

## Membership & Governance Charter

### I. About ABIS

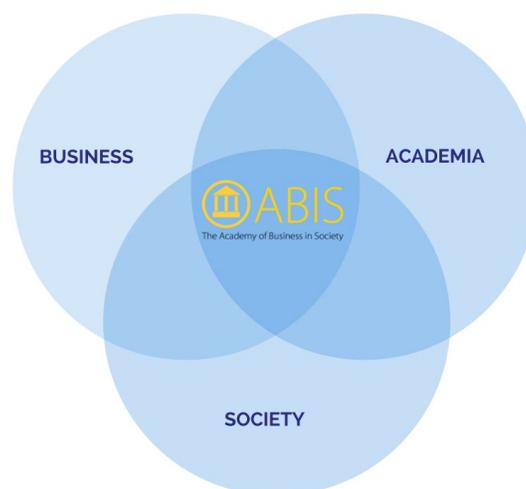
ABIS is a unique global network of companies and academic institutions committed to advance the role of business in society. Formerly known as EABIS, it was founded in 2001 and launched at INSEAD in 2002 with the support of the leading Business Schools in Europe (INSEAD, IMD, London, ESADE, IESE, Copenhagen, Warwick, Vlerick, Ashridge, Cranfield, Bocconi) in partnership with IBM, Microsoft, Johnson & Johnson, Unilever and Shell. This initiative was driven by a shared belief that challenges linked to globalization and sustainable development required new management skills, mindsets & capabilities.

In order to respond to this need and to support research to underpin better education and learning, ABIS developed a strong role in developing the knowledge and skills for today's and tomorrow's leaders on business in society issues.

True to its mission to advance the role of business in society, ABIS embraces the Sustainable Development Goals and aims to contribute to the Agenda 2030.

### II. Mission and Objectives

Our mission is to advance the role of business in society through research and education. Our ambition is to make a significant contribution to the debate and the practice involved in equipping current and future business leaders with the knowledge, skills and capabilities for the long term success of business in society.



As the interface between the business and academic communities, ABIS is in a privileged position to support its members and to be a catalyst to accelerate change towards sustainable development.

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 is committed to:

1. Mobilize its business-academic network on enhancing business contribution to sustainable development
2. Equip current and future business leaders with the skills and capabilities to develop sustainable business opportunities
3. Disseminate knowledge, know-how and best practices
4. Spur collaboration between business leaders, academics, policy makers and other organizations towards sustainable development
5. Influence sustainable development policies at European and international level

### III. Membership Engagement and Policies

ABIS provides its members with a range of benefits, including:

- ***Participation and development of activities in research, education and training for sustainability***
  - ✓ **Research & Knowledge Development** - Participate in and lead cutting-edge research on sustainable development through business and academic collaboration
  - ✓ **Education & Training** - Develop and access relevant and innovative materials on business in society, which can be incorporated into courses and training
- ***Strengthened relationships with members and other stakeholders***

ABIS offers the opportunity to build relationships across members for business and academics through participation and learning in events and other initiatives. Involvement gives corporate organizations access to expertise and institutions offering research, management development and executive education on sustainable development to develop the skills of their leaders and talents.

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 also allows 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 the sustainable development field.
- ***Improved networking and dissemination***

Participation in ABIS offers dialogue in a multi-stakeholder forum and access to innovative, practical research, teaching and training initiatives through:

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

- **Enhanced Reputation**

Members will be visible to businesses, academia, governments and the wider community across Europe and worldwide as key contributors to sustainable development committed to developing research and education to improve the role of business in society

### MEMBERSHIP COMMITMENT

The membership of ABIS is based on an annual cycle. All members endorse this charter when joining ABIS and agree to support the organization Mission through payments of the annual membership fee and to actively:

COMMITMENT AND VALUE OF ABIS MEMBERSHIP	FULL INSTITUTIONAL PARTNERSHIP	FULL INSTITUTIONAL MEMBERSHIP	ASSOCIATE INSTITUTIONAL MEMBERSHIP*	INDIVIDUAL MEMBERSHIP
Nominate a representative to participate in the General Assembly	X	X	X	
Elect board members as participant of the General Assembly	X	X		
Access to ABIS headquarters in Brussels	X	X		
Network and share knowledge and expertise with other members	X	X	X	X
Contribute to making ABIS sustainable with regard to its structure, activities and funding	X	X	X	
Participate in programs, events and round tables	X 5 delegates	X 5 delegates	X 2 delegates	X
Participate in online meetings and webinars	X Unlimited	X unlimited	X 5 delegates	X
Participate in the Scenario Exploration Sessions	X 4 sessions	X 2 sessions		
Involvement of students (academic members) / trainees (corporate members)	X 5 delegates	X 5 delegates	X 2 delegates	
Participate in research and innovation projects	X	X		
Provide information about current progress in addressing business in society issues	X	X	X	X
Contribute to the growth of the reputation and brand equity of ABIS	X	X	X	
Being part of the ABIS Governance: member of the ABIS Advisory Board	X			
<b>Fee per year, prolonged per year</b>	<b>€ 11000</b>	<b>€ 7000</b>	<b>€ 3000</b>	<b>€ 500</b>
<b>Fee per year, three years contract.</b>	<b>€ 9350</b>	<b>€ 6000</b>	<b>€ 2750</b>	<b>€ 450</b>

## INVOICING AND CANCELLATION POLICY

The annual membership cycle starts at the first day of any month and finishes on the 31<sup>st</sup> of the 12<sup>th</sup> month after the start of the membership. **The renewal is automatic, unless a legal representative of an institution (or the individual member) will has submit a request for withdrawal in writing at the latest three months before the end of the annual cycle.** This written cancellation must be sent to ABIS' CEO at Avenue Louise 231, BE 1050 Brussels (Belgium) and/or by registered email to info@abis-global.org. **Cancellation will only be accepted if all membership fees up to and including the current membership 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. Membership fees are exempted from VAT.

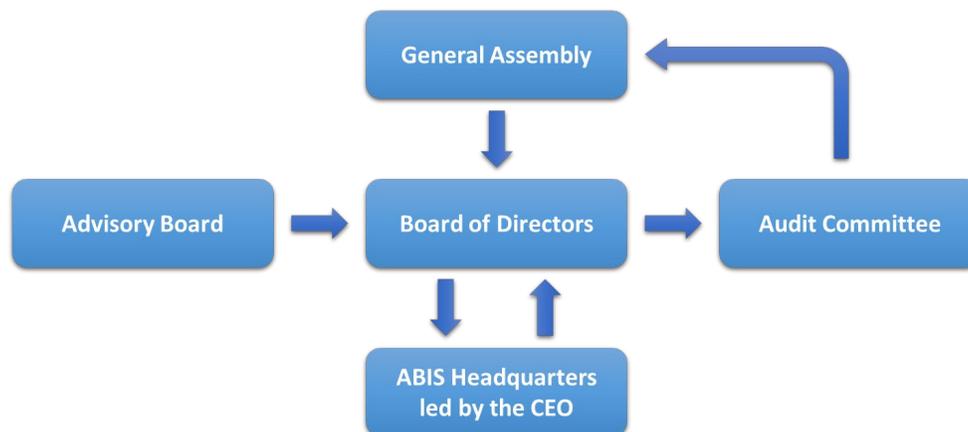
### IV. Governance Structure and Decision-Making Processes

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

Representatives from Founding Partners & Partners and 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 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 (henceforth 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:

- ✓ Approval of budgets and accounts;
- ✓ Appointment and dismissal of members of the Advisory Board;
- ✓ Modification of the bylaws;
- ✓ Approval and modification of any internal regulations;
- ✓ Dissolution of the Association;
- ✓ If required by the Law, the appointment and dismissal of a statutory auditor and the determination of its remuneration, as the case may be; and
- ✓ Discharge to be granted to members of the Board of Directors and to the statutory auditor.

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, and full members of ABIS. Affiliate members may attend the GA in an observer capacity. The General Assembly shall be chaired by the Chair of the Board of Directors. In the event of him/her not being able to attend, he/she shall appoint a replacement from among the elected members of the Board of Directors.

### **Board of Directors**

The Board of Directors is vested with all powers of management and administration (including all powers of disposal) and may decide on all matters and perform all acts which are necessary or useful for the realization of the purpose of the Association, with the exclusion of those powers, decisions and acts which fall within the scope of the exclusive powers of the General Assembly.

The Board of Directors meets at least two times per year.

The Board of Directors comprises:

- ✓ A Chair of the Board of Directors, who shall also serve as Chair of the Association, appointed for a 12-month period by the Board of Directors, amongst its 10 member, by a simple majority vote.
- ✓ Five full representatives appointed by the General Assembly of the Business Network
- ✓ Five full representatives appointed by the General Assembly of the Academic Network

The ten representative members of the Board of Directors are appointed by the General Assembly by a simple majority vote for a renewable period of three years.

The Board of Directors has the right to co-opt a maximum of five external independent directors, on an ad hominem basis for a period of up to three years, unless otherwise decided by the Board. Such individuals will have no voting or decision-taking rights in the Board of Directors and shall act purely in an expert advisory capacity.

Daily management and implementation of operational and strategic activities are delegated by the Board of Directors to the ABIS Headquarters led by the CEO.

### **Advisory Board**

The Advisory Board is a platform for high-level engagement of stakeholders and is responsible for advising the General Assembly and the Board of Directors with respect to the strategic development of the

Association and also, to contribute to the visibility and reputation of the Association within the business community and vis-à-vis public authorities and State agencies, social partners and academic world.

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 shall meet at least once per year upon notice issued by its Chair. The Chair of the Association shall be an ex officio member of the Advisory Board. Members of the Board of Directors shall be entitled to attend meetings of the Advisory Board in an observational, non-voting capacity. The Advisory Board is not a body of the Association in the meaning of the Law and consequently (i) its decisions are not enforceable against third parties and (ii) neither the Advisory Board nor its members may legally bind the Association.

#### **Audit Committee**

The Audit Committee oversees budgetary and financial processes and activities. It shall produce an annual report on the financial situation which is presented to the General Assembly. The Committee is composed of two elected members of the Board of Directors, two co-opted independent directors to be chosen by the Board of Directors, and one representative of the accountancy or audit firm responsible for the preparation of the annual accounts of the Association in accordance with Belgian law.

#### **ABIS Headquarters**

The ABIS HQ is responsible for the daily management, operations and the implementation of ABIS' strategy. ABIS HQ receives its mandate from the Board of Directors and is engaged in regular consultation with the Chair and with Board members of the Academic and Business Networks and other member groups. The ABIS HQ drafts and implements the year-to-year Operating Plan. It also identifies issues that the Board of Directors should be consulted on.

The ABIS HQ includes a team of staff led by the CEO. The day-to-day management is delegated by the Board of Directors to the CEO of the Association, who, acting alone, shall be empowered to act, take decisions and represent the Association in matters related to the day-to-day management

The CEO, under the supervision of the Chair of the Association, is entrusted with:

- ✓ The day to day management of the Association;
- ✓ The preparation of the meetings of the Board of Directors and the General Assembly;
- ✓ The execution of the decisions of the Board of Directors.

All documents and all other acts which bind the Association with respect to matters which fall within the daily management of the Association may validly be signed by the CEO who is in charge of daily management, acting separately, who need not submit any evidence vis-à-vis third parties of his power to decide on, perform and represent the Association with respect to the matter concerned.