

IAAER CONSTITUTION

As revised, July 2004, August 2006, August 2009, June 2012, February 2016, and February 2018.

Approved by IAAER Membership, February 27, 2018.

ARTICLE I - NAME

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. The Association is incorporated as a not-for-profit Corporation in the state of Illinois (USA).
2. The mission of the IAAER is to **build capacity and** promote excellence in accounting education and research on a worldwide basis and to ~~maximize-facilitate~~ 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:
 1. Regular Members - individual persons interested in promoting accounting education and research in all its branches and related disciplines.
 2. 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.
 3. Professional Accountancy Association Members - non-academic organizations interested in promoting accounting education and research in all its branches and related disciplines.
 4. University Members – universities engaged in teaching and/or research in accounting and who register multiple faculty as members; the designated faculty become regular members with full privileges of that membership.
 5. Student Members – students studying accounting who are currently registered at a university; students are non-voting members.
 6. 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 1, 2, and 3 specified in paragraph 2 of Article III shall have one vote at general membership meetings or special membership votes. These members shall have the right to vote in the election of the officers of the Association. These 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, the Council, and appointed task forces and committees.

4. Application for membership in the Association shall be provided in writing to the Vice-President, Membership or administrative office in such form as the Executive Committee may prescribe. The application shall be accompanied by the payment of a membership fee as determined by the Executive Committee. The Vice-President, Membership 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. In addition to its membership, the Association shall consist of the Officers, the Council, and the Board of Advisors.
2. The officers of the Association shall be:
 1. President
 2. Vice-President, Finance
 3. Vice-President, Administration
 4. Vice-President, Education
 5. Vice-President, Research
 6. Vice-President, Conferences
 7. Vice-President, Practice
 8. Vice-President, Membership
 9. Vice-President, Communications
 10. Up to eight Vice-Presidents at-large, representing Academic Accounting Associations
 11. Up to two Vice-Presidents at-large assigned special responsibilities.
 12. Immediate Past-President
 13. Director of Research and Educational Activities
3. The term of office for the officers shall be two years. The officers shall be eligible for one additional term. An exception is the Director of Research and Educational Activities who serves at the discretion of the Executive Committee. The Vice-Presidents at-large representing Academic Accounting Associations should be nominated annually by their Associations to fill the Association's two-year term.
4. The Executive Committee shall consist of the Association's officers. Others may serve ex officio, but they will have no vote.
5. The appointment and terms of the Editors of the Association's official journals and newsletters shall be determined in accordance with agreements with the publishers that have been approved by the Executive Committee. The editors of the journals or their designee shall be members of the Executive Committee ex officio.
6. Individuals serving as IAAER representatives to other organizations or committees may be appointed ex officio members of the Executive Committee by the President with the consent of the Executive Committee.
7. The Council shall consist of one representative of each Academic Accounting Association member. Council members shall be nominated for two-year terms by the Academic

Accounting Association and approved by the Executive Committee. Vice Presidents at-large representing Academic Accounting Associations are eligible to represent their Association on the Council.

8. 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.

ARTICLE V - ELECTION OF OFFICERS

1. The Nominations Committee shall consist of five members of whom one shall be the immediate past President who shall chair the committee, two shall be members of Council, and two shall be members of the Board of Advisors. Members shall be appointed by the Executive Committee based on recommendations from the chair.
2. The Nominations Committee shall prepare a single slate of candidates for election as officers to positions 1 through 10 in Article IV, taking into account the need for wide geographic representation on the Executive Committee. Nominees shall include 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 election shall be held at an officially convened general membership meeting, and the slate of nominations shall be distributed to the general membership at least 30 days prior to the meeting. A simple majority (50% plus one) at the 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 by the Executive Committee.

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 meetings, 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. The Council shall meet at least annually and shall be Chaired by a member elected by the Council.
4. 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.

5. The Executive Committee, the Board of Advisors, Council, 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.
6. The Executive Committee, the Board of Advisors, Council, or Association Committees 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 meeting. Such meetings shall constitute official meetings of the group, and minutes of such meetings shall be kept, approved, and disseminated as they would for a physical meeting.
7. Except as otherwise noted, actions of the Executive Committee, the Board of Advisors, Council, 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, Finance shall be empowered to carry out the financial affairs of the Association, and shall act on behalf of the Executive Committee to carry out the requirements under Article VIII below. In the absence of the Vice-President, Finance at a meeting, the President shall appoint a member to carry out the Vice-President, Finance's responsibilities. The Vice-President, Finance shall also ensure 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 and shall also determine that ~~a proper~~ an audit or a review of the accounts has been undertaken.
3. 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.

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, Conferences, shall appoint and chair an organization and planning committee and administer all activities related to 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 maintain and edit regular newsletter and similar forms of communication with the Association's members and constituency or appoint, with the Executive Committee's approval, another person to do so, oversee maintenance of 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 Director of Research and Educational Activities shall help develop the Association's research and educational initiatives, engage external organizations to support such initiatives, be part of the process of selecting grant recipients or otherwise meeting the needs of the initiatives, and ensuring that grant recipients and others involved in the activities effectively and efficiently meet the goals of the Association and granting organizations.
 1. The Executive Committee shall manage, control, and conduct the affairs of the Association. The Executive Committee implements policies established by the Executive Committee.
 2. 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.
 3. 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.

4. The Council shall advise the Executive Committee on issues affecting the Association. The Executive Committee shall consider any resolution of the Council and shall report back to the Council the results of such action. Members of the Council shall serve as liaisons with the Academic Association Members. As such they shall inform such Members of the activities of the IAAER and shall inform the Executive Committee of any issues such Members wish to bring before the Association. The Council shall not have the authority to bind IAAER into any contracts or to commit or disburse the funds of the Association.
 5. No member of the Association who is a member of a standing or special committee or who is involved in an Association publication, with the exception of the Director of Research and Educational Activities, 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.
 6. 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.
13. The Finance, Investment, and Audit Committee consists of the following individuals: the Past President, the President, the Director of the Research and Educational Activities, and the Vice-President – Finance. The Past President serves as chair of the Finance, Investment, and Audit Committee. The President may appoint an audit task force, as necessary.

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 it may determine 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 an audit report or a review report ~~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.
6. The Vice President, Finance shall file all required forms with the U.S. Internal Revenue Service and the State of Illinois in accordance with legal requirements.

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 at least 30 days 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.

ARTICLE X – WINDING UP

In the event that the Association ceases its activities, any residual assets of the Association cannot be distributed to members but rather shall be distributed to another charitable entity with similar purposes as determined by the Executive Committee.