



Membership & Governance Charter

I. About ABIS

ABIS is a unique and growing alliance of companies, business schools and academic institutions committed to understanding and integrating Business in society into Research and Education.

Launched in 2002 with the support of the European Commission, and already with members from over 100 leading companies, business schools, universities and affiliated organisations, ABIS' focus is European, but with an inclusive and increasingly global outlook in developing the knowledge and skills for today's and tomorrow's managers on business in society issues.

II. Mission, Values and Objectives

Our mission is to build bridges and strengthen collaboration between the corporate and academic worlds to accelerate systematic change in business education and practice.

We create platforms and innovation spaces which enable our members to co-develop new knowledge, as well as education and learning frameworks that will enhance the business contribution to society.

ABIS as an organisation measures its strategic activities, governance and membership by its performance against five core values:

INCLUSIVENESS • INTEGRITY • TRUST • TRANSPARENCY



III. Activities

ABIS aims to achieve its mission through the development and implementation of two activity pillars:

- ✓ **Research & Knowledge Development**
Creation through research and dialogue, translation through publications and synthesis, and dissemination through networks, communications & events.
- ✓ **Education & Learning**
Systematic change in mainstream programmes, innovations in curricula and learning model designs, generation of new teaching material, and redefinition of talent.

IV. Membership Engagement, Policies and Benefits

ABIS exists as an institutional membership association. Our members come from business, academia, consulting, think tanks and other sustainability network organizations, which overall reflects the major constituencies with a stake in research, education and teaching on business in society issues. ABIS admits new members through a formal review process with the Board of Directors, which conducts due diligence with the support of the Relationships Office.

MEMBERSHIP COMMITMENT

Membership of ABIS – plus related engagement opportunities, projects, fees, etc. – is based on an annual cycle. All institutions endorse this Charter when joining ABIS, and agree to support the organisation through payment of annual membership fees and active participation in relevant events.

ABIS members work to implement the principles outlined in this membership charter, and aim to put business in society on the highest agenda possible within their institution. By extension, they agree to:

- ✓ Nominate a representative to participate in the Annual General Assembly
- ✓ Share knowledge and expertise with other members
- ✓ Contribute to making ABIS sustainable with regard to its structure, activities and funding
- ✓ Participate in one or more programmes / activities
- ✓ Provide information about their current progress in addressing business in society issues
- ✓ Contribute to the growth of the reputation and brand equity of ABIS



INVOICING AND CANCELLATION POLICY

Membership fees are paid by members on an annual basis. A new membership year is activated on January 1. ABIS operates a three-period invoicing system for the collection of annual subscription fees from member institutions. Invoices are prepared and sent in January, April and July of any given calendar year. Individual institutions are invoiced during one of these windows based on when the company, business school or university was formally admitted to ABIS.

As voted by the Board of Directors in 2004, renewal of ABIS membership will be automatic, unless the senior most representative (e.g., Global VP, Dean, Rector) has submitted a request for institutional withdrawal in writing, via registered mail, three months prior to the annual renewal of membership – namely before September 30 in any given calendar year. Any such correspondence must be addressed to: Alfons Sauquet, President, c/o ABIS asbl, 128 Avenue Moliere, BE-1050 Brussels, Belgium. Cancellation will only be accepted if all membership fees up to and including the current calendar year have been paid in full. Neither membership, partnership nor sponsorship or corporate funds can be re-paid upon cancellation of member or partnership status. ABIS retains the sole right to determine the allocation of any sponsorship or corporate funds remaining upon cancellation, in consultation with the outgoing partner.

BENEFITS OF MEMBERSHIP

ABIS provides its members with a range of benefits. Some of these include:

Shaping the Future of Research, Education and Training on business in society:

Taking part in innovative and trend setting network of leading academic institutions, companies and policy and private organisations, hence creating enhanced opportunities for setting the research agenda and influencing policy discussions.

Enhanced Reputation:

Members will be visible to businesses, academia, governments and the wider community across Europe and worldwide as key opinion formers and committed to developing research and education on business in society.



The Academy of Business in Society

Active Participation in Development of Global Activities on business in society Research, Education and Training:

- ✓ **Research & Knowledge Development** - Participate in and shape cutting-edge research on business in society through business and academic collaboration ensuring the quality of research at the same time as the practical relevance of new knowledge. The Academy will design and pilot innovative ways to improve research and business performance. Receive cutting-edge updates on new knowledge and development on business in society.
- ✓ **Education and Curriculum Development** - Develop relevant and innovative materials and cases on business in society, which can be incorporated into courses and training. Access to new teaching methods. Recruit from academic institutions developing relevant skills for company leaders.

Strengthened Relationships with Key Academic, Business and Other Audiences:

The Academy offers a new opportunity to build relationships across the spectrum of business and academic institutions through participation and learning in “networks of excellence.” These can be tailored to meet the cross-functional needs of leaders from different communities with a like-minded interest in shaping business in society in Europe.

Involvement gives companies access to resources and institutions offering management development and executive education on business in society tailored to business needs. It gives academic institutions the opportunity to engage with business to better understand one of its primary customers as well as opening up new avenues for knowledge development and research. It will also allow academic institutions to develop the skills and education of their most important assets, faculty members including access for PhD students to learning resources and a network of professionals and experts in an emerging field.

Improved Networking and Dissemination:

Participation in ABIS offers dialogue in a multi-stakeholder forum and early access to innovative, practical, accessible outputs from research, teaching and training initiatives.

This will include ABIS information, services and events -

- ✓ **Updates** – regular updates on key topics and developments on research, education and training in the field through ABIS thematic communications and regular newsletter;
- ✓ **Membership Services** – account management, ABIS speakers for your events, marketing services;
- ✓ **Events** – participation in Annual Colloquium & Leaders Forum, Knowledge into Action Forum, thematic workshops, network meetings and more.



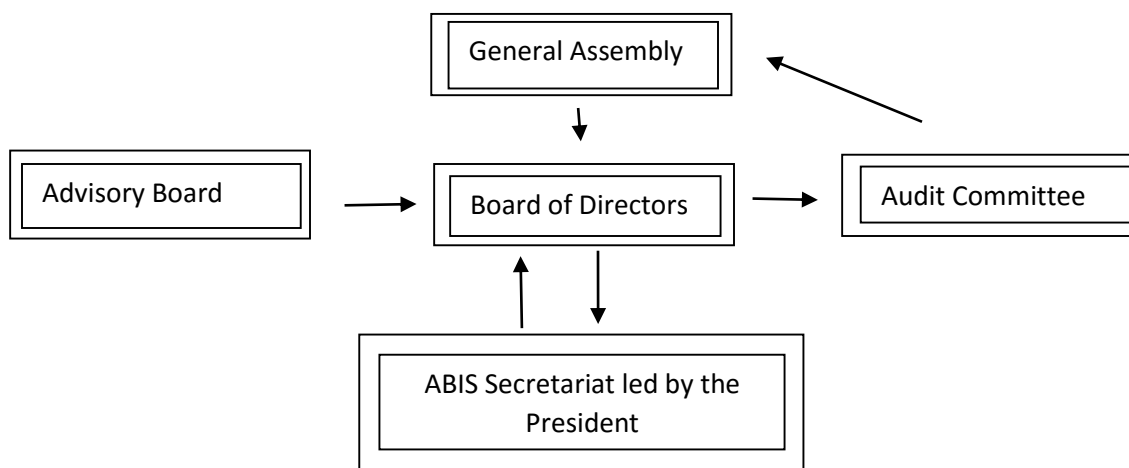
V. Governance Structure and Decision-Making Processes

The governance structure and decision-making process provide an efficient and transparent model for engagement.

Representatives from Founding Partners & Partners, Members and Associate Members participate in decision-making, governance and management of ABIS' work programmes at different levels and ensure the organisation's financial sustainability.

ABIS will in all of its governance structures aspire to achieve an equal and diversified representation of members, taking into full consideration issues of gender, nationality and age.

ABIS Governance Structure



General Assembly

The General Assembly (furthermore GA) holds extensive powers of governance pertaining to the achievement of ABIS' objectives. The GA ensures that all paying members are active participants in the governance of ABIS. It is a platform for the exchange of ideas between members, governing bodies and the coordination office. The GA's powers include:



The Academy of Business in Society

- ✓ Election of the Board of Directors based on nominations from the Academic and Business Networks;
- ✓ Modification of the by laws;
- ✓ Dissolution of the association;
- ✓ Approval and modification of any internal regulations;
- ✓ Admission and exclusion of members.

The GA meets on an annual basis. Where necessary it may also convene additional workshops, consultations or conferences. It comprises one representative from each of the founding partners, partners, full and associate members of ABIS. Affiliate members may attend the GA in an observer / advisor capacity.

The Chair of the Advisory Board holds the Statutory Chair of the GA as well as the right to nominate a replacement, if unable to attend.

Advisory Board

The Advisory Board is a platform for high-level engagement of stakeholders. It sets overall strategic direction for the Academy and endorses major decisions and proposals of the Board of Directors, including strategy and budget. It supervises the performance of the Board of Directors, and contributes to enhancing the visibility and reputation of the association. The Advisory Board is also responsible for nominating Presidential candidates to the GA.

The Advisory Board comprises:

- ✓ Senior representatives (Deans, Vice-Deans, Senior Executives) from all founding partners & partners have a permanent place on the Advisory Board;
- ✓ The Advisory Board may, at its own discretion, invite and co-opt individual experts in the field to participate in meetings on an ad-hoc or regular basis;
- ✓ The President is an ex officio member of the Advisory Board.

The Advisory Board meets for half-day meetings two times per year. One of the two annual meetings will be a Leaders' Forum at which every member can send a senior representative.



Founding partners & partners have a permanent position on ABIS Advisory Board. The Board consists of a minimum of 5 members and a maximum (as required by Belgian law) that cannot surpass the number of institutional members in the ABIS network.

The Chairperson of the Advisory Board is elected by the Board. Members may also elect a maximum of six Vice-Chairs, three from business and three from academia.

Board of Directors

The Board of Directors, chaired by the President, is the main decision-making structure of ABIS. It is vested with all powers of management and administration, except those held by the GA or the Advisory Board, and may decide on all matters and perform all acts which are necessary to achieve ABIS's objectives, with the exclusion of those powers, decisions and acts which fall within the scope of the exclusive powers of the General Assembly. It discusses and oversees the progress of ABIS' activities and the Coordination Office's performance in achieving the organisation's objectives. It also reviews and revises ABIS' annual work plan and progress against objectives. The Board of Directors meets for a full day three times per year.

The Management Board comprises:

- ✓ Elected President of ABIS
- ✓ Elected Chair and two Vice-Chairs of the Business Network
- ✓ Elected Chair and two Vice-Chairs of the Academic Network
- ✓ Two further elected representatives from each of the Business and Academic Networks
- ✓ One senior representative from CSR Europe

Members of the Board of Directors, except the President, are appointed by the GA upon nomination by the Academic and Business Networks for a period of 3 years. Members of the Board of Directors appoint a reserve, which will attend meetings in the event of unavailability.

Daily management and implementation of operational and strategic activities are delegated by the Board of Directors to the Secretariat led by Managing Director.



President

The President is the primary bridge between the various governance bodies and Secretariat of ABIS. He / She chairs the Board of Directors by statutory right and helps to set the strategic direction of ABIS whilst ensuring the quality of its management through direct and regular consultation with the Secretariat. Where necessary the President may take independent executive decisions between Board of Directors meetings, although whenever possible in consultation with its members.

Audit Committee

The Audit Committee oversees budgetary and financial processes and activities. It is made up of members of the Advisory Board, Board of Directors and/or the GA and functions independently from all three. The Audit Committee also includes the external accountants responsible for preparing ABIS' annual financial report to the Belgian state, as well as the person in the Secretariat to whom the Board of Directors has delegated day-to-day financial management responsibilities. It produces an annual report on ABIS financial status that is presented at the General Assembly.

The Audit Committee comprises:

- ✓ Committee Chair appointed by ABIS Advisory Board
- ✓ ABIS President
- ✓ Business and Academic Chairs of the Board of Directors
- ✓ 1 x ABIS Director
- ✓ External accountant

Secretariat

The Secretariat is responsible for the daily management, operations and the implementation of ABIS's activities. The Secretariat receives its mandate from the Board of Directors and is engaged in regular consultation with the President and with Chairs and Vice-Chairs of the Academic and Business Networks and other member groups. The Coordination Office drafts and implements the year-to-year Operating Plan. It also identifies issues that the Advisory Board and Board of Directors should be consulted on. The President reviews the Directors' and the Coordination Office's performance quarterly, reporting back to the Board of Directors thereafter.

The Coordination Office includes a team of staff led by a team of three Directors. The Board of Directors delegates power of attorney and legal representation to one of the Directors – normally the Managing Director.