

European Association for People Management

# STATUTES



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# European Association for People Management (EAPM)

## STATUTES

### ARTICLE 1. PRINCIPLES

#### Article 1.1 Name and Nature of the Association

- 1.11 The name of the organisation is European Association for People Management (EAPM).
- 1.12 The EAPM is a network association and the European body for human resource management. It forms a European umbrella body of national HR organisations and facilitates experience exchange without any profit-related objectives. It is purely professional and specialist in nature and is independent of all employers', trade union, state or political bodies.
- 1.13 The EAPM is registered with the tax authorities in Bern, Switzerland. As such, it is an association under Swiss law according to the articles 60ff ZGB (*Schweizerisches Zivilgesetzbuch/Swiss Civil Code*).
- 1.14 The official language of the EAPM is English.

#### Article 1.2 Objectives and Activities

The EAPM seeks to promote HR across Europe and shall have the following powers and mandates:

- 1.21 To promote and develop knowledge of human resource issues and activities, and their importance to industry, commerce and both public and private sector administration;
- 1.22 To provide encouragement and support to organizational development of national associations in European countries;
- 1.23 To facilitate contacts, association links, information sharing and networking events among its member organisations;
- 1.24 To establish, develop and maintain links and partnerships with other national and international organisations active in the same or similar fields;
- 1.25 To undertake or promote research and other projects at the European or international level, which directly or indirectly contribute to the objectives of the EAPM, and publish the respective results;
- 1.26 To organize European HR Awards and other grants;

- 1.27 To support national member associations in organising conferences and congresses with European outreach;
- 1.28 To raise funds for the promotion of HR projects at European level.

## **ARTICLE 2. MEMBERSHIP**

### **Article 2.1 Membership categories**

There are two membership categories of the EAPM:

- Full membership
- Corresponding membership

#### *Article 2.11 Full membership*

Membership may be acquired by national associations being representative of their national HR community on the European continent and dealing with people management. Each country may only be represented by one national association (the “National Association”).

The objectives and activities of member organisations must be in harmony with those of the EAPM. Any EAPM member has to fulfill the following conditions:

- ✓ Be an independent member association governed by a board elected among its members;
- ✓ Have a thematic focus on HR issues;
- ✓ Have a primarily non-commercial objective;
- ✓ Be willing to support EAPM objectives and to deliver on EAPM commitments;
- ✓ Be compliant with the EAPM Code of Professional Conduct;
- ✓ Have a national outreach and open to members from all regions within the country.

#### *Article 2.12 Corresponding membership*

If an organisation does not meet a selected condition outlined in Article 2.11, the Delegates Assembly may accept HR organisations as corresponding members from those countries that are not represented by any other organisation. In any case, the corresponding member must be willing to support the EAPM objectives and comply with the EAPM Code of Professional Conduct.

As soon as the Delegates Assembly of EAPM accepts another HR organisation from the same country into full membership, the respective corresponding member will lose its status.

Corresponding members have no official seat in any of the EAPM governing bodies nor voting rights. However, they may be invited to participate in any EAPM meeting and are entitled to benefit on the same terms as full members from all EAPM activities and services.

## **Article 2.2 Duties, rights and privileges of members**

Membership of the EAPM in each category shall be conditional on the payment of the appropriate membership fee and compliance with the statutory obligations. The rights, privileges and obligations of each membership category shall be detailed in the rules of procedure.

## **Article 2.3 Admission to membership**

- 2.31 Associations or organisations wishing to become members of the EAPM should submit a written application to the EAPM Secretariat and follow the application process in accordance with the requirements outlined in the rules of procedure. The Board may use its discretion to require an applicant to submit additional information in the course of the application process.
- 2.32 The acceptance of national associations in any of the EAPM membership categories shall be voted by the Delegates Assembly of the EAPM. Admission to membership and allocation to the applicable membership category requires a simple majority (more than 50%) of all attendees.

## **Article 2.4 Termination of membership**

- 2.41 EAPM membership shall cease on the expiry of at least 3 months' notice after the EAPM member has sent a written communication to the EAPM Secretariat declaring its intention to resign from EAPM membership (voluntary termination).
- 2.42 Furthermore, the Delegates assembly may exclude any member for legal reasons from the EAPM (involuntary termination) if any of the following applies:
- the member is more than one year in arrears with its financial obligations;
  - a member no longer meets the criteria defined in Article 2.11;
  - a representative of a member breaches the EAPM Code of Conduct.
- 2.43 The decision for the exclusion of members for any of these reasons requires a two-thirds majority of the Delegates Assembly present in person, by proxy or by electronic means. The EAPM membership officially ends when the exclusion is communicated in a written form to the national association by the EAPM Secretariat. Membership fees of the ongoing calendar year will not be reimbursed under any circumstances.

## **ARTICLE 3. ORGANISATION**

### **Article 3.1 Delegates Assembly**

#### *3.11 Role and composition*

The Delegates Assembly is the supreme body of the Association.

It is composed of one permanent representative (the delegate) of each full member. If prevented from attending, a permanent delegate may by exception send a representative to the Delegates Assembly on his/her behalf. A second representative from any of the member organizations may attend the Delegates Assembly as observer.

#### *3.12 Powers*

The Delegates Assembly decides on:

- the definition of EAPM policies, objectives and strategies
- the approval of the annual budget and the annual financial report
- the approval of membership fees
- the acceptance of the annual audit report
- the elections of the President, the Vice-President, the Secretary-General and the other members of the Board
- the election of the auditor
- the appointment of the Treasurer
- any changes in the EAPM statutes and EAPM rules of procedure
- the admission and exclusion of EAPM member associations
- the country and venue of the EAPM Congress.

The Delegates Assembly entrusts the operational activities of EAPM to the Board and retains oversight through the powers listed above and via these statutes:

#### *3.13 Convening the Delegates Assembly*

The Delegates Assembly will have at least one Annual Meeting per year. It is convened by the Board with at least two (2) months' notice.

Any additional meeting of the Delegates Assembly shall be called an Extraordinary Meeting. It may be convened upon requisition of at least one-fifth of the full members specifying in writing the objectives of the proposed meeting.

Meetings may be attended in person, by proxy or – if logistics allow – by electronic means that enable all participants to hear each other.

The President or, in his absence, the Vice-President, will chair the meetings of the Delegates Assembly.

### *3.14 Voting and election processes*

Each delegate attending on behalf of a full member organisation has a single vote to cast following the principle of “one vote per full member organization”. A delegate directly affected by the decision may not participate in the vote. If the delegate is also a member of the Board, s/he is only entitled to vote and to take part in elections in his/her capacity as a delegate. In the event of an equal number of votes, the Chair of the meeting may exercise a casting vote.

The exclusion of members, changes in statutes and the deselection of Officers require a two-thirds majority of all attendees. All other questions are decided on a simple majority (more than 50%). The Delegates Assembly may only take decisions if a quorum of 50% – either in person, by proxy or by electronic means that enable all participants to hear each other – is present at the meeting.

Delegates of corresponding members have a consulting right only.

### *3.15 Decisions of a minor or urgent nature*

The President may decide that full members vote by electronic means, if and when a problem is not considered important enough to convene an Extraordinary Delegates Meeting or in the event of an urgent decision being required. The vote should be conducted such as to allow each permanent delegate to submit the vote to the Secretariat within two (2) weeks’ notice. Abstentions will be interpreted as approval of the proposal.

## **Article 3.2 Board**

### *3.21 Role and composition*

The Board is the executive body of the EAPM.

It is comprised of the Officers and two (2) additional members elected by the Delegates Assembly. The Secretary-General-elect attends Board meetings as observer. Additional representatives from any of the member organizations (both full and corresponding) may be invited to attend as resource person in an expert non-voting capacity.

Board membership reflects personal attributes and is not transferable. There may only be one (1) Board member per full member association at a time. Board members become automatically the official delegate of the member association.

### *3.22 Period of office (term limits)*

The Officers serve for the period indicated in these statutes. All other Board members are elected for a period of two (2) years. The Secretary-General and the Treasurer may present themselves for re-election, but may not serve more than two (2) consecutive terms. All other Board members may only serve a maximum of one (1) term of office in the same function.

After a board member is off the Board for two years, s/he would again be eligible to serve on the Board. Term limits may only be amended in extraordinary circumstances by the approval of the Delegates Assembly.

### *3.23 Convening Board meetings*

The Board will meet at least twice per year. The meetings are convened by the President with at least four (4) weeks' notice. A meeting must also be convened upon requisition of at least three (3) Board members.

The President or, in his absence, the Vice-President, will chair the meetings.

### *3.24 Powers*

The Board may exercise all powers of the EAPM not specifically reserved for other bodies by these statutes or by decisions taken by the Delegates Assembly. It conducts the daily business of the Association and serves as an advisory body to the Officers. Its mandate includes:

- Implementation of EAPM policies and strategies;
- Management of all EAPM products, projects and services including the EAPM website and the EAPM newsletter;
- Approval of budget allocations to specific EAPM projects and services within the overall annual budget approved by the Delegates Assembly;
- Preselection of the Secretary-General;
- Organization of international HR Awards and other grants;
- Decision on the participation in international studies and surveys;
- Preparation of the Delegates Assembly;
- Support to the preparation of the EAPM congress;
- Partnership-building with other international organizations, universities and potential sponsors;
- Guidance and supervision of the sub-committees.

### *3.25 Voting processes*

The Board will take any decision based on a simple majority (more than 50%) of all attendees. Each Board member has a single vote to cast. A Board member directly affected by the decision may not participate in the vote. In the event of an equal number of votes, the Chair of the meeting may exercise a casting vote.

Any Board decision requires a quorum of four (4) members – either in person or by electronic means that enable all participants to hear each other.

### *3.26 Decisions of a minor or urgent nature*

Any Board member may decide to hold a vote by electronic means, if and when a problem is not considered important enough to convene a special Board meeting or in the event of an urgent decision being required. The vote should be conducted in such a way as to allow each Board member to submit the vote to the Secretariat within ten (10) days. Abstentions will be interpreted as approval of the proposal.

### *3.27 Sub-committees*

The Board may establish sub-committees as deemed necessary for conducting the EAPM business.

Any full and corresponding member may nominate delegates with the required expertise to the subcommittees from its National Association. The sub-committees shall operate according to the terms specified in the EAPM rules of procedure.

## **Article 3.3 Officers**

The Officers of EAPM consist of:

- (a) the President
- (b) the Vice-President
- (c) the Secretary-General
- (d) the Treasurer

Delegates from any full member may become Officers. They are elected and appointed according to the terms specified in these statutes and the EAPM rules of procedure.

Any of the Officers may be de-selected by the Delegates Assembly with a two-thirds majority upon written requisition of at least one-fifth of the full members.

### *3.31 President & Vice-President*

The President and the Vice-President of EAPM will be elected by the Delegates Assembly at the Annual Meeting for a term of three (3) years in accordance with the EAPM rules of procedure. They may serve a maximum of one period of office in the same function.

If a casual vacancy arises in the offices of the President or the Vice-President, a new (Vice-) President will be elected at the next Annual Meeting of the Delegates Assembly.

### *3.32 Secretary-General*

The Secretary-General of the EAPM will be elected by the Delegates Assembly in accordance with the EAPM rules of procedure upon a comprehensive assessment and recommendation

from the Board. The period of office of the Secretary-General consists of two (2) terms of three (3) years. One year before taking over the second term of three (3) years, the Secretary-General has to be confirmed in its function at a Board Meeting.

Only full members with robust organizational and financial capacities, and a solid number of qualified staff member in order to ensure solid continuity in the administration of the EAPM are eligible for the position.

During the period of office, the Secretary-General is assisted in his/her role by a Secretariat appointed to the same national organization as per the terms outlined in the rules of procedure.

If a casual vacancy arises in the office of the Secretary-General, the respective national association may fill the vacancy with a substitute until the end of the 3-years-term if and when continuity of the daily operations of EAPM Business is ensured.

### *3.33 Treasurer*

The Swiss HR organization has the privilege to nominate the Treasurer. The nominated person will be appointed by the Delegates Assembly at the Annual Meeting for a period of three (3) years. Retiring Treasurers may be re-appointed for one (1) further term of three (3) years.

If a casual vacancy arises in the office of the Treasurer, the National Association shall fill immediately the vacancy with an appropriate substitute subject to the Board approval until the next Delegates Assembly.

## **ARTICLE 4. FINANCE**

### **Article 4.1 Fees and subscription**

The Board may levy annual subscriptions on members at such rates and upon such terms as it will from time to time determine and may levy different rates on different membership categories (or sub-categories). The Board may in absolute discretion reduce, suspend or waive the amount of any annual membership fee paid by any member and may permit payment by instalments. Any changes in membership fees and subscriptions will need to be approved by the Delegates Assembly.

### **Article 4.2 Income and property**

Apart from membership contributions, the EAPM may generate income from other sources of income, such as sponsoring or donations, in accordance with the EAPM code of conduct and conforming to international rules and standards on bribery. The income and property of

EAPM from whatever source shall be applied solely towards the promotion of its objectives as outlined in these statutes.

#### **Article 4.3 Accounts**

- 4.31 The Board has to keep proper books of account with respect to all sums of money received and expended by EAPM as well as all assets and liabilities. The books of account have to be kept physically at the host organization of the EAPM Treasurer.
- 4.32 The accounting period starts on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.
- 4.33 At the Annual Meeting of the Delegates Assembly, the Treasurer has to lay down an income and expenditure account for the previous accounting period together with a balance sheet made up for the same period. Any such balance sheet shall be accompanied by the auditor report.

#### **Article 4.4 Audit**

- 4.41 Once per year, the accounts of the EAPM have to be examined and the correctness of the income and expenditure account and balance sheet ascertained by the auditor. The review shall also include a performance audit.
- 4.42 The Delegates Assembly elects one of the full members as Auditor for a period of two (2) years.
- 4.43 The full member nominated as Auditor may commission one or more firms to audit the accounts. Nevertheless, he/she remains responsible for their orderly and proper performance of the task. Under no circumstances may a Board member be involved in the audit.

#### **Article 4.5 Creation and administration of funds**

The EAPM may create special funds from the surpluses on its own activities or from other sources. The creation and administration of such funds may not be in conflict with the nature and the objectives of the EAPM.

#### **Article 4.6 Responsibility for the liabilities of the Association**

The liabilities of the EAPM may only be paid from the Association's own assets. Member organizations are not liable for the EAPM's debts in any way.

## **ARTICLE 5. CODE OF PROFESSIONAL CONDUCT**

As outlined in the rules of procedure, the EAPM prescribes a code of professional conduct applicable to the EAPM representatives of all EAPM member associations and provides disciplinary procedures for those member organisations whose representatives fail to observe the code.

## **ARTICLE 6. DISPUTE MECHANISM**

Any dispute as to the interpretation of these statutes shall be referred to the Board who will take a final decision on the issue based on a simple majority. In case of an equal number of votes, the President is entitled to do a casting vote.

## **ARTICLE 7. REVISION OF STATUTES OR DISSOLUTION OF EAPM**

These statutes shall remain in force until revoked or amended by a resolution passed by a majority of not less than two-thirds of the members of the Delegates Assembly entitled to vote and present at the meeting. The Delegates Assembly may only vote on a proposed change to these articles if a quorum of 50% is obtained.

Any member is entitled to request a full or partial revision of these articles. A complete version of any proposed change must be notified to all members at least one (1) month before the relevant Delegates Assembly.

In case of dissolution of the EAPM, any assets shall exclusively be returned in proportional shares to the member associations.

In line with the provisions of these Statutes, the Board of EAPM may elaborate rules of procedure as it considers necessary for the purpose of pursuing the objectives of EAPM. The approval of these regulations requires a two-thirds majority of the Board members present at the meeting.

These Statutes shall take effect on 1 January 2017.