

EAA Statutes

As approved by the EAA General Assembly in May 2020

Article 1 – Name and Seat

Hereby the undersigned establish an international association with scientific and pedagogical objectives called the European Accounting Association (EAA).

This Association shall be governed by the dispositions of the Belgian law of 23 March 2019 in accordance with the Code for Companies and Associations.

The Association's registered office shall presently be established at 1000 Brussels, Rue de Fossé aux Loups 38 depending on the judicial district of Brussels. It can be transferred to any other place in Belgium through a simple decision of the Management Committee published in the annexes of the Moniteur Belge. The association's official email address is aaa@eiasm.be.

Article 2 – Objective and Activities

The Association, which is non-profit aiming, aims at creating a framework of exchange and joint action for people who are professionally concerned with or interested in research or teaching in the field of accounting in order to ensure the development and the promotion of the latter.

The Association shall particularly serve as a meeting and communication forum for its members resident in Europe and abroad. It shall offer a network for the exchange of knowledge on an international level and constitute a framework allowing for a better dissemination of information on research and teaching.

The Association also aims at the development of relations with all other professional and research-oriented Associations which are active in the field of accounting, as well as with European or international committees and authorities concerned with political decision making in this field.

The Association can take initiatives, act, develop projects – also for third parties – which help contribute to the realisation of its above mentioned objectives, or more generally to the development and the quality of research and teaching in the field of accounting.

Article 3 – Members

3.1. Any natural person that is professionally concerned with or interested in research or teaching in the field of accounting is, irrespective of nationality, eligible to become member of the Association (hereafter referred to as « individual members »). Applications for individual membership of the Association must be submitted to the Association in compliance with the appropriate form – and supplemented by the pieces of information – as defined by the Management Committee. The Management Committee decides regarding the applications.

3.2. Equally official bodies such as professional or commercial entities, financial institutions, governmental institutions, universities and other organisations (hereafter referred to as «institutional members» may become members. Applications for institutional membership must be submitted to the Association in the appropriate form – and supplemented by the pieces of information – as defined by the Management Committee. The Management Committee decides regarding these applications.

3.3. Membership can be terminated :

(a) by decision of the member itself;

(b) if the membership fee is unpaid;

(c) if a member is excluded by the General Assembly. Prior to the next General Assembly the Management Committee 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.

Those members who are no longer part of the Association have no rights on the Association's surplus/capital.

Article 4 – General Assembly

4.1. The General Assembly holds full power allowing the achievement of the objectives of the Association. Without prejudice to the power that the General Assembly holds in accordance with other provisions of the statutes, particularly the following are reserved to the General Assembly:

– the modification of the statutes

– the approval of the accounts

– the voluntary winding up of the Association

– the approval of changes in the membership fee

– the approval and dismissal of Management Committee and Board members

4.2. The General Assembly of the members of the Association meets annually on the date and venue decided by the President of the Association and upon convocation by the latter. On his/her own behalf or upon a majority request of the Board, the President of the Association can also convene an extraordinary General Assembly should the interests of the Association impose it. An extraordinary General Assembly must be convened when 20% or more of the members of the Association demand to do so.

At least 30 days before the General Assembly, the convening letter accompanied by the agenda must be sent to the members.

4.3. The President of the Association, or in his/her absence the President-elect or the Past President (if there is one) replaces the President and chairs the General Assembly. When none of those is available, another member of the Management Committee chosen by the General Assembly, chairs the General Assembly.

4.4. The General Assembly only validly confers, if a tenth of the members or 25 members (should this last number be lower than the first) are present or represented. If this quorum is not reached, the next General Assembly will rule on the relevant issues no matter how many members are present.

4.5. Every 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.

4.6. The decisions of the General Assembly are recorded in a register (minutes of the General Assembly), which is kept at the headquarters (social seat) of the Association by the Executive Secretary, who holds them at the disposal of the members.

Article 5 – Board

5.1. Without prejudice to the power of daily management granted to the Management Committee, the Association is administered by the Board, which governs the Association and holds the powers of administration. In order to accomplish the goals of the Association, the Board can transfer its power to the Management Committee, including the case where the present statutes attribute specific competencies to the Board, except for the election of the members of the Management Committee. The Board is a forum for discussion of the strategic development of the Association and advises the President and Management Committee on desirable initiatives for the Association, relevant trends impacting the objectives and activities of the Association.

5.2. The Association is administered by the Board, which is composed of:

- President;
- President-elect (if there is one);
- Past President (if there is one);
- Treasurer
- President of the annual congress;
- Secretary General of the annual congress;
- Treasurer of the annual congress;
- President of the first prospective congress;
- One National Representative of each European country with at least 10 EAA members;
- One Regional Representative of some geographic regions selected by the Management Committee;
- Chairs of all EAA Committees;
- Editors of the Journals of the Association;
- Executive Secretary of the Association;
- Representative of the European Institute for Advanced Studies in Management (EIASM), member by right; EIASM is a not-for-profit international organisation whose mission is to contribute to the development of management researchers and teachers in Europe.

Beyond this, the Board has the possibility to co-opt other members for mandates, which can never exceed the duration of 3 years and can only be renewed once. The members can be revoked before the end of term upon the decision of the Board, whereby the concerned members cannot vote.

5.3. The President represents the Association, chairs the Board, the Management Committee and the General Assembly. In case of absence, the President-elect or the Past President (if there is one) replaces the President. If there is no President-elect or Past President, the President must appoint a person from the Management Committee that will replace him/her to chair the Board or Management Committee.

The President-elect is elected by the General Assembly during their annual meeting upon nomination by the Management Committee approved by the Board. Requests for

expression of interests/nominations will have been asked for beforehand to all members of the Association.

The President is appointed for a period of two years following one year as President-elect and starting at the end of the General Assembly, which follows the year as President-elect. He/she cannot be re-elected. The President will stay on the Management Committee and on the Board for one year after his/her two year term, as the Past President.

Should the candidate be rejected by the General Assembly during their annual meeting, the Management Committee will have to nominate another candidate, ask for approval to the Board and launch an electronic ballot. All members of the Association will be asked to communicate via e-mail by a defined date their agreement with the new proposed candidate who will be elected by simple majority of votes provided one tenth of the members or 25 members (should this last number be lower than the first) vote. In the exceptional circumstance that no new candidate is found and proposed by the Management Committee, or if the newly proposed candidate is either not approved by the Board or does not receive the necessary majority in the electronic ballot, the current President can remain in office until a successor is found, but for no longer than one year after his/her original two-year term ended.

The Treasurer is elected by the Board upon nomination by the President. The Treasurer is appointed for a period of three years and could be renewed once only.

5.4. The President of the annual congress, the Treasurer of the annual congress, and the Secretary General of the annual congress are approved by the General Assembly during their annual meeting upon nomination by the Board. Their mandate runs until the end of the subsequent annual General Assembly. They can be dismissed by the General Assembly.

The President of the prospective congress is approved by the General Assembly during the annual meeting upon nomination by the Board. His/her mandate as President of the prospective congress runs until the end of the subsequent annual General Assembly, when he/she becomes President of the congress.

5.5 The Board elects the members of the Management Committee upon nomination by the President. Requests for expressions of interest/nominations will have been sought beforehand from all members of the Association allowing the President to make up a shortlist and form a ballot.

The so-elected members will be in office for a term of three years. Their mandate will begin at the end of the Annual General Assembly following their election and ends with the third annual General Assembly following their election. They can be dismissed by the Board and can be re-elected for no more than one additional term.

5.6. Those members of the Association coming from those European countries where the Association has at least 10 members – or more if the General Assembly should decide so – as well as those members from the geographic regions specified by the Management Committee (5.2) elect their representative to the Board at the national or regional level upon nomination by all members coming from the respective country or region. The Executive Secretary of the Association provides for the organisation of the aforementioned elections on the basis of the guidelines decided by the Board. The so-elected National and Regional Representatives are in office for a term of three years. Their mandate begins at the end of the annual General Assembly following their election and ends with the third annual General Assembly following their election. They can be

dismissed by the General Assembly. They can be re-elected for no more than one additional term.

5.7. The Board meets upon convocation by its President whenever it seems necessary and at least once per year.

The Board can only validly convene if at least half of its members are present.

Decisions are taken by simple majority of the votes. The President's vote is decisive where votes are split equally.

5.8. (a) The Board can authorise any member to participate in one of their meetings through any means of communication, allowing for a collegial exchange (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Board can authorise its member(s) to participate in one of their meetings by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

A 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/her vote according to the agreed mode.

(b) The Board can also take decisions without convening its members physically but instead by organising the meeting by any means of communication that provide for a collegial exchange between members (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Board can take decisions without convening physically – but by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

It is required that the issues of deliberation and the proposed actions are communicated to all members by email, fax or any other mode of communication. A reasonable time span has to be granted to the members permitting them to make their views and their vote known to the President.

5.9. Except in the case of special proxies/power of attorney all deeds binding the Association must be signed by two members of the Management Committee, who do not have to justify the power endowed towards third parties.

5 10. The Board represented by its President or another member assigned by the President pursues legal action as plaintiff as well as defendant.

Article 6 – Management Committee

6.1. The Management Committee is responsible for the daily management of the Association and for developing a long-term strategy for the Association. It reports to the Board. The Management Committee can delegate certain responsibilities and power to its members, especially to the Executive Secretary. It keeps the Board informed about important issues such as the creation of committees and the election of committee chairs and members, the election of Association Journal Editors, and the time and place of the meetings of the Board and of the General Assembly.

6.2. The Management Committee is composed of:

- President
- President-elect (if there is one)

- Past President (if there is one)
- Treasurer
- President of the next two prospective congresses
- 6 members
- Chairperson of the Congress Committee (if there is one)
- Chairperson of the Accounting Research Centre Committee (if there is one)
- Executive Secretary

6.3. The Management Committee meets upon convocation by its President whenever it seems necessary and at least once per year.

The Management Committee can only validly convene if at least half of its members are present.

Decisions are taken by simple majority of the votes. The President's vote is decisive where votes are split equally.

6.4. The Chairs and members of EAA Committees are elected by the Management Committee.

6.5. The Editors of the Journals of the Association are appointed by the aforementioned Management Committee for a period not exceeding 4 years and starting on January 1 of the year following their appointment. They can be dismissed by the Management Committee.

6.6. The Executive Secretary (ex officio) is nominated and dismissed by the Management Committee. The Executive Secretary keeps the files and archives of the Association as well as its accounts. The rules pertaining to the functioning of the Executive Secretary are fixed by the Management Committee.

6.7. (a) The Management Committee can authorise any member to participate in a meeting of the committee through any means of communication, allowing for a collegial exchange (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Management Committee can authorise its member(s) to participate in one of the committee's meetings by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

A member participating in a meeting of the Management Committee in one of the modes specified above is considered as present during the meeting and is able to express his/her vote according to the agreed mode.

(b) The Management Committee can also take decisions without convening its members physically but instead by organising the meeting by any means of communication that provide for a collegial exchange between members (for example: teleconferencing).

Moreover, in exceptional cases justified by urgency, the Management Committee can take decisions without convening physically – but by all other means of communication (for example email or fax). Decisions taken in this way have to be ratified during the following meeting.

It is required that the issues of deliberation and the proposed actions are communicated to all members by email, fax or any other mode of telecommunication. A reasonable time span has to be granted to the members permitting them to make their views and their vote known to the President.

Article 7 – Finances

7.1. The structure and the amount of the fees payable by the members are fixed by the Management Committee and submitted to the General Assembly for approval.

7.2. Payment of the membership fee includes the right to receive the journals of the Association, provided the Association has one or more journals, and to participate in the events organised by the organisation subject to the modalities decided by the Management Committee.

7.3 The annual accounts of the Association are prepared and submitted to the Management Committee after review by the auditor. The accounts are then communicated to the Board and approved by the members in General Assembly.

Article 8 – Modification of the Statutes

The following rules must be respected if the statutes are to be modified:

(a) Proposals to modify the statutes can be forwarded to the General Assembly by the Management Committee, the Board or by 20% of the members.

(b) The Management Committee must submit any proposal for modification to the members at least three months before the date of the General Assembly convened to rule on this modification. This communication should include the previous statutes.

(c) The General Assembly can only validly convene for the purpose of modifying the statutes if it assembles at least two thirds of the members, through presence or representation. If this quota cannot be achieved, the next General Assembly will definitely and legitimately rule on the proposal disregarding attendance. The initial convening letter can in this respect include an invitation for a second General Assembly on a certain date, for the case that the quota of attendance defined above is not achieved during the first General Assembly that had been convened to decide on the proposal of modification.

(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 the Belgian law of 23 March 2019 in accordance with the Code for Companies and Associations.

Article 9 – Winding up

The General Assembly can decide to wind up 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 his powers and allots possible surplus from liquidation to a beneficiary(ies) that should pursue similar objectives to those of the Association.

Article 10 – Transitory Arrangement

All that has not been provided for by the present statutes is regulated by the dispositions of the Belgian law of 23 March 2019 in accordance with the Code for Companies and Associations.