



# European Association for People Management





# STATUTES



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## Principles

### 1.1 Name and Scope

#### 1.1.1

The name of the organisation is European Association for People Management ("EAPM").

#### 1.1.2

EAPM is a network association and the body for European human resource management and the people profession. It forms a European umbrella body of HR related associations and facilitates experience exchange without any profit or commercial gain. It is a purely professional not-for-profit organisation independent of all employers, trade unions, state or political bodies.

#### 1.1.3

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*).

#### 1.1.4

The official language of the EAPM is English.

#### 1.1.5

These Statutes should be read in conjunction with the EAPM Regulations and Operational Guidance as amended from time to time.

#### 1.1.6

If a conflict occurs between these Statutes, the Regulations, Operational Guidance or website, precedence shall be in this order.

### 1.2 Objectives and Activities

EAPM promotes HR across Europe and has the following powers, to:

#### 1.2.1

support and develop knowledge of human resource issues and activities, and their importance to industry, commerce and both public and private sector administration,

#### 1.2.2

provide encouragement and support to the organisational development of national HR associations in European countries,



1.2.3

facilitate contacts, association links, information sharing and networking events among its members,

1.2.4

establish, develop and maintain links and partnerships with other European and international organisations active in the same or similar fields,

1.2.5

undertake pan-European or international activities, which directly or indirectly contribute to the objectives of the EAPM, and

1.2.6

raise funds for the promotion of pan-European HR projects.



## 2 Membership

There are three (3) categories of EAPM membership: Full, Associate and Affiliate.

### 2.1 Membership: Full

#### 2.1.1 Definition

Membership may be acquired by national HR associations being representative of their national HR community on the European continent and dealing with people management and/or development. Each country may only be represented by one (1) national association (the “National Association member”).

#### 2.1.2 Criteria

The objectives and activities of National Association members must be in harmony with those of EAPM. National Association members must fulfill the following conditions:

- be willing to support the objectives and to deliver on the commitments of EAPM,
- have a thematic focus on HR issues,
- have a primarily not-for-profit/non-commercial purpose,
- be governed by a board representative of its members,
- be an independent association (free from direct control or governance by an authority outside of the board),
- be compliant with the EAPM Code of Professional Conduct,
- have national outreach, and
- be open to members from all regions within the country.

#### 2.1.3 Voting rights

Each Full member is entitled to one (1) vote.

### 2.2 Membership: Associate

#### 2.2.1 Definition

A national HR association who does not meet all the criteria for Full membership may be eligible for Associate membership.

#### 2.2.2 Criteria

If an organisation does not meet all the criteria for Full membership, the Delegates Assembly may accept a national HR association as an Associate member from any countries that are not represented by another National Association member.



The national HR association must be willing to support EAPM objectives and comply with its Code of Professional Conduct.

If the Delegates Assembly subsequently accepts another national HR association from the same country into Full membership, the respective Associate member will lose its status.

### 2.2.3 Voting rights

Associate members have no official seat in any of the EAPM governing bodies nor voting rights. However, they have an automatic right to attend and participate in meetings of the Delegates Assembly and are entitled to benefit, on the same terms as Full National Association members, from events, activities and services.

## 2.3 Membership: Affiliate

### 2.3.1 Definition

Any organisation with a focus on, or association with, the HR and people profession and the wider world of work may apply for Affiliate membership.

### 2.3.2 Criteria

Potential Affiliate members may include, but are not limited to, national HR associations who are on the European borders, national organisations from countries with National Association members active in the same or similar fields and European and/or international bodies.

### 2.3.3 Voting rights

Affiliate members have no official seat in any of the EAPM governing bodies nor voting rights. However, they may be invited to attend meetings and encouraged to participate in events and activities.

## 2.4 Duties, rights and privileges of members

Membership of EAPM in each category shall be conditional on the payment of the appropriate annual membership fee or subscription and compliance with the statutory obligations. The rights, privileges and obligations of each membership category shall be defined in the Regulations.



## 2.5 Admission to membership

### 2.5.1

Any organisation wishing to become a member of EAPM should submit an application and follow the process defined in the Regulations.

### 2.5.2

The acceptance of an organisation as a Full or Associate member shall be approved through a vote by the Delegates Assembly, as detailed in the Regulations.

### 2.5.3

The acceptance of an organisation as an Affiliate member shall be approved through a vote by the Board, as detailed in the Regulations.

## 2.6 Demotion of membership

### 2.6.1

The Board may demote a National Association member if they are more than one (1) year in arrears with their financial obligations, this will then be communicated to the Delegates Assembly.

### 2.6.2

Any other substantial reason to demote a National Association member will be proposed by the Board and voted on by the Delegates Assembly.

## 2.7 Termination of membership

### 2.7.1 Voluntary exit

Unless winding up, members must give at least three (3) months' notice of their intention to resign from membership. This notice must be sent to the Secretariat in writing. If no future date is given, membership will terminate three (3) months after the date of receipt of the written notice.

Membership fees for the current financial year will not be reimbursed and any sum outstanding may be pursued.

### 2.7.2 Involuntary exit

#### 2.7.2.1 *Full and Associate members*

The Delegates Assembly may exclude any National Association member from membership as follows:



- the member is two (2) or more years in arrears with its financial obligations,
- the member no longer meets all the membership criteria,
- any other substantial reason as proposed by the Board and communicated to the Delegates Assembly for consideration.

#### *2.7.2.2 Affiliate members*

The Board may exclude any Affiliate member from membership as follows:

- the member is one (1) or more years in arrears with its financial obligations,
- the member is operating in a way which is considered detrimental to EAPM,
- any other substantial reason as determined by the Board.

#### *2.7.2.3 All members*

Membership officially ends when the exclusion is communicated in writing to the organisation.

Membership fees for the current financial year will not be reimbursed, and any sum outstanding may be pursued.



## 3 Organisation

### 3.1 Delegates Assembly

#### 3.1.1 Role and composition

The Delegates Assembly is the chief authority of EAPM; it is composed of one (1) representative (the “Delegate”) of each National Association member.

If a Delegate is unable to attend the Annual Meeting of the Delegates Assembly they may send a representative on their behalf or appoint a proxy. A second representative from any National Association member may attend the Delegates Assembly as an observer.

#### 3.1.2 Powers

The Delegates Assembly decides on the:

- scope of policies, objectives and strategies,
- approval of the annual budget and the annual financial report,
- approval of membership fees,
- acceptance of the annual audit report,
- election of the President, the Vice-President and the other voting members of the Board,
- election of the Auditor,
- appointment of the Treasurer,
- amendments to the Statutes and the Regulations,
- admission and exclusion of National Association members,
- appointment/termination of the Secretariat, and
- host association and country of the Annual Meeting of the Delegates Assembly for the following year.

The Delegates Assembly entrusts the operational activities of EAPM to the Board and retains oversight through the powers listed above.

#### 3.1.3 Convening the Delegates Assembly

There will be an Annual Meeting of the Delegates Assembly, convened by the Board with at least two (2) months’ notice.

Any additional meeting of the Delegates Assembly shall be called an Extraordinary meeting.

A meeting must also be convened upon requisition of at least one third (1/3) of Full National Association members.



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

#### 3.1.4 Quorum for a meeting of the Delegates Assembly

Fifty percent (50%) of Full National Association members, present in person, by electronic means or by proxy, is required for a meeting to be considered quorate.

#### 3.1.5 Voting

Each Delegate attending on behalf of a Full National Association member has a single vote to cast. A Delegate directly affected by a decision may not participate in that vote.

If the Delegate is also a member of the Board, they are only entitled to vote and to participate in elections in their capacity as a Delegate.

By default, resolutions require more than fifty percent (50%) of the Delegates Assembly eligible to vote, voting in favour to pass. Details of resolutions requiring a higher percentage to pass are set out in the Regulations.

In the event of an equal number of votes, the Chair of the meeting must exercise the casting vote.

#### 3.1.6 Decisions of a minor or urgent nature

If an issue arises which is not considered significant enough to convene an Extraordinary meeting of the Delegates Assembly or requires an urgent decision, a vote may be held by electronic means (written resolution).

Where a response is required from every Delegate, a two (2) week period must be allowed to submit votes.

## 3.2 Board

### 3.2.1 Role and composition

The Board is the executive body of the EAPM, it is comprised of Officers and Elected Board members. The Board is open to Full National Association members only.

There may only be one (1) Elected Board member per Full National Association member chosen for their expertise and knowledge.

Board membership is not transferable.



#### *3.2.1.1 Officers: President*

The President will be elected by the Annual Meeting of the Delegates Assembly for a term of three (3) years in accordance with the Regulations.

#### *3.2.1.2 Officers: Vice-President*

The Vice President will be elected by the Annual Meeting of the Delegates Assembly for a term of three (3) years in accordance with the Regulations.

#### *3.2.1.3 Officers: Treasurer*

The Treasury is currently under the direction of HR Swiss and has the responsibility to nominate the Treasurer.

The nominated person will be appointed by the Annual Meeting of the Delegates Assembly for a term of three (3) years in accordance with the Regulations.

#### *3.2.1.4 Board members*

Other Board members will be elected by the Annual Meeting of the Delegates Assembly for a term of two (2) years in accordance with the Regulations.

### **3.2.2 Powers**

The Board may exercise all powers of the EAPM, with some exceptions if specifically reserved for other bodies by these Statutes or by decisions taken by the Delegates Assembly. Its mandate includes:

- implementation of policies and strategies,
- management of all products, projects and services,
- approval of budget allocations to specific projects and services within the overall annual budget approved by the Delegates Assembly,
- management of collection of the annual membership fees,
- decisions on annual subscription fees,
- judgements on the participation in international studies and surveys,
- support for the preparation of the Annual Meeting of the Delegates Assembly,
- partnership-building with other European and international organisations, universities and potential sponsors, and
- guidance and supervision of the sub-committees/working groups.

### **3.2.3 Convening Board meetings**

The Board will meet at least twice per year. Meetings will be convened by the President with at least four (4) weeks' notice.



A meeting must also be convened upon requisition of at least one third (1/3) of voting Board members.

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

#### 3.2.4 Quorum for Board meetings

Fifty percent (50%) of voting Board members, including either the President or Vice President, present in person or by electronic means, is required for a meeting to be considered quorate.

#### 3.2.5 Voting

Each Board member has a single vote to cast. A Board member directly affected by a decision may not participate in that vote.

Decisions require more than fifty percent (50%) of voting Board members to vote in favour for a motion to be carried.

In the event of an equal number of votes, the Chair of the meeting must exercise the casting vote.

#### 3.2.6 Decisions of a minor or urgent nature

If an issue arises which is not considered significant enough to convene a special Board meeting or requires an urgent decision, a vote may be held by electronic means (written resolution).

Where a response is required from every Board member, a two (2) week period must be allowed to submit votes.

#### 3.2.7 Sub-committees/working groups

The Board may establish subcommittees/working groups as deemed necessary to support the work of EAPM. Participation is not limited to Delegates and may include other representatives of the National Association member.



## 4 Finance

### 4.1 Fees and subscription

Annual membership fees shall be approved by the Delegates Assembly.

The Board may reduce, suspend or waive the amount of any annual membership fee paid by any National Association member and may permit payment by instalments.

The Board will levy annual subscriptions on Affiliate Members at such rates and upon such terms as it will from time to time determine and may levy variable rates on different membership categories (or sub-categories).

### 4.2 Income and property

Apart from membership contributions, EAPM may generate income from other sources, such as sponsorship or donations, in accordance with the Code of Professional 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.

### 4.3 Accounts

The Board must keep proper books of account with respect to all income and expenditure of EAPM as well as all assets and liabilities.

The accounting period starts on 1 January and ends on 31 December of each year.

At the Annual Meeting of the Delegates Assembly, the Treasurer must provide an income and expenditure account for the previous accounting period together with a balance sheet for the same period. This shall be accompanied by the Auditor's report.

### 4.4 Audit

The Auditor's term of office is two (2) years, and they may only serve for a maximum of two (2) consecutive terms of office in this role. Once a period of two (2) years has elapsed, previous Auditors would become eligible to present themselves for re-election to the role.



The EAPM accounts must be examined annually, the Auditor shall confirm the accuracy of the income and expenditure account and balance sheet. The review shall also include a performance audit.

The Auditor may commission one (1) or more firms to audit the accounts. Nevertheless, the Auditor will remain responsible for the orderly and proper performance of the task. Under no circumstances may a Board member be involved in the audit.

#### 4.5 Responsibility for liabilities of EAPM

The liabilities of EAPM may only be paid from EAPM's own assets. National Association members are not liable for EAPM's debts.



## 5 Policies

EAPM has formulated a series of policies to support its operation which have been proposed by the Board and approved by the Delegates Assembly. All members are expected to observe these policies, articulated in these Statutes and Regulations.

### 5.1 Code of Professional Conduct

As detailed in the Regulations, EAPM prescribes a Code of Professional Conduct and disciplinary procedures for those National Association members whose representatives fail to observe it.

### 5.2 Revision of Statutes

These Statutes shall remain in force until revoked or amended by a resolution passed by a majority of at least two-thirds ( $2/3$ ) of the Delegates Assembly eligible to vote, voting in favour to pass.

A complete version of any proposed change must be notified to all National Association members at least one (1) month before a vote by the Delegates Assembly.

In line with the provisions of these Statutes, the Board may develop Regulations as it considers necessary for the purpose of pursuing the objectives of EAPM. The approval of Regulations requires a majority of at least two-thirds ( $2/3$ ) of the Delegates Assembly eligible to vote, voting in favour to pass.

A complete version of any proposed change to the Regulations, or its so named successor, must be notified to all National Association members at least one (1) month before a vote by the Delegates Assembly.

Upon requisition of at least one third ( $1/3$ ) of Full National Association members a full or partial revision of these Statutes or the Regulations may be proposed.

### 5.3 Dissolution of EAPM

In the event of dissolution of the EAPM, any assets shall be donated to a public purpose in line with Swiss law.