



ESAE INTERNAL RULES 2021

1. Purpose

These Internal Rules are supplementary and subordinate to the ESAE Statutes, and in case of contradiction between the Internal Rules and the Statutes, the latter shall prevail.

2. Membership (see article 5 of the [Statutes](#))

2.1 Eligibility

Not more than one person associated with the same for-profit legal entity can be a member of ESAE. If more than one person associated with the same for-profit legal entity wish to be involved with ESAE, they shall be encouraged to become partners, without voting rights.

2.2 Request to change Membership Category

Members can upgrade their ESAE Membership category by a written request to the Person in charge of the Daily Management and by paying the price difference. Members to downgrade the category to which they belong, shall submit in writing to the Person in charge with the Daily Management their request, no more than 3 months after the start of the calendar year.

3. ESAE Member Participation Groups

Opportunities for ESAE members to voluntarily participate are divided into two categories: the **Governing Bodies** and the **Communities of Practice**. Both report directly to the ESAE Board in writing or in person.

3.1 The **Governing Bodies** comprise of *Task Forces* and *Committees*.

The *Task-Forces* are ad-hoc groups with a clear mission and end date. They are dissolved at their end date, once their mission is completed or upon decision of the ESAE Board. The ESAE Board may appoint Task Force leaders to ensure good governance and planning. In case a Task Force exists longer than 12 months, renewed consent for an extension must be given by the Board.

The ESAE *Committees* are permanent groups within the Association, charged with a recurring task. The composition of the Governing Bodies is decided by the ESAE Board. ESAE members may be appointed to be members of an ESAE Committee or a Task Force in accordance with their functions within the Association.

3.2 **Communities of Practice**

Communities of Practice (or *Communities*), are groups of ESAE members based on different interests and profiles. Each Community has its own subset of Rules of Reference compliant with the Internal Rules. in



case of absence of Rules of Reference, the ESAE internal rules apply. Their general outline is compiled by the ESAE Board and adapted by the Community Leaders to each Community according to their needs.

3.2.1 Any ESAE member is eligible to apply and be part of any ESAE Community. The eligibility criteria for each Community are set by the ESAE Board and are carried out by the Community Leaders. For the purposes of the ESAE Internal Rules, the ESAE *Leadership Circle*, falls under the *Communities* category.

3.2.2 Objectives of the Communities

Every ESAE Community aims to:

- A. Provide a networking platform for Professionals working for European and International Associations under the corresponding topic of Association Management.
- B. Offer and lead, in collaboration with ESAE Board, in-person and online educational opportunities dedicated to the Professionals working for European and International Associations under the corresponding topic.
- C. Create a framework where professionals can exchange case studies and relevant updates.
- D. Give advice to the Board on how to create value for ESAE members interested in the provided topic.

3.2.3 Composition of the Communities

- A. There is no cap to the number of ESAE members that can be part of an ESAE Community.
- B. Community members are expected to actively participate in the Community's activities.

3.2.4 Community Meetings

- A. Each Community is advised to meet at least twice a year in person or by conference call.
- B. No specific quorum is needed for the meetings to take place.

3.2.6 External Communications

- A. The Community Leaders can communicate externally in relation to the objectives of the committee but not on the overall strategic vision of the Association.
- B. It is recommended to liaise with the Board in case of delicate communication requests.

3.2.7 Decision-making process

- A. Communities of Practice decisions are made by simple majority of those present, although it is highly encouraged to look for consensual decisions whenever possible.
- B. Co-chairs can escalate complex decisions to the Board if need be.

3.3 Confidentiality

All discussions among ESAE's Governing Bodies are of confidential nature. All discussions among ESAE's Communities of Practice abide by the Chatham House rule.

4. Appointment and Terms of Community Leaders

4.1 Appointment, Duration and Resignation

All Community Leaders and Chairs of ESAE Committees are appointed by the ESAE Board by consensus. If no consensus can be reached, a two third majority of those present applies. The terms of office for the Governing Bodies chairs shall coincide with the time scope of the Task Force and shall not exceed 2 years. The terms of office for all Community Leaders of the Society are set to 2 years, renewable once, set to coincide with the terms of the President and Vice Presidents. The Community Leaders, Task Force and Committee Chairs are free to resign from their office at any time by submitting, via special means of communication, their resignation to the President.

5. ESAE Board Eligibility

Any ESAE full member serving in an executive role within their Association or Society is eligible to be elected to the ESAE Board. Employees of Organisations that provide services to Associations, are not eligible to be elected to the ESAE Board. Exceptions to this rule can be made by consensus of the Board.

6. ESAE Activities Code of Conduct

Every ESAE member commits:

- To honor the mission and vision of the Society and its members.
- To support ESAE's work, and help promote the Association Management profession in a European and International level.
- To treat their colleagues with respect and apply professional conduct in person or online.
- To abide by the ESAE Statutes and Internal Rules.
- To avoid conflicts of interest and activities for personal advantage to the detriment of the Society or its members.
- To actively contribute to the Community and take accountability to deliver on commitments.

7. Partnerships (see article 13 of the [ESAE Statutes](#))

Any for-profit and not-for-profit legal entity can express their interest to become partner of ESAE and assist the society financially or in-kind to help achieve its goals. ESAE Partners must refrain from developing activities in competition with ESAE or from supporting other entities acting in a competitive way or contrary to ESAE's mission and goals.

The person entrusted with the daily management is charged with negotiating new partnership agreements and the renewal of existing ones, and reports accordingly to the ESAE Board.

8. Alliances

The Person entrusted with the Daily Management, in coordination with the ESAE President, is charged with negotiating new alliance or collaboration agreements and the renewal of existing ones, and reports accordingly to the Board of Directors that takes the final decisions.

The ESAE Member Participating Groups shall forward all alliance-building inquiries to the Person entrusted with the Daily Management for review and further actions.

9. Conflicts of Interest

In the event that a member of the Board has a direct or indirect interest of a financial nature contrary to a decision to be taken by the Board or to a transaction to be decided upon by the Board, such Board member shall immediately notify the other Board members of their conflict of interest. The minutes of the Board shall reflect such Board member's declaration as well as the justifications relating to the conflict of interest. A Board member faced with a conflict of interest shall not be entitled to take part in the deliberation of the Board and shall not be entitled to vote on the decision giving rise to the conflict of interest.

10. Person entrusted with the Daily Management

10.1 Title

The ESAE Board decides on the title of the Person entrusted with the Daily Management.

10.2 Attendance of Meetings

Within the limits of the budget of the Association, and taking into account the strategy of the Association, the person entrusted with the Daily Management may attend ex officio the meetings of any body, Committee, Community or Task Force of the Association.

10.3 Signing of contracts

The Person entrusted with the Daily Management may sign contracts on behalf of the Society. The ESAE Board determines the maximum financial amount the Person entrusted with the Daily Management is allowed to transact on behalf of the Society.

10.4 Representation

The President and the Person entrusted with the Daily Management represent the organisation publicly, and in external meetings. Other Board members can represent the association with explicit mandate by the Board.



11. Employee Conduct

The employees shall not divulge to any party whatsoever, or use for their personal benefit, directly or indirectly, the inventions, methods, particularities, or business information of ESAE, either during the validity of their contract or thereafter. The employees also undertake to abstain from any act, speech or writing which could undermine the reputation of ESAE during the validity of their contract.

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ESAE Internal Rules
December 2021