive Committee is a regular meeting formed by the Chair, Treasurer, Managing Director and Board Secretary with the purpose of good communication between key leaders in EARMA.
- The Executive Committee has no inherent powers of decision except those granted in the internal rules and will advise the members of the Executive Committee in exercising their individual powers. The Executive Committee may propose items for consideration at a Board meeting. The Executive Committee strives to meet once per week

VII Managing Director (MD):

- The mandate of the Managing Director will be published in the public record (Belgian Trade Register). Please find the mandate attached as Annex II to this document.

EARMA has a Managing Director responsible for implementing EARMA's strategy and for further enhancing the reputation of EARMA as a quality provider of services to research managers and administrators. These tasks included but are not limited to daily Management:

- including membership renewal, growth & development, A special emphasis is to increase membership (both institutional and individual);
- delivery of membership services;
- implementation of the professional development programme;
- coordination of conferences, workshops, and events;
- all internal and external communications. Namely, to improve Association's communication and visibility and to establish relationships with national associations and other stakeholders;
- supervision of the staff, including yearly assessment with the staff;
- The Chair has delegated the 'signatory' authority to the Managing Director under certain circumstances (Annex II). The Chair is the authorized signatory for EARMA and according to the articles of association, the Board is empowered to delegate certain duties to its members and/or third parties. At times there is a requirement to sign off on contracts e.g. room bookings for an event or trainers on PDP programmes.

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Delegating Authority

The Chair is the authorized signatory for EARMA and according to article 29 of the AoA the Board is empowered to delegate certain duties to its members and/or third parties. The Chair is now delegating the 'signatory' authority to the Managing Director in circumstances where expenditure is less than €10,000 (excl. VAT) for any EARMA purpose.

The MD will keep an appropriate audit trail including documentary evidence

The MD can represent EARMA for the purpose of:

- providing certificates of attendance;
- confirming any of EARMA's legal data needed for administrative processes by third parties including banks, tax authorities, social secretariat, public administrations, ministries, leasing agencies, accountants and auditors;
- the legal entity appointed representative (LEAR) withing the frame of the EC Framework Programme and other EU (co-)funding;
- opening and closing bank accounts, HR partners, legal partners and tax authorities.

Procurement Rules

The EARMA procurement rules shall be the same as those required by the Belgian Law concerning Non-Profit organization. (Belgisch Wetboek van Venootschap en Verenigingen)

VIII Executive Office

- The staff members will be governed by the labour laws of Belgium and the EARMA Company Rules.
- The executive office has the executive function within EARMA by delegation of the EARMA Board to the Managing Director (MD) who manages the staff with the goal of executing the implementation plan agreed upon by the Board and the MD. The implementation plan will seek to implement the EARMA strategic plan and bring value to members.
- The office staff will take instructions from the MD and not directly from the Board, committees or individual committee members or Board members. Individual Board members or committee members will engage with the office staff as part of the implementation plan of in well-defined process such as the making of the conference programme but are acting in that case as experts giving input to the office staff (owner of the task). Outside of this, any member of the governance may give non-binding advice as can any EARMA member.
- Board members or committee members do not have individual powers except for the EARMA Chair and Treasurer and should under no circumstances instruct the

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staff. The daily management and executive function of the association has been delegated to the MD and by extension the executive office.¹¹

- New employees may attend (parts) of the first Board meeting taking place after joining the association as an introduction if invited by the Chair.
- Staff titles and responsibility levels are part of a separate policy and organigramme of the office.

IX Multiple roles, mandates and collective vs individual powers

- Only the EARMA Chair, Treasurer and MD have individual powers within the association's governance which they derive from the GA by virtue of the offices they hold. All other board members and committee members have collective powers. This means they can only enforce a decision taken by the whole board or standing committee. Project groups and Thematic Groups are communities within the association and are not a part of the decision-making structure of the association.
- Individuals having multiple roles and mandates should be conscious of the role they are exercising in different contexts. A person could be a board member, committee member, trainer, speaker, event moderator and thematic group chair all in one person. The person should however not mix up these roles. E.g. A committee member speaking at an event has no different role than other speakers and doesn't have individual powers over the organisation of the event because the committee initiated the event. All events are implemented by the relevant office staff and under the responsibility of the MD by mandate of the Board.

X Final provisions

In all cases where the Belgian Law, the Article of Association or this Internal Regulation does not provide for, the Chair decides on all issues which are not daily management. The MD decided on issues of daily management or other issues following under the MD Mandate. In unclear cases, the MD will give way to the Chair.

¹¹ For example, if a Board member is preparing a statement with the communications officer, then the communications officer is the owner of the task and the Board member is providing input. This is different from when the Board as a whole provides a statement to the MD for the communications officer to publish. Another example if a committee member is acting as an expert and speaker at a digital event but the events officer is the owner of the event and is the responsible person to make decision within the framework set out by the MD with the larger frame of the implementation plan of the Board.

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Belgian Law takes precedence over the Articles of Association which take precedence over the Internal Rules of the Association.

Annex I: Vote Proxy Form

On letterhead of organisation

Proxy

With this form I give, member of EARMA (and thereby the principle)

Name:

Institution (in case of IM)

Address

Place

A proxy vote to (and therefor the proxyholder)

Name

Institution

Address

Place

To be present speak and vote for and on behalf of me on the General Assembly of [date]

this is a general proxy. The Proxyholder is allowed to vote at his/her own discretion

This is a target proxy. The proxyholder vote for me on the following agenda items

.....
The proxyholder knows my opinions and will vote on my behalf accordingly.

Place:

Date

Signature

Annex II: Delegation of powers – English version

The EARMA Board hereby resolves to:

1. Delegate to Jambo Bwana VOF in the person of Mr. Nik Claesen , born in Hasselt, Belgium on 14/05/1986, electing domicile for publication purposes at the registered office of Werchtersesteenweg 41, 3150 Haacht (hereafter: the “**Association**”), with effect on [•], with a limited power of attorney, with the power to represent and bind the Association individually up to an amount of, or for an economic countervalue of EUR 10,000 excl. VAT in the matters listed below. The Board decided to appoint Mr. Nik Claesen in charge of daily management which covers next to the actions below any actions or decisions which (i) relate to the needs of the daily life of the NPA or (ii) do not justify the intervention of the Board due to their limited importance or their urgency. Mr Nik Claesen is designated to be the reporting line of EARMA’s staff.

1. 1	To perform any action at railway, customs, postal and/or telegraph offices, and in general, at any public and private transportation or shipment acquaintance office.
1. 2	To represent the Association in all relations before public admin. bodies or organisms, including contract of services for the execution of the Association social object.
1. 3	Execute certificates of origin and any other document attesting to the origin, the value and the nature of the products being imported or exported by the Association.
2.	Cash collection
2. 1	To provide and perform, on behalf and in the name of the Association, the collection of all sums from debtors of the Association.
2. 2	To accept Letters of credit and forwarding and depositing bills of exchange to the current accounts of the Association for payment; to grant payment facilities and deferments, in addition to discounts.
2. 3	To authorize and agree on payment plans for the recovery of the amounts due to the Association for instalments or fees which are pending or not received.
3.	Credit facilities and banking accounts
3. 1	To execute, amend and terminate contracts for credit facilities, or contracts opening current and deposit accounts at banks.
3. 2	To endorse and acknowledge receipt of deposit certificates, items of value, bank cheques, money orders, etc. to the Association bank accounts.

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3. 3	To carry out operations debiting and crediting the Association's bank accounts.
3. 4	To make discounts on bills of exchange from the Association or third parties for operations regarding advance payments on certificates and swap operations at any banking institute.
3. 5	To sign account-debit letters for wages, salaries, contributions and any tax or contribution to be paid by the Association.
3. 6	To carry out any "exchange" and "currency" operations including notify operations to the Ministries and competent Authorities.
4.	Representation before the tax authorities
4. 1	To represent the Association before any Tax Authority.
4. 2	To prepare, execute and present all declarations or actions necessary and/or advisable for taxation purposes.
5.	Administrative practices
5. 1	To arrange, sign and present the necessary statements and notices to the Chamber of Commerce, Register's Office, the Court, VAT office and any other public agency, public or governmental body.
5. 2	Represent the Association before the State authorities and Public bodies, so as to complete all deeds and tasks required to obtain concessions, permits and other authorizations in general, related to the Association's activities.
6.	Representation in legal proceedings & proxy
6. 1	To represent the Association before any judicial or administrative authority.
6. 2	To settle disputes at any jurisdiction, and or to agree to enter into arbitration processes.
6. 3	Participate on the execution of arbitration processes, either labour, civil or any other jurisdiction and to sign on behalf of the Association the potential agreement.
6. 4	To file and sign complaints and actions, start the prosecution and appear as a civil plaintiff in the name and on behalf of the Association in lawsuit.
6. 5	To confer powers of attorney for lawsuits to solicitors, attorneys and/or other professionals.
6. 6	To confer and revoke powers of attorney to other employees of the Association under the limits here below defined: [10,000 euro].
7.	Managing of employees
7. 1	To hire employees, establish the specific tasks of employees, assign job descriptions, schedule holidays and paid leave, record infractions, decide on compensation & benefits, decide any disciplinary action including dismissal,

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	accept resignations, execute social plans, and in general to sign any contract, condition or clause in relation to Association past, existing or future new employees.
7.2	To enter into collective labour contracts and participate in the respective negotiations.
7.3	To perform information obligations, to negotiate and to execute agreements with workers councils, employees delegates & other employee representatives.
7.4	To represent the Association in relations with trade unions in general and workers organizations.
7.5	Represent the Association before the Social Security, Mutuel or medical services. To sign and execute agreements or contracts to ensure full alignment of Association labour obligations with medical, pension, Health & Safety or any other Social contribution providers.
8	Corporate representation
8.1	To represent the Association to attend and vote at all general meetings of its subsidiaries.
9	Guarantees and mortgages
9.1	To grant real and personal guarantees and surety in favour of third parties and to cancel or reduce the same.
9.2	To set up, register and remove mortgages and liens against third parties in favour of the Association.
10	Insurance contracts
10.1	Negotiate, agree and execute any insurance policy in the name and on behalf of the Association.
11	Facilities, supplies and real state agreements
11.1	To enter into, amend or terminate the following agreements in the name and on behalf of the Association:
11.1.1	Agreements for the supply of public services (electricity, natural gas, water, telephone, etc.);
11.1.2	Lease, sub-lease and rental agreements;

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1 1. 1. 3	Financial leasing agreements excluded company cars;
1 1. 1. 4	Company car lease, rental or financial agreements;
1 1. 1. 5	Facilities cleaning and general maintenance & repair contracts;
1 1. 1. 6	Agreements deemed necessary for the purchase of equipment such as machinery, plants, moulds, vehicles, office equipment, furniture and moveable goods and the likes.
1 2	Agreements with customers and suppliers
1 2. 1	To enter into, amend or terminate, in the name and on behalf of the Association, agreements with customers for the regular disposal of goods of the Association and regular business; participate in public tenders, fix prices, customer discounts, payment terms, and in general any transaction with the customers relative the regular execution of the business.
1 2. 2	To enter into, amend or terminate agreements deemed necessary for the supply of raw materials, finished goods and essential components for production cycles and maintenance services relative to plants and equipment or for the activity of the Association.
1 2. 3	To enter into, amend or terminate agreements with commercial agents, commissioners, distributors, brokers, representatives and, generally, sales assistants with or without deposit.
1 2. 4	To enter into, amend or terminate business purchase agreements with the express right to execute them to establish conditions on service and quality and prices with suppliers.
1 2. 5	Establish payment terms and conditions with suppliers.
1 3	Other agreements
1 3. 1	To enter into, amend or terminate, in the name and on behalf of the Association agreements for transport, shipping, warehousing and deposit.

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1 3. 2	To enter into, amend or terminate consultancy and other professional collaboration agreements.
1 4	Competition authorities, industrial and intellectual property
1 4. 1	File and deposit before any local and foreign authorities any request/petition for the granting and/or renewal and/or extension of any industrial and intellectual property right.
1 5	Safety, health and environment at the workplace
1 5. 1	Exercise all managerial powers, including powers relating to the Association's policy and the organization of aspects pertaining to safety and health at the workplace.
1 5. 2	Ensure the enforcement of any and all regulations pertaining to the environment, public health, safety and health of workers, accident prevention and hygiene at the workplace. Acting as representative of the Association in the different Health & Safety local committees.
1 6	Provide certificates of attendance to events



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