

Articles of Association

International Critical Management Studies

Non-profit association ("ASBL")

CONSTITUTION

Date: 27 January 2020

The undersigned:

1. Alessia Contu, 42 Verndale Street Brookline 02446 MA, United States of America,
2. Hadar Elraz, 4 Salisbury Court West Road, Lancaster, LA1 5PE, United Kingdom,
3. Felicity Rose Camilla Heathcote-Márcz, 48 Haydock Avenue, Sale, Cheshire, M33 4GX, United Kingdom,
4. Albert Mills, 14 Lakemist Court, Dartmouth, NS B3A 4Z1, Canada,
5. Maria Ceci Araujo Misoczky, Duque de Caxias 707 / 703, Porto Alegre - RS, CEP 90010.282, Brazil,
6. Damian Paul O'Doherty, 49 Longley Lane, Manchester, M22 4JD, United Kingdom,
7. Craig Prichard, 18 Bowen St, RD 2, Linton, Palmerston North, New Zealand,
8. Chikaki Sugihara, 21-5 Maruyama-cho, Shibuya-ku, Tokyo 150-0044, Japan,
9. Hugh Christopher Willmott, 68 Fowlmere Road, Heydon Royston, Hertfordshire SG88PU, United Kingdom,
10. Patrizia Zanoni, Cardenberch 19, 3000, Leuven, Belgium,

have all agreed to establish a non-profit association in accordance with the law of 27 June 1921, the articles of association of which are set out below:

TITLE 1

Name, registered office

Article 1

The association is named "International Critical Management Studies", abbreviated to ICMS. The complete name or its abbreviated form may be used together or independently and must always be immediately preceded or followed by the words "Vereniging zonder winstoogmerk" (non-profit association) or the initials "vzw"/ASBL.

Article 2

Its registered office is located at Wijnpersdreef 38, 1190, Brussel, in the judicial district of Brussels.

TITLE 2

Purpose

Article 3

The purpose of ICMS is to provide a society for persons of all nationalities concerned with or interested in critical investigations of management and organisation.

More specifically, ICMS has the purpose to:

- Provide a global network in the field of critical work in management and organisation theory, research and practice;
- Provide a forum for research presentations and discussions, provide a platform for starting up and running working groups on critical work in management and organisation theory, research and practice;
- Encourage and support publication outlets for high quality research and reports;
- support junior researchers in the field of critical management and organization studies;
- Foster a broad variety of approaches and research issues in management and organisation theory, research and practice;
- Encourage debate across traditional academic disciplines and boundaries in management and organisation theory, research and practice as well as across the cultural milieus in which they are embedded;
- Facilitate the interaction of all its members;
- Generate new thinking in the teaching of critical management and organisation theory, research and practice including comparative international practices; and
- Engage with private, public and civil society organizations, and the general public on themes, issues and values pertaining to critical management and organisation theory, research and practice.

The association may provide financial, material, and other support to physical persons and legal entities carrying out programmes and activities that further the goals and objectives of the association. The association may use any means which directly or indirectly contribute to the achievement of the association's purposes.

In implementation of the above-mentioned, the association may amongst others acquire any property or rights in rem, lease, rent, recruit personnel, conclude any agreements, collect funds, and in short, perform any activities or have them performed which justify its purposes. In this respect, the association may undertake commercial activities to achieve its aims.

Article 4

The association is constituted for an unlimited duration.

TITLE 3

Members

Article 5

The association is made up of full members.

The number of full members may not be less than three. Full members shall enjoy full rights as granted by law and by the present articles of association.

The following shall be full members:

1° Founding members;

2° Regular members. Any member who is admitted as a full member by decision of the General Assembly approved by a simple majority supporting admission of the candidate member;

3° Honorary members. Honorary members are named by the Board following consultation and suggestions from the members. They have all rights of regular members.

Founding members, regular members and honorary members have the right to vote.

Article 6

Any individual professionally concerned with or interested in critical investigations of management and organisation theory, research and practice is eligible for regular membership of ICMS.

Anyone who wishes to become a member of the association must submit a written request to the Chair of the Board containing information as prescribed by the Board. Such applications shall be approved by the General Assembly.

Honorary members are elected by the General Assembly. They have all the rights of regular members.

Article 7

A member of the Association shall cease to be a member:

- a) upon request of the member, three months after notice is given to the Board in writing;
- b) automatically when membership fees remain outstanding in the six months following their due date and after two requests for payment, unless the Board considers there to be extenuating circumstances;
- c) if s/he otherwise ceases to qualify for membership. Any member can be excluded by the Board with a majority of two thirds of the votes. The member is to be given an opportunity to present his/her arguments of defence before a final decision is taken. The exclusion is subject to the ratification by the General Assembly.

Article 8

Members who have resigned or who have been suspended or excluded, as well as the heirs or beneficiaries of a deceased member, shall have no rights to the assets.

They cannot demand or require statements, renderings of account, the affixing of seals or inventories, nor the reimbursement of contributions paid.

Article 9

The association shall maintain a register of full members.

TITLE 4 ***Contributions***

Article 10

Members shall pay annual contributions not higher than 100 euro. In extenuating circumstances, the Board may decide to waive part or all of a Member's annual membership fees.

TITLE 5 ***General Assembly***

Article 11

The General Assembly is made up of all members.

It shall be chaired by the Chair of the Board, or, in his/her absence, by the Deputy Chair.

Article 12

The General Assembly is the sovereign power of the association. It shall have the powers explicitly granted by the law of 23 March 2019 and more specifically Title 2, Article 9.12, or by these articles of association.

In particular, its powers shall include:

- the definition of the general policy of the association;
- amendment of the statutes of association;
- the election and dismissal of Board members;
- the election of honorary members;
- as necessary, the nomination and dismissal of auditors and establishment of their remuneration should this be awarded;
- the adoption of budgets and accounts reported by the Board;
- the voluntary dissolution of the association;
- the ratification of decisions by the General Assembly to exclude members.

Article 13

The General Assembly is convened by the Board at least once a year. An extraordinary meeting of the General Assembly may be convened at any time by decision of the Board and by at least one fifth of the members request it. The meeting and any voting involved can be held face-to-face and also online.

Each meeting will be held on the date, and at the time and place stated on the invitation.

All members must be invited.

Article 14

The General Assembly shall be convened by the Board by email addressed to each member referred to in article 15 of the articles of association at least 8 days prior to the Assembly. In all cases, the notice of the meeting shall list the agenda.

Any proposal signed by 1/5 of the members must be added to the agenda.

Except in the cases provided for in the law, the Assembly may validly deliberate on points that are not listed on the agenda.

Article 15

Each member has the right to attend the Assembly.

Article 16

All members have equal voting rights at the General Assembly, each having one vote.

Article 17

Resolutions shall be passed by simple majority vote of those present, except when provided otherwise by law or by the present articles of association, with the chair casting the deciding vote in the case of a tie.

Proposals for amendments to the Statutes can be submitted by the Board or by a group of at least the majority of the members.

The Board will bring the proposed amendment to the attention of the members not less than three months before the date of the annual General Assembly called to approve of it.

At least two thirds of the votes of the membership is required to pass a resolution involving an amendment of the Statutes.

Article 18

The decisions of the General Assembly may be taken by consent of the members expressed in writing according to the conditions laid down by the Board or as described in the Internal Regulation in the event that these exist.

Article 19

The General Assembly may only validly deliberate on the dissolution of the association or the amendment of the articles of association in accordance with Title 4, heading 2, articles 5.101 of the law of 23 March 2019.

Any amendment of the articles of association or decision concerning the dissolution must be filed at the registry of the commercial court and published in the annexes to the *Moniteur belge*.

Article 20

The decisions of the General Assembly shall be recorded in the minutes signed by the chair and one Board member. These minutes shall be kept at the registered office and made accessible to all members. Any members or third parties whose interests are justified may request extracts from the minutes signed by the Chair of the Board and by one other Board member.

TITLE 6 ***Board***

Article 21

The association shall be governed by a board consisting of at least three and maximum nine members. However, the number of Board members shall always be lower than the number of full members of the General Assembly.

The Board members shall be elected by the General Assembly for a term of four years, revocable at any time by the latter. Each calendar year, two to three seats of the Board will become vacant, depending on the number of Board members whose mandate expires at the end of that calendar year. The Board will announce the vacancy and encourage candidates from various parts of the world to step forward as candidates. The General Assembly will elect the new members by on-line secret ballot at least one month before the seats on the Board become vacant. Retiring Board members are eligible for re-election by the General Assembly for a maximum of two consecutive terms.

At no time will the Board contain more than four members affiliated to institutions located on one and the same continent. If, as a result of a ballot, this is the case, the election of the candidate affiliated to institutions located on one and the same continent who received the least votes is void. The candidate affiliated to an institution located on another continent with the next highest number of votes is elected.

Board members' mandate expires in the event of death, resignation or dismissal.

Article 22

In the event that a mandate is open, a Board member may be appointed provisionally by the General Assembly. In this case, s/he shall complete the mandate of the Board member being replaced.

Article 23

The Board shall appoint a Chairperson from among its members, as well as, potentially, a Deputy Chairperson, a Treasurer and Secretary. In the absence of the Chair, his/her functions shall be performed by the Deputy Chairperson.

Article 24

The Board shall meet at the invitation of the Chair or of any two Board members. Meetings can occur face-to-face or by means of information technology. Any Board member may give a proxy to any other Board member, each Board member being limited however to holding a total of two proxies per Board meeting.

The Board may only validly act if the majority of the members are present or represented. Its decisions shall be taken by absolute majority of votes present or represented, with the Chairman or his/her substitute having the casting vote.

Article 25

The Board has the broadest powers for the administration and management of the association. The sole exclusions from its competence shall be those acts reserved for the General Assembly by law or by the present articles of association.

Article 26

The Board shall, either itself or through mandataries, appoint as well as dismiss all agents, employees and staff members for the association. It shall determine their occupation and their treatment.

Article 27

Legal proceedings in the capacity of plaintiff as well as defendant shall be brought or supported on behalf of the association by the Board according to the conditions provided by article 28 of the articles of association.

Article 28

The representation of the association in acts which commit the association, aside from the day-to-day management, shall be signed, in the absence of a special committee of the Board, by any two Board members who do not have to justify their powers towards third parties. The bank account may be opened by any single Board member acting alone.

Article 29

The Board members, and the persons appointed for the day-to-day management, shall not contract any personal obligation by virtue of their function, and shall only be responsible for the execution of their mandate.

Article 30

Acts relating to the appointment or termination of the functions of the Board members, persons appointed for day-to-day management and persons authorised to represent the association shall be filed with the clerk of the commercial court for publication in extract in the annexes to the *Moniteur belge*.

TITLE 7

Internal Regulations

Article 31

Internal Regulations may be presented by the Board to the General Assembly. Modifications to these regulations may be made by the General Assembly by a 2/3 majority vote of members present or represented.

TITLE 8

Miscellaneous Provisions

Article 32

The fiscal year shall begin 1 January and end on 31 December.

Article 33

The annual accounts for the past year and the budget for the following year shall be submitted annually to the General Assembly for adoption.

Article 34

Without prejudice to the law, the General Assembly may appoint an auditor, who may or may not be a member, to review the accounts of the association and to present his annual report. The General Assembly shall determine his term of office and his remuneration.

Article 35

In the event of dissolution of the association, the General Assembly shall appoint a liquidator or liquidators and shall determine their powers and indicate the allocation of the net assets of the association.

Article 36

In all cases of voluntary or judicial dissolution, at any time, or for any reason whatsoever, the net assets of the dissolved association shall be allocated to a non-profit purpose in line with the spirit of the association.

Article 37

The working language of the Association is English. All statutory documents will be made available in French as required under Belgian law.

Article 38

Any matter that has not been explicitly provided for in the present articles of association shall be governed by the law of 23 March 2019 governing non-profit organisations.

Transitional Provisions

The General Assembly has at the present time elected as Board members:

1. Patrizia Zanoni, born in Bolzano (Italy), March 22, 1972, and residing at 19 Cardenberch, 3000 Leuven, Belgium, whose mandate will expire on 31.12.2020.
2. Grahame Craig Prichard, born in Waverley, Taranaki (New Zealand), May 9, 1962, and residing at 18 Bowen St, RD 2, Linton, Palmerston North, New Zealand, whose mandate will expire on 31.12.2020.
3. Alessia Contu, born in Iglesias (Italy), March 23, 1972 and residing at 42 Verndale Street Brookline 02446 MA, United States of America, whose mandate will expire on 31.12. 2021.

4. Hugh Christopher Willmott, born in Woodford, Essex (United Kingdom), September 17, 1950, and residing at 68 Fowlmere Road, Heydon Royston, Hertfordshire SG88PU, United Kingdom, whose mandate will expire on 31.12. 2021.
5. Hadar Elraz, born in Kfar-Saba (Israel), on September 15, 1977, and residing at 4 Salisbury Court West Rd, Lancaster, LA1 5PE, United Kingdom, whose mandate will expire on 31.12.2022.
6. Albert Mills, born in London (UK), 22, November, 1945, and residing at 14 Lakemist Court, Dartmouth, NS B3A 4Z1, Canada) whose mandate will expire on 31.12.2022.
7. Maria Ceci Araujo Misoczky, born in Sant'Ana do Livramento (Brazil), August 5, 1954, and residing at Rua Duque de Caxias 707/703, Porto Alegre (CEP 90010.282 - Brazil) whose mandate will expire on 31.12.2023.
8. Chikaki Sugihara, born in Osaka (Japan) on June 8th, 1961, and residing at 21-5 Maruyama-cho, Shibuya-ku, Tokyo 150-0044, Japan, whose mandate will expire on 31.12.2023.
9. Felicity Rose Camilla Heathcote-Márcz, born in St. Albans (United Kingdom), November 18, 1990, and residing on 48 Haydock Avenue, Sale, Cheshire, M33 4GX, United Kingdom, whose mandate will expire on 31.12.2023.

Qualified as above, who accept this mandate.

The Board members have appointed as:

- Co-chair: Albert Mills, who accepts.
- Co-chair Chair: Maria Ceci Araujo Misoczky, who accepts.
- Treasurer: Patrizia Zanoni, who accepts.
- Secretary: Alessia Contu, who accepts.

Exceptionally, the first financial year will run from the date on which the Association acquires legal personality and shall end on 31 December 2020.

The General Assembly mandates Louise Hilditch, Local Knowledge VOF established at Wijnpersdreef 38, 1190, Brussel, to sign, file and have published all acts and documents necessary or useful to execute the above-mentioned decisions (including the signature of all documents and forms for publication in the Belgian official journal).

Drawn up in Brussels

In 12 copies, on 27 January 2020

Alessia Contu

Hadar Elraz

Felicity Rose

Camilla Heathcote-Márcz

Albert Mills

Maria Ceci Araujo Misoczky

Damian Paul O'Doherty

Craig Prichard

Chikaki Sugihara

Hugh Christopher Willmott

Patrizia Zanoni