

International Association for Accounting Education and Research (IAAER)

CONSTITUTION

As revised, July 2004, August 2006, and August 2009
Approved by IAAER Membership, August 4, 2009

ARTICLE I - NAME

1. The name of the organization is the "International Association for Accounting Education and Research (IAAER)" (hereafter called (the Association)).

ARTICLE II - MISSION AND OBJECTIVES

1. The Association shall operate as a nonprofit organization exclusively for educational, research, and charitable purposes on a worldwide basis.
2. The mission of the IAAER is to promote excellence in accounting education and research on a worldwide basis and to maximize the contribution of accounting academics to the development and maintenance of high quality, globally recognized standards of accounting practice.

ARTICLE III - MEMBERSHIP

1. The Association shall be an association of organizations dedicated to and individuals engaged in teaching and/or research in accounting.
2. Membership shall consist of the following categories:
 - i) Regular Members - individual persons interested in promoting accounting Education and research in all its branches and related disciplines.
 - ii) Academic Accounting Association members – national or regional academic associations primarily composed of persons engaged in teaching and/or research in accounting in all its branches and related disciplines.
 - iii) Professional Accountancy Association members - non-academic organizations interested in promoting accounting education and research in all its branches and related disciplines.
 - iv) Affiliate members – Centers, research institutes, conferences, and other organizations not in the above categories that promote accounting education and research
3. Each member of the Association under the categories specified in paragraph 2 of this Article III shall have one vote at general membership meetings or special membership votes. Members shall have the right to vote in the election of the officers of

the Association. Members shall be given the opportunity to participate in the functions of the Association and receive reports of the work of the Executive Committee, the Board of Advisors, and appointed task forces and committees.

4. Application for membership in the Association shall be provided in writing to the Vice-President, Administration or administrative office in such form as the Executive Committee may prescribe. The Vice-President, Administration shall approve those who are clearly qualified for membership and shall refer those not so qualified to the Executive Committee. In the event that proof of eligibility is requested, it is the responsibility of the applicant to provide such proof.

5. Membership in the Association is not transferable. Membership in the Association may be terminated for cause by the Executive Committee, including but not limited to nonpayment of dues, after the member so terminated has been given 30 days' notice of the reason for such termination. Such terminated member shall remain liable to the Association for any dues or charges payable at the time of termination.

ARTICLE IV - ORGANIZATIONAL STRUCTURE

1. The officers of the Association shall be:
 - i) President
 - ii) Vice-President, Administration
 - iii) Vice-President, Finance
 - iv) Vice-President, Education
 - v) Vice-President, Research
 - vi) Vice-President, International Conferences
 - vii) Vice-President, Practice
 - viii) Vice-president, Membership
 - ix) Vice-President, Communications
and up to eight Vice-Presidents at-large, representing Academic Accounting Associations and up to two Vice-Presidents at-large assigned special responsibilities.
 - x) Immediate Past-President
2. The term of office for the officers shall be two years. The officers shall be eligible for one additional term. The Vice-Presidents at-large should be nominated annually by their Academic Accounting Associations to fill the Association's two year term.
3. The Executive Committee shall consist of the Association's officers
4. The appointment and terms of the Editors of the Association's official journals shall be determined in accordance with agreements with the publishers that have been approved by the Executive committee. The editors of the journals shall be members of the Executive Committee ex officio.

5. The Board of Advisors shall consist of up to five Past Presidents of the Association and up to seven additional members from education and practice, who are not members of the Executive Committee. The additional members shall be nominated by the Past Presidents and elected by the Members of the Association and shall have a term of office of two years and may be re-elected twice.

ARTICLE V - ELECTION OF OFFICERS

1. The Nominations Committee shall consist of five members of whom two shall be vice-president at large members of the Executive Committee, one shall be the immediate past President who shall chair the committee, and two shall members of the Board of Advisors. Members shall be appointed by the chair, with the approval of the Executive Committee.

2. The Nominations Committee shall prepare a single slate of candidates for election as officers, to include the nominees for the Vice-Presidents at-large who shall be provided from representatives of the Academic Accounting Associations giving regard to the size of the association membership as the primary criterion and with due consideration to region and contribution to Association activities. The slate shall be presented at general membership meeting and distributed to the general membership prior to the meeting at which the election is held. A simple majority (50% plus one) at an officially convened general membership meeting is required to elect the officers.

3. If an officer position is vacated by reason of resignation in writing to the President, by incapacity as determined by a court, by death, or by a resolution passed by two-thirds of the Executive Committee, the Nominations Committee shall nominate a candidate for the vacated officer position for election to be held at a general business meeting. Officer vacancies shall be filled by the Executive Committee until the time of the election. Cause for vacating an officer position by resolution of the Executive Committee may be absence at two consecutive Executive Committee meetings without reason deemed adequate.

ARTICLE VI - MEETINGS

1. The Executive Committee shall be convened at a convenient time or times, shall be chaired by the Association President or the President's designee, and shall decide on the dates and places of general membership, Executive Committee meetings—and other administrative matters.

2. The Board of Advisors shall meet at least annually and shall be Chaired by a member elected by the Board.

3. An annual general membership meeting shall be convened at which reports of activities shall be provided. The elections of officers shall be held at annual meetings. A

minimum of twenty voting members shall constitute a quorum for the meeting. General membership meetings shall be chaired by the Association President or the President's designee. Notification of the meeting details, including meeting date, time, and location; agenda; nominees of officers; amendments to the constitution; and other matters to come before the membership; shall be made at least 30 days in advance and shall be deemed to have taken place when posted to the Association's web site.

4. The Executive Committee, the Board of Advisors, and Association committees or task forces may permit a member to participate in a regular or special meeting through the use of any means of communication, including electronic mail, telefax, or other mode of telecommunications. A member participating in a meeting by such means shall be considered to be present in person at the meeting.

5. The Executive Committee, the Board of Advisors, or Association Committee or Task Forces may take actions without a physical meeting or simultaneous meeting provided notification of issues and proposed actions are communicated by electronic mail, telefax, or other mode of telecommunications to all members in a reasonable time for such members to respond to the Chair of the committee.

6. Except as otherwise noted, actions of the Executive Committee, the Board of Advisors, or Association Committee or Task Forces may be approved by majority vote of members present, including those voting by electronic mail, telefax, or other mode of telecommunications.

ARTICLE VII – OFFICERS AND COMMITTEES

1. The President shall be the chief executive officer of the Association and shall preside at all meetings of the Executive Committee, and the general membership. The President shall have the general and active management of the affairs of the Association and shall see that all orders and resolutions of the Executive Committee are carried out. In the absence or disability of the President, a Vice-president designated by the Executive Committee shall perform the duties and exercise the powers of the President.
2. The Vice-President, Administration shall be empowered to carry out the administrative affairs of the Association and shall attend all meetings and act as clerk thereof and record all votes and minutes of all meetings in the records to be kept for that purpose. The Vice-President, Administration shall give or cause to give notice of all meetings of the Executive Committee and general membership. In the absence of the Vice-President, Administration at a meeting, the President shall appoint a member to carry out the Vice-President, Administration's responsibilities.
3. The Vice-President, Finance shall act on behalf of the Executive Committee to carry out the requirements under Article VIII below. This duty includes ensuring that full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Association are kept and that all moneys, securities, and other valuable effects are deposited in the name and to the credit of the Association in such an institution as may be designated by the Executive Committee from time to time. The Vice-President, Finance shall determine that funds of the Association are disbursed by proper authority and shall render an accounting of all the transactions and statements of financial position and cash flow at the regular meetings of the Executive Committee. The Vice-President, Finance shall also determine that a proper audit of the accounts has been undertaken.
4. The Vice-President, Education, shall appoint and chair a standing Education Committee. The Education Committee shall develop and administer the continuing educational programs of the Association.
5. The Vice-President, Research, shall appoint and chair a standing Research Committee. The Research Committee shall develop, administer, and coordinate research conferences and research publications sponsored by the Association or in collaboration with other accounting organizations.
6. The Vice-President, International Conferences, shall appoint and chair an organization and planning committee and administer all activities related to international conferences sponsored by the Association.

7. The Vice-President, Practice, shall appoint and chair a Practice Committee with duties and responsibilities to be determined in cooperation with the presidents or designated representatives of the Professional Accountancy Association members.
8. The Vice-President, Membership, shall appoint and chair a Membership Committee. The Membership Committee shall establish relationships and foster membership in the Association.
9. The Vice-President, Communications shall edit COSMOS Accountancy Chronicle, maintain the Association web site, and coordinate relations with the editors and publishers of the official journals of the Association.
10. The Vice-President(s) at Large shall be assigned duties and responsibilities, as the Executive Committee shall designate.
11. The Past-President shall be the Association's immediate past president and serve as Chair of the Nominating Committee and in other functions, as appropriate, at the request of the President or Executive Committee.
12. The Executive Committee shall manage, control, and conduct the affairs of the Association. The Executive Committee implements policies established by the Executive Committee.
13. The Executive Committee may appoint special committees and/or task forces from time to time as appropriate. For each special committee or task force, the President shall appoint a Chair, who in cooperation with the President, shall appoint the committee members to serve for the duration of the deliberations and submissions of committee or task force report. The mandate and term of office of any special committee or task force shall be determined by the Executive Committee, as appropriate.
14. The Board of Advisors shall provide advice to the Executive Committee on matters concerning the governance and strategy of the Association including fund raising, leadership, the performance of officers and Committees, membership, finances, research, international conferences and communications. The Board of Advisors shall not have the authority to bind IAAER into any contracts or to commit or disburse the funds of the Association.
15. No member of the Association who is a member of a standing or special committee or who is involved in an Association publication shall receive compensation for duties performed on behalf of the Association, but such member may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Executive Committee.
16. The Founder's Award is given periodically, but at least at every World Congress, to an individual who has provided distinguished service to IAAER but who is not currently

a member of the Executive Committee. The nominee for the Founder's Award is put forward by the Nominating Committee and approved by the Executive Committee.

ARTICLE VIII. FINANCES

1. The Executive Committee shall see that all necessary books and records of the Association are regularly and properly kept and may invest funds of the Association in such a manner as may be determined from time to time.
2. All checks issued or endorsed in the name of the Association shall be signed by such person or persons of the Association as the Executive Committee may from time to time designate by resolution. All funds of the Association shall be deposited to its credit in such bank, banks, or other depositories as the Executive Committee may specify.
3. The Executive Committee may accept on behalf of the Association any gift, bequest, devise or other contribution for the purposes of the Association.
4. An auditor shall be appointed each year by the Executive Committee and shall render a report to the Executive Committee and general membership. The remuneration of the auditor shall be fixed by the Executive Committee.
5. The financial year of the Association shall end on the last day of December in each year.

ARTICLE IX AMENDMENT

1. The constitution of the Association may be repealed or amended by a resolution passed by a majority vote of the Executive Committee and sanctioned by an affirmative vote of at least two-thirds of the members present at an annual or special membership meeting called for the purpose of considering the repeal or amendment of the by-laws. Proposed changes shall be available to members prior to the meeting at which they are to be voted on. Special membership meetings may be held by mail or by electronic communications.
2. The amendments shall become effective upon approval by the members at the annual or special membership meeting.