



## **European Operations Management Association**

### **Statutes (11-01-08)**

#### **Article 1 – Name and Seat**

- 1.1 Hereby the undersigned establish an international non-profit-making Association with research and educational objectives called the European Operations Management Association (EurOMA), also referred to as “The Association”.
- 1.2 The Association shall be governed by the dispositions of title III of the Belgian law of 27 June 1921 on non-profit-making Associations, international non-profit-making Associations and foundations.
- 1.3 The Association’s registered office shall presently be established at the premises of the European Institute of Advanced Studies in Management (EIASM), Place de Brouckère 31, 1000 Brussels, Belgium. It can be transferred to any other place in Belgium, respecting the linguistic legal requirements, or any other country through a simple decision by the Board, to be published in the same month of the transfer in the annexes of the Moniteur Belge.

#### **Article 2 – Objective and Activities**

- 2.1 EurOMA is a non-profit-seeking Association. Its objectives are to provide a professional society for academics and non-academics interested in Operations Management and its applications in the widest sense of the word, and to stimulate and disseminate high quality research, teaching and practice in the field inside and outside Europe.

In particular the Association will serve as a meeting and communication forum for its members. It will offer a network for the exchange of knowledge on an international level and constitute a framework allowing for a better development and dissemination of Operations Management research, teaching and practice. The Association also aims developing relationships with all other professional and research-oriented Associations which are active in the field of Operations Management, as well as with European or international committees and authorities concerned with political decision making in this field.

- 2.2 In order to achieve its objectives, which include but are not limited to, the Association has the purpose to:
- Provide a large international network in the field of Operations Management research, teaching and practice.
  - Provide a forum for research presentations and evaluations.
  - Facilitate publication outlets for high quality research.
  - Support young researchers in the field of Operations Management and promote the development of high level international research and teaching networks.
  - Foster a broad variety of research, teaching and methodological approaches and issues in the field of Operations Management, and encourage cross fertilisation between approaches.
  - Develop an agenda of research topics.
- 2.3 In order to carry out its purpose, the Association will be permitted to collect funds, receive donations and sponsorships, organise research, teaching and practice oriented conferences, symposia, workshops and seminars, maintain a website, publish a newsletter and any other document relating to its purpose. The Association may engage in any activity that allows it to carry out its purpose and/or facilitating the development of high quality research, teaching and practice in the field of Operations Management.

### **Article 3 – Members and membership conditions**

- 3.1 Every natural person who is professionally concerned with or interested in research or teaching in the field of Operations Management is, irrespective of nationality, eligible to become an individual member of the Association. Applications for individual membership must be submitted to the Association in compliance with the appropriate form and supplemented by the pieces of information as defined by the Board. The Board decides with regard to these applications but may delegate operational decision-making to the Executive Secretary.
- 3.2 Official bodies such as professional or legal entities, financial institutions, governmental institutions, universities and other organisations can become institutional members of the Association. 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.
- 3.3 Membership can be terminated:
- (a) Upon decision of the member himself/herself, with effect three months after withdrawal has been communicated by notified mail, fax, electronic mail or any other mode of (tele)communication to the Executive Secretary.
  - (b) Upon decision of the Executive Secretary 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 and professional ethics. Prior to the next meeting of the 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.
- 3.4 Former members of EurOMA have no rights to the Association's resources.

#### **Article 4 – General Assembly and Annual General Meeting**

- 4.1 The General Assembly meet at the Annual General Meeting on the date and venue decided by the Board and upon convocation by the latter. The Annual General Meeting usually takes place during the Association's annual conference.
- 4.2 The Board can convene an extraordinary meeting of the General Assembly in case the interests of the Association make this necessary. An extraordinary General Assembly Meeting must be convened if 20% of the Association's members demand to do so.
- 4.3 At least 30 days before any General Assembly Meeting, the convening invitation accompanied by the agenda must be sent to the members. The convening invitation will be sent by postal mail, fax, electronic mail or any other mode of (tele)communication.
- 4.4 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 designation and dismissal of Board members.
- 4.5 The President of the Association, or in his absence another member of the Board elected by the Board, chairs the Annual General Meeting and any other extraordinary General Assembly Meeting.
- 4.6 The Annual General Meeting only validly confers if a tenth of the members or 25 members (should this last number be lower than the first) are present. If this quorum is not reached, the next General Assembly Meeting is allowed to rule on the relevant issues no matter how many members are present.
- 4.7 Each individual member and each institutional member has one vote. Decisions are taken by simple majority of the votes unless a special majority is required by law or by the statutes themselves.
- 4.8 The decisions of the General Assembly are recorded in minutes of the General Assembly Meeting and archived at the seat of the Association. The minutes of General Assembly Meetings are available to all members.

#### **Article 5 – The Board**

- 5.1 The Association is administered by the Board, which governs the Association and holds the powers of administration except those vested in the General Assembly. It can give special and well-defined powers to representatives or ad hoc committees that it has assigned including the case where the present statutes attribute specific competencies to the Board.
- 5.2 The Board shall consist of a minimum of thirteen members and a maximum of twenty-five members.

- 5.3 Thirteen members, including a President, are elected from among and by the members of the Association.
- 5.4 The Board appoints an Executive Secretary to support it in its tasks. The Executive Secretary is a member of the Board but has no voting rights and does not have to be a member of the Association.
- 5.5 In addition, the Board may co-opt up to twelve members, including:
- Country representatives.
  - Chairpersons of the annual conference of the Association .
  - The editor(s) of the Association's home journal.
  - Other members the Board feels are needed performing its tasks.
- 5.6 The Board appoints one of its members as Financial Controller.

## **Article 6 – Elections, Terms of Office, Co-options and Resignations**

- 6.1 Elections are held for the positions of President and for twelve Board Members.
- 6.2 An election of the President is held every three years before the AGM. Election is by simple majority. The President is elected for a term of three years, regardless of his/her remaining term as a Board Member. The term begins at the AGM immediately following the election. At the end of the AGM, the outgoing President hands over to the newly-elected President. The President may not be re-elected as President for an immediately consecutive term, but may be elected as Board Member for an immediately consecutive term of three years.
- 6.3 An election of Board Members is held before each AGM. Election is by simple majority. A Board Member is elected for a term of three years. The term begins at the AGM immediately following the election. At the end of the AGM, the outgoing Board Members stand down and are replaced by the newly-elected Board Members. A Board Member may be re-elected for a second consecutive term of three years.
- 6.4 Each individual and institutional member, at the time of the election, has one vote.
- 6.5 The Board will publish a Call for Applicants four months in advance of an election. At the same time, the Board will appoint a Nominating Committee from among the Board Members. The Call for Applicants will close no later than two months in advance of the election, at which point the Nominating Committee will screen the list of Applicants before recommending a list of candidates to the Board for publication.
- 6.6 In the event that no one of the elected Board Members is appointed to the position of Financial Controller, the Board will co-opt a Financial Controller, who will serve for up to three years.
- 6.7 The editor(s) of the Association's home journal is/are *ex officio* co-opted Board Member(s).
- 6.8 Other co-opted Members will serve up to a maximum of three years.
- 6.9 The Board appoints the Executive Secretary. As long as the association is administered by the European Institute of Advanced Studies in Management (EIASM), the Executive Secretary is one of the EIASM staff.

- 6.10 To ensure continuity, a rolling system of retirement of elected Members will operate. Each year, four or five elected Board Members will retire on completion of their three-year terms, and for the first time. Accordingly, election of four or five Members will be held each year.
- 6.11 At the Board Meeting taking place during the Annual Conference, the Conference Chair of the previous year's Annual Conference will retire, while the Conference Chair of the following year's Annual Conference will be co-opted for a period of two years: the year immediately preceding their Conference and the year immediately after. If the Conference Chair of the following year's Annual Conference is already a Member of the Board, no further co-option may be made in relation to that Conference.
- 6.12 All Members, elected and co-opted, cannot remain on the Board without active and constructive involvement in at least one Team, activity or as Financial Controller. The Board reserves the right to suggest that a Member resigns or does not stand for re-election to the Board if it is felt that the Member has not taken an active role in the governance of EurOMA during his/her term on the Board.
- 6.13 In the event of resignation by the President, the Board will appoint a replacement President from among the Board Members to serve out the remaining term of the resigned President.
- 6.14 In the event of resignation by a Board Member, the Board may co-opt a replacement Member to serve out the remaining term of the resigned Member. Normally this would be based on the result of the most recent election.
- 6.15 To merit consideration for nomination, applicants will require the following background and evidence of support:
- President: current membership of the Association; nominated by three members of the Association; current or past service as Board Member for at least three years.
  - Board Member: current membership of the Association for a minimum of two years; nominated by three members of the Association; evidence of recognised research, education or practice-based contributions to the field.

### **Article 7 – Board Meetings**

- 7.1 The Board meets three times per year. One of those meetings shall be held in connection with the Annual Conference and before the General Assembly.
- 7.2 The convening letter will be sent by postal mail, fax, electronic mail or any other mode of (tele)communication.
- 7.3 The President may call an extraordinary Board meeting in case the interests of the Association make this necessary. An extraordinary Board meeting must be convened when 20% of the Board members demand to do so.
- 7.4 The Board can validly convene if at least five of its members are present provided that all members have been invited. Decisions are taken by simple majority of the votes.
- 7.5 The Board can authorise any of its members to participate in a Board meeting through all means of communication that allow for a collegial exchange.

Decisions taken in this way have to be ratified during the following Board meeting and require that a fully documented information notice covering all points of the agenda has

been previously sent to the members of the Board willing to vote by the aforementioned means of communication.

- 7.6 A Board member participating in a meeting of the Board in one of the modes specified above is considered as present during the meeting and is able to express his vote according to the agreed mode.
- 7.7 The Board can also take decisions without convening its members physically but instead by organising the meeting by all means of communication that allow for a collegial exchange between members.
- Decisions taken in this way have to be ratified during the following Board meeting and require that a fully documented information notice covering all points of the agenda has been previously sent to the members of the Board.
- 7.8 It is required that the issues of deliberation and the proposed actions are communicated to all members by electronic mail, fax or any other mode of (tele)communication. A reasonable time span has to be granted to the members permitting them to make known their views and their vote to the President.
- 7.9 The decisions of the Board are recorded in minutes of the Board Meeting and archived at the seat of the Association. The minutes of Board Meetings are sent to all Board members after each meeting.
- 7.10 Except in the case of special proxies/power of attorney all deeds binding the Association must be signed by three Members of the Board who do not have to justify the powers endowed towards third parties.
- 7.11 The Board represented by its President or another member assigned by the President pursues legal action as plaintiff as well as defendant.

### **Article 8 – The Board Members’ Responsibilities**

- 8.1 All Board members together, are responsible for the development of the Association.
- 8.2 The President is the chief spokesperson for the Association, chairs the Board and all the membership meetings, and is responsible for the overall-co-ordination and development of the Association
- 8.3 The Financial Controller is responsible for:
- Controlling the financial situation of the Association.
  - Ensuring the accounts are audited and presenting the audited accounts to the Board and the Annual General Meeting.
  - Advising the Board about the impact of financial decisions and investment decisions.
- 8.4 The Country Representatives promote the Association in their country, provide the Board with feedback from the members in their country, act as liaison with national Operations Management organisations, and provide information to the Association’s Newsletter on a regular basis.
- 8.5 The Executive Secretary is responsible for the day-to-day administration of the Association, including support of Board and General Assembly Meetings, maintenance of the accounts of the Association, preparing the accounts for auditing by the Financial Controller, maintenance of the membership database, preparation and editing of the Newsletter. The Board can delegate other responsibilities and powers to the Executive Secretary.

## **Article 9 – Board Teams**

- 9.1 The Board can establish Teams as and when required to support the activities of the Association.
- 9.2 In agreement with the Board, each Team develops its own initiatives, reports to the Board on progress achieved, and makes recommendations to the Board for a decision and, if appropriate, a budget.
- 9.3 Each Team nominates its own *Team Leader* from time-to-time to co-ordinate the activities of the Team and to integrate them, where required, with the activities of other Teams. The Board approves the nomination.
- 9.4 Whilst the need for Team Leaders to make decisions between meetings is recognised, these decisions should be within the budgets and decisions already approved by the Board.

## **Article 10 - Finances**

- 10.1 The structure and the amount of the fees payable by the members are proposed by the Board. Any changes must be submitted to the Annual General Meeting for approval.
- 10.2 Payment of the membership fee includes the right to participate in the events organized by the Association subject to the modalities decided by the Board, and to have access to member-only facilities provided by the Association. Members whose dues are unpaid for one full year after billing shall be dropped from membership rolls.
- 10.3 The annual accounts of the Association are prepared by the Executive Secretary. The Financial Controller will present the audited annual accounts to the Board and the Annual General Meeting.
- 10.4 The accounting year of the Association corresponds to the calendar year.

## **Article 11 - Modification of the statutes**

- 11.1 The following rules must be respected if the statutes are to be modified:
  - (a) Proposals to modify the statutes can be forwarded by the Board or by at least 20% of the members.
  - (b) The Board must submit the proposal for modification as it was formulated to the members at least three months before the date of the General Assembly convened to rule on this modification.
  - (c) The General Assembly can only validly convene for this particular purpose if it assembles at least two thirds of the members. If this quorum is not achieved, the next General Assembly Meeting will definitely and legitimately rule on the proposal disregarding attendance.
  - (d) The proposal or all modifications thereof can only be adopted if they attain two thirds of the votes of the members present or represented. The modifications to the statutes will have to be submitted to the Ministry of Justice and be published in the Annexes of the “Moniteur belge” by the dispositions of article 50 in title III of the law of 27 June 1921 on non-profit-making Associations, international non-profit-making Associations and foundations.

### **Article 12 - Dissolution**

- 12.1 The General Assembly can decide to dissolve the Association, in accordance with the rules laid down for the modification of the statutes. If the dissolution is agreed, the General Assembly appoints an official liquidator, determines its powers and allots possible surplus from liquidation to a beneficiary or beneficiaries that should pursue similar objectives to those of the Association. The eventual surplus can only be used for charitable purposes.

### **Article 13 - Transitory Arrangement**

- 13.1 All that has not been provided for by the present statutes is regulated by the dispositions of title III of the law of 27 June 1921 on non-profit-making Associations, international non-profit-making Associations and foundations.

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