



AHRMIO

**Association is the Association for Human Resources Management
in International Organizations**

**STATUTES OF THE Association is the Association
for Human Resources Management in International
Organizations (AHRMIO)**

Article 1

Name

The name of the Association is the Association for Human Resources Management in International Organizations (AHRMIO); it will hereinafter be described in these Statutes as the Association.

Article 2

Purposes

- 2.1 The Association is an international association of human resources practitioners working in international not-for-profit organizations.
- 2.2 Its purposes are exclusively to promote the study and dissemination of information in the field of human resources management in not-for-profit international organizations. Any reference in the present statutes to an international organization shall be understood as referring exclusively to not-for-profit international organizations. The Association may engage in any activity in order to promote human resources management in international organizations. In furtherance of these purposes, the Association provides a global forum where human resources practitioners, researchers, developers and students can meet and exchange views and develop their expertise
- 2.3 In promoting human resources management in international organizations, the Association has the following objectives:
 - to further the professional and cost-effective use of human resources management
 - to research and study priority human resources management concerns and to report thereon periodically to not-for-profit international organizations and the global human resources management community
 - to provide professional development opportunities in human resources management
 - to conduct conferences and other meetings to advance the state-of-the-art and the state-of-the-practice of human resources management in international organizations
 - to publish and distribute journals, newsletters, proceedings and other appropriate material on a non-profit basis to promote research in and to disseminate information about human resources management.

Article 3
Headquarters

The Association shall be registered in 26 avenue de la Praille, 1227 Carouge – Geneva

The exact address can be modified by the Board.

Article 4
Duration

The Association is created for an indefinite period of time.

Article 5
Autonomy/Liability

The Association shall be autonomous. Under no circumstances may any part of its net earnings inure to the benefit of any private individual.

Article 6
Membership

- 6.1 Individuals, international organizations and institutions with an interest in human resources management in international organizations may become members of the Association in accordance with the provisions of these Statutes.
- 6.2 There are two categories of members: voting and non-voting. The Board may create additional categories of membership at its discretion.

Voting members

- 6.3 The categories of voting membership of the Association shall consist of:
- (I) founding members: individuals which have joined the Association prior to 1.1.2000;
 - (II) individual members who shall be human resources practitioners as defined by the Board;
- 6.4 A voting member may authorize another person to act on his or her behalf by proxy in accordance with the Bye Laws. No person other than a member may be so authorized.

Non-voting members

- 6.5 Individuals, international organizations and institutions which have links to and interests in the human resources management of international organizations may become members without the right to vote.
- 6.6 Individual non-voting members may be individuals working with governments or with non-governmental organizations or be former voting members who are no longer current human resources practitioners as defined by the Board.

6.7 International organizations may be Advisory or Ordinary organizational members. Advisory members shall have the right to participate in the Advisory Council.

6.8 Institutional associate members may be (a) academic institutions, (b) private foundations, (c) national and international associations with a focus on the management of human resources, (d) other groups so designated by the Board.

Application for membership

6.9 Applications for all classes of membership shall be subject to review by the Association in accordance with criteria laid down by the Board and on the basis of the view of Credentials Committee. The decisions of the Board in respect of applications for membership shall be final.

End of membership

6.10 Membership shall end:

- (I) through the death of an individual or through the dissolution of an institution;
- (II) through resignation addressed in writing to the Executive Director;
- (III) through non-payment of fees in accordance with regulations drawn up by the Board;
- (IV) through expulsion by the Board for (a) serious misconduct (faute grave), (b) conduct bringing discredit to the Association, (c) violation of the Statutes or Bye-Laws, (d) such other reason as determined by the Board in the interests of the Association.

The Board's decisions thereon shall be final.

Article 7

The Organs of the Association

7.1 The Organs of the Association shall be those that are necessary to attain the Association's purposes and shall include:

- The Board
- The General Assembly
- The Advisory Council
- The Officers
- The Committees

Article 8
The Board

- 8.1 The Board shall be responsible for the management and control of the affairs and property of the Association. The purpose of the Board shall be (a) to ensure that the Association achieves its mission and goals, (b) to set policy and identify long-term and short-term goals to be implemented by the Executive Director and staff (c) to ensure the necessary financial resources and leadership to support the Association.
- 8.2 The membership of the Board shall be no more than 10. In accordance with the rules laid down in the Bye-Laws, nine members of the Board shall be elected by the voting membership of the Association. One of the members shall be elected by the Advisory Council. All members of the Board shall have the status of voting member of the Association as defined in Article 6.3 of these Statutes at the time of their election. The Executive Director and the Editor in Chief shall participate in the Board ex-officio. The Board may co-opt, in accordance with the Bye-Laws, others from among all categories of membership to assist in the work of the Board as required.
- 8.3 Any individual elected to the Board will take office immediately after election to the Board.
- 8.4 Only voting members in good standing shall have the right to vote for members of the Board as specified in these Statutes.
- 8.5 Board members will be elected to a three-year term and seat in their personal capacity. A Board member may be elected to a maximum of one additional consecutive three-year term. After an absence from the Board of at least one three-year period, he or she is eligible for re-election. The First Board will be nominated by the Preparatory Group for the creation of AHRMIO and annexed to the present statutes.
- 8.6 The participation of at least six elected members of the Board shall constitute a quorum at any meeting of the Board.
- 8.7 Upon a Board member's death, resignation, or inability to serve for any other reason, the unexpired portion of the Board member's term shall be filled by the Board by co-option.
- 8.8 The Board shall meet at least twice yearly, at such place or through such media and at such time as the Board may select. Written notice of the meetings of the Board shall be served not less than 30 days before the meeting. Each member must attend a minimum of one Board meeting per year. A member who fails to meet this minimum shall be replaced unless, at the discretion of the Board, application of this rule is waived due to extenuating circumstances.
- 8.9 Special meetings of the Board may be held provided written notice is served by the Executive Director, at least ten days in advance. The written notice shall state the date, time, place, medium and agenda of the meeting. Actions taken by the Board at any special meeting shall have the same force and effect as actions taken at the normally-convened meetings.

8.10 Unless otherwise restricted by these Statutes or by the Bye-Laws, actions may be taken by the Board without a meeting if all members of the Board consent thereto which shall be made known to the general membership of the Association by the Executive Director.

Article 9

The General Assembly

9.1 The General Assembly is composed of all the Members of the Association. The General Assembly shall meet every year at the time of Annual Conference held by the Association for the furtherance of technical knowledge and professional contacts.

9.2 The General Assembly is called by the Board. Any notice published in the Journal of the Association shall constitute due notice of convocation to all members of the Association.

9.3 During the Annual Conference, the present voting membership of the Association approves the nominations submitted by the Board in accordance with the Bye-Laws and approves the annual accounts of the Association.

Article 10

The Advisory Council

10.1 There shall be an Advisory Council. Council members shall be appointed by the Board in accordance with the Bye-Laws.

10.2 The purpose of the Advisory Council is to advise the Board on technical and program issues.

10.3 In making appointments to the Advisory Council, the Board shall take account of the need to ensure that each of the theme areas reflected in the Association's work program are effectively covered and that there is representation from (a) all the constituencies which make up the Association's membership, and (b) as broad a geographical spread as possible.

10.4 The Advisory Council shall meet at least once yearly and be presided over by the Chairperson of the Association.

Article 11

The Officers

11.1 The officers of the Association shall be the Chairperson, Vice-Chairperson, Treasurer and such others as the Board may deem advisable. No person shall serve in more than one capacity to execute knowledge or certify any instrument which is required by law or by these Statutes.

11.2 The Chairperson, Vice-Chairperson and Treasurer shall be selected from among individuals serving on the Board and appointed by the Board. Each shall serve for a term of one year; each term shall be renewable.

- 11.3 The Chairperson shall preside at all meetings of the members of the Association and of the Board, shall represent the Association and have general supervision and direction of all other officers.
- 11.4 At any time during the absence or disability of the Chairperson, the Vice-Chairperson shall exercise the functions of the Chairperson and, when so acting, shall have such powers and be subject to such restrictions as the Chairperson.
- 11.5 The Treasurer is in charge of the sound financial administration of the Association. He/She shall preside the Finance Committee.

Article 12
Executive Director

An Executive Director shall be appointed by the Board to administer the day to day affairs of the Association, under terms and conditions to be established by the Board. He or she shall assist the officers of the Association in discharging their responsibilities and shall report to the Chairperson of the Association. The Executive Director shall keep a record of membership, give notice of meetings, attend all sessions of the Board, record all votes and provide for the taking of a record of meetings.

He or she shall have such other powers and duties as are prescribed by the Board, including the appointment of staff and the commitment of funds as approved in the annual program of work.

Article 13
The Committees

- 13.1 The Board shall appoint a Credentials Committee comprised of one representative from each category of voting membership and one representative of the Advisory Council nominated by the Board. The Committee will be chaired by the Chairperson of the Association. After a period of 10 years, participation of a founding member in the Credentials Committee can be replaced by another voting member.
- 13.2 The Credentials Committee shall be responsible to the Board for: (a) making recommendation to the Board on the criteria for membership in the Association; (b) making determinations in respect of requests for membership falling outside the established criteria; (c) screening nominations for election to the Board to ensure that a judicious balance is maintained in the membership of the Board.
- 13.3 The Board shall appoint a Finance Committee composed of the Treasurer and four other members nominated by the Board. The Treasurer will chair the Finance Committee, which will ensure sound financial administration of the Association in keeping with these Statutes and the Bye-Laws of the Association.
- 13.4 The Board may appoint such other committees as it deems necessary to conduct the work of the Association effectively.

Article 14
Fees and assessments

The Board shall have the authority to levy fees and assessments on all members of the Association in order to support the Association's activities.

Article 15
Designated Contributions

The Board, or any officers of the Association, subject to the ratification of the Board, may accept on behalf of the Association contributions, gifts, or bequests made to support the Association's activities.

Article 16
Conflict of interest

The Board shall by resolution adopt a conflict of interest policy applicable to officers, members of the Board and other committees, and employees, that shall define conflicts of interest (including competing financial interests), require that conflicts be disclosed and the conflicted person be excluded from any decision-making with regard to the matter.

Article 17
Amendments

Proposals to amend or repeal these Statutes shall be submitted to all the voting members of the Association, half of which have to reply to this proposal in order for it to be valid. Such proposals will only be adopted if at least half the voting membership respond to the ballot and of these at least two-thirds support the proposal.

Article 18
Dissolution

Should the Association be dissolved, assets remaining after payments or provisions for debts shall be paid over to one or more organization, to be selected by the Board, whose purposes are similar to those of the Association.

Article 19
Record keeping

The Executive Director shall keep or cause to be kept adequate minutes of all Board or other Committee meetings.

Article 20
Accounts

Annual accounts shall be prepared and audited. They shall be approved by the Board and presented to the General Assembly for adoption.

Article 21
Bye-Laws

The Board shall establish and adopt Bye-Laws which will complement these statutes.

Article 22
Interpretation

In case of litigation in interpreting the present statutes, the French text shall prevail.

**STATUTES ADOPTED BY THE GENERAL ASSEMBLY OF
12TH SEPTEMBER 2010**