

## Statutes of



Approved and ratified by the Annual General Meeting  
held in Copenhagen, Denmark, on 22 October 2016

# IMA - International Management Assistants

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## **Statutes of IMA - International Management Assistants**

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## **Article 1: Name, Language and Location**

- 1.1 IMA - International Management Assistants, formerly the European Association of Professional Secretaries, founded in 1974 and registered on 25 October 1976, renamed to European Management Assistants by decision of the Annual General Meeting held on 12 September 1998 and subject to the French law of 1 July 1901 and the decree of 12 April 1939, as amended by the decree of 9 October 1981 abolishing the restrictions on foreign associations, is so named by decision of the Annual General Meeting held on 22 October 2016. It is hereinafter called "the Association".
- 1.2 The official language of the Association is English. In the event of a conflict arising between these Statutes and the translation deposited with the Paris Préfecture, the English text shall prevail.
- 1.3 The head office of the Association is at Maison de l'Europe, 29 avenue de Villiers, 75017 Paris, France. This address may be changed by the Association's Executive Committee.
- 1.4 The Association is constituted for an indefinite period.

## **Article 2: Aims and Objectives of the Association**

- 2.1 The Association is an international network of management support professionals who focus on their personal development and on the future of their profession.
- 2.2 The Association aims are to be an internationally recognized voice of management support professionals by:
  - maintaining a network of highly competent management support professionals able to advise on development in their field;
  - offering quality training and personal development programs;
  - providing a forum for junior as well as experienced professionals supporting their development by exchanging best practice and mentorship on an international level;
  - creating an image of the management support professional as an essential element and business partner of the management team.
- 2.3 The Association also aims to provide opportunities for the promotion of international networking, fellowship and professional understanding by:
  - exchanging ideas and practices;
  - assisting members who wish to work in other countries represented in the Association;
  - holding international meetings and training of a professional and cultural nature.
- 2.4 To accomplish its aims, the Association will encourage the setting up of National Groups around the globe in countries which are interested in the development of the management support professionals.
- 2.5 The Association is a non-profit organisation. It has no political or trade union aims and will not engage in political or trade union activities.

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## **Article 3: Membership**

### 3.1 Types of Membership

Membership of the Association shall be composed of:

- Professional Members
- Business Members
- Associate Members
- Honorary Members

3.2 Members belong to the Association, but are linked administratively to a National Group which will involve them in the Association's activities, ensure that they are kept informed and will provide its own activities on national level.

3.3 Anyone qualified who wishes to join the Association shall send his/her application to the Association.

### 3.4 Professional Members

- a) Professional membership is granted to persons who work as Management Support Professionals – employed or as freelancers – at management and executive level.
- b) Professional members are qualified by education, training and job experience to make a significant contribution both to their organization and to their own careers, by keeping abreast of new ideas and technologies. They are committed to continuous learning.
- c) Professional members are required to abide by the Statutes, to declare themselves willing to further the aims of the Association, to participate in the life of the Association as required, and to pay an annual membership fee. They are eligible for a seat on the Executive Committee or the National Committee and subsequently on the Council. They have the right to speak and vote at General Meetings.

### 3.5 Business Member

- a) Business membership is available to:
  - individuals, such as HR managers, training officers, recruitment specialists, teachers, trainers, lecturers etc.
  - corporations, such as business and industrial companies, management and business training colleges, chambers of commerce, international organizations, other professional associations, etc.
- b) They agree to abide by the Statutes, to further the aims of the Association and to pay an annual membership fee. They have the right to speak at the General Meetings, but do not have the right to vote.
- c) They are as a rule not eligible for a seat on the National Committee nor on the Executive Committee.

### 3.6 Associate Members

- a) Associate members are all further members such as retired professional members or students etc.
- b) They agree to abide by the Statutes, to further the aims of the Association and to pay an annual membership fee. They have the right to speak at General Meetings and the right

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to vote.

- c) They are as a rule not eligible for a seat on the National Committee nor on the Executive Committee.

## 3.7 Honorary Members

- a) Each National Committee has the right to request the nomination of International Honorary Members of the Association and put the corresponding resolution on the agenda for the General Meeting. (see also article 8 Resolutions)
- b) International Honorary Members are those on whom, at a General Meeting of the Association, it is decided to confer this title in appreciation of their advice and assistance to the Association and to the Management Support profession on international level in general and who have shown themselves to be true Ambassadors through years of consistent and sustained contribution to the Association. They do not pay any membership fees. They may attend the General Meetings and shall have the right to speak, but not the right to vote. They are as a rule not eligible for a seat on either the Executive Committee or the National Committee.
- c) National Honorary Members are those on whom at a National General Meeting of the National Group, it is decided to confer this title in appreciation of their advice and assistance to the National Group and to the Management Support profession on national level in general. They do not pay membership fee to their National Group but the National Group pays for them the contribution to the Central Fund according to their membership type (Professional, Business or Associate). They may attend the National General Meetings and shall have the right to speak, but not the right to vote. At the General Meetings on international level they have the rights according to their membership type (Professional, Business or Associate). Their right to be eligible as Member on the Executive Committee or the National Committee is also according to their membership status.

## 3.8 Membership fees

- a) Members shall be required to pay an annual membership fee not later than 28 February of each year. Non-payment of membership fee by this date results in the suspension of a member's rights until the payment is received.
- b) The membership fee is composed of a contribution to the Central Fund, which can only be decided by the Association's General Meeting, plus an amount required to cover national running expenses.
- c) Decisions concerning entry fees and the sum required to cover national running expenses are decided by the National Groups in their National General Meetings.

## 3.9 Termination of Membership

- a) Membership of the Association terminates by:
  - non-payment of the annual membership fee
  - resignation
  - expulsion

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- the winding up of the Association

Members whose membership comes to an end shall have no rights of any kind in respect of the assets of the Association or its funds.

- b) Members can resign from the Association by giving written notice no later than 30 November of each year to their National Committee or the Executive Committee.

### 3.10 Expulsion

- a) A member may be expelled by the Executive Committee with immediate effect if:
  - deliberately false statements were made at the time of admission;
  - the member is harming the reputation of the Association, or otherwise hindering the furtherance of the Association's aims.
- b) Members under threat of expulsion shall have the right of direct access to the Executive Committee in order to put forward their own case.
- c) The Executive Committee will notify the Council in writing of its decision to expel a member.

### 3.11 Membership List

A membership list is to be maintained in the database of the Association indicating at least name and company, area of business and full contact details of each member, unless a member requests otherwise. The members are themselves responsible for updating their contact details with own passwords according to the instructions in the database. Non-payment of the yearly membership fee will result in the suspension of a member's rights and the member's name will be deleted from the database.

### 3.12 Members' Liability

- a) No member shall be held personally liable for the debts of the Association unless such member shall have accepted a contract or a loan on behalf of the Association without authority of their National Committee or the Executive Committee, in which case such liability shall be limited to that specific contract or loan only.
- b) In the event of the winding up of the Association, those appointed by the General Meeting for the settlement of the winding up shall have the right, if necessary, to ask each paid up member for a contribution of not more than the current Central Fund contribution towards the cost and charges of winding up.

## **Article 4: The Governing Body of the Association**

The Governing Body of the Association shall be:

- a) The General Meeting
- b) The Council, composed of:
  - the Members of the Executive Committee, the Members or Representatives of the National Committees and such other persons as shall be designated by the Executive Committee and/or Council.
- c) The Executive Committee

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## **Article 5: General Meeting**

- 5.1 The affairs of the Association shall be controlled by the members in the General Meeting. Members shall be entitled to participate in person or by proxy provided they have paid their current membership fee. Their rights to speak and vote are regulated according to their membership status (see Art. 3).
- 5.2 An Annual General Meeting shall be called once every calendar year. Advance notice of not less than ninety days of the proposed date of the Annual General Meeting shall be given by the Association Secretary to all members.
- 5.3 Members wishing to put subjects on the agenda must forward them to the Association Secretary in writing at least sixty days before the proposed date of the Annual General Meeting. Any item not included in the agenda will not be discussed at the Annual General Meeting unless at least two-thirds (sixty-six percent) of the members present or represented by proxy vote in favour of the discussion.
- 5.4 The agenda and supporting documentation for the Annual General Meeting shall be communicated to all members not later than thirty days before the date of the meeting. The agenda must clearly set out what the membership is being asked to decide.
- 5.5 In accordance with the above, the agenda of the Annual General Meeting shall include the following items:
- a) To appoint a chairman of the meeting.
  - b) To appoint a minute taker of the meeting.
  - c) To receive apologies for absence.
  - d) To approve the minutes of the previous Annual General Meeting.
  - e) To discuss matters arising from the minutes.
  - f) To receive the Executive Chairman's Report for the previous year and the first 6 months of the current year.
  - g) To receive and approve the Statement of Accounts for the previous year.
  - h) To receive the Statement of Accounts for the first six months of the current year and the forecast for the full current year.
  - i) To receive and approve the budget for the following year.
  - j) To approve the following year's Central Fund contribution payable out of the annual membership fee.
  - k) To endorse the Council's action to date.
  - l) To elect members of the Executive Committee.
  - m) To ratify elections held by National Groups for their National Representatives on Council.
  - n) To ratify the appointment of any further functions that are deemed necessary by the Executive Committee and the Council.
  - o) To appoint Auditors.
  - p) To discuss and vote on any proposals for future policies or actions requested by the membership (Art. 5.3 and 8).
  - q) Any other business.

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r) Date and place of the next Annual General Meeting.

5.6 The will of the Annual General Meeting shall normally be expressed by a simple majority of the votes. (See Art. 13 and 14 for the special provisions concerning amendments of the Statutes or the winding up of the Association).

5.7 An Extraordinary General Meeting may be called by the Executive Committee, the Council (if 50 percent of the National Representatives request it in writing) or by the Auditors. Advance notice, not less than thirty days, of the proposed date of the Extraordinary General Meeting together with the Agenda and supporting documentation shall be given to all members. Any item not included on the agenda will not be discussed at the meeting unless at least two-thirds (sixty-six percent) of the members present and represented by proxy vote in favour of its discussion.

5.8 Decisions by the General Meeting validly constituted (see Art. 5.9) as reflected in the Official Minutes, are binding on the membership unless notification of material disagreement is received by the Executive Chairman within six weeks of the date of the receipt of the Official Minutes. At General Meetings members who so request may have their objections recorded in the Minutes.

5.9 The General Meeting is validly constituted if the above formalities have been complied with (see Art. 5.4, 5.5 and 5.7) and with 20% of the National Groups represented in person or by proxy.

### 5.10 Voting Procedures

a) Voting on resolutions before the Full Council, its sub-committees or the General Meeting (including ratification of elections held in each country for National Committee Members) shall be public unless two-thirds (sixty-six percent) of the members present or represented by proxy agree that the vote should be secret.

b) Secret ballots will be used to elect Executive Committee members. A ballot will not take place where there is only one candidate for a position.

c) In the event of parity of vote, the Executive Chairman shall have the casting vote, except when there is parity of vote for election of members to the Executive Committee. In such a case, the current year's Executive Committee, including the Executive Chairman, will vote by secret ballot for the candidate each would prefer.

### 5.11 Representation - Proxy Votes

a) Members with the right to be present at General Meetings may be represented by a paid-up member, if they themselves are unable to be present. Such representatives have the same voting and speaking rights as the member they are representing.

b) Proxy votes shall be given to any member of the Association who will be present at the meeting, and may be given with specific instructions on how to vote or be cast at the discretion of the proxy holder. In either case they will be accepted by the Association Secretary up to two weeks prior to the General Meeting. Should subsequent presence of the proxy-giving member at the meeting become possible, proxy votes will be withdrawn at the meeting.

c) After being checked for their validity, proxy votes for the General Meeting will be communicated by the Association Secretary in accordance with published instructions to the proxy receivers.



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- d) In case the proxy receiver does not attend the General Meeting, the proxy/proxies he/she has received, will not be valid.

### **Article 6: The Council**

#### 6.1 The Council shall comprise:

- a) The Executive Committee consisting of the Executive Chairman, the Executive Vice Chairman, the Executive Treasurer, the Executive PR Officer and the Association Secretary. Each member of the Executive Committee shall be entitled to one vote, except when one of them is chairing meetings, when she/he will be entitled to a casting vote only.
- b) National Representatives (National Chairman, National Treasurer, National PR Officer) elected by each National Group. They shall be entitled to one vote respectively.
- c) And such other persons as may be designated by the Executive Committee and/or Council, who will have or not have voting rights as the Council decides.

6.2 The Council meets according to the needs of the Association - usually twice in each calendar year, in the Spring and before the Annual Conference – and is the consulting and policy making body of the Association in accordance with the Statutes, the will of the General Meeting and upon proposal of the Executive Committee and Council Members. The meeting is chaired by the Executive Chairman or his/her appointee.

6.3 The work of the Council may be prepared – if necessary - in the following sub-committees, which will put forward to the Full Council for decision their recommendations on matters within their jurisdiction:

- a) National Chairmen's Meeting composed of all National Chairmen, chaired by the Executive Chairman or his/her appointee; the Executive Vice Chairman and the Association Secretary usually take part in this meeting as well;
- b) National Treasurers' Meeting composed of all National Treasurers, chaired by the Executive Treasurer or his/her appointee;
- c) National PR Officers' Meeting composed of all National PR Officers, chaired by the Executive PR Officer or his/her appointee;
- d) Or any other sub-committee the Council may deem to be necessary for carrying out its function.

6.4 The agendas for the Full Council and its sub-committee meetings – if applicable - shall be communicated to Council not later than thirty days before the date of the meeting. The agendas with the relevant supporting documentation must clearly set out what the Council is being asked to decide.

6.5 Members may attend Council Meetings as observers, provided they obtain the permission of their National Chairman who shall inform the Association Secretary accordingly. They have the right to speak, but have no right to vote.

6.6 The representatives of the National Groups (National Chairman, National Treasurer and National PR Officer) serve on the Council as long as they are in charge.

6.7 Quorum for Council

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The quorum for Council shall be 50% of the participants represented in person.

## 6.8 Expulsion from the Council

If any member of Council is deemed by simple majority vote of the other members of Council to be guilty of conducting prejudicially to the well-being of the Association or the achievement of its aims, such member shall immediately be removed from the Council.

## **Article 7: The Executive Committee**

- 7.1 The Executive Committee consists of the Executive Chairman, Executive Vice Chairman, Executive Treasurer, Executive PR Officer and Association Secretary. The Executive Chairman and two other members of the Executive Committee form a quorum.
- 7.2 The Executive Committee is the executive body of the Association, responsible for running the business of the Association and for the efficient functioning of the Association and international activities in accordance with its aims and Statutes; for carrying out the decisions that might have been taken in the Council Meetings and/or the General Meetings; for calling for the Council Meetings and the General Meetings; for putting forward resolutions to the Council and the General Meeting; and for the admission (in case there is no National Group in the respective country) and expulsion of members; for keeping the Council Members and Members informed about the business and the activities of the Association. It determines the fees necessary to cover the cost of participating in the various activities of the Association, and may form such sub-committees or appoint such person or persons as it thinks fit to carry out specific tasks under its direction. It has collective responsibility for its decisions.
- 7.3 Executive Committee Members are ex-officio members of their National Committee and may attend National Committee meetings but not vote.
- 7.4 The Members of the Executive Committee have the following responsibilities – in general:
- a) Executive Chairman: to direct, stimulate, advise, coordinate, arbitrate the business of Association. To represent the Association outside the Association to raise visibility and to cooperate with other professional organizations.
  - b) Executive Vice Chairman: to represent the Executive Chairman when necessary. To be responsible for the training and education program of the Association on international level and to stimulate the geographical extension of the Association; to support new groups and members not attached to a national group.
  - c) Executive Treasurer: to be responsible for the Register of Members; to keep the accounts of the Association and to have them audited annually by independent professional auditors appointed by the General Meeting; to prepare the budgets and to present them together with the accounts to the Executive Committee, the Council and the General Meeting; to approve all contracts on international level and loans from Central Fund after consultation with and approval of the other members of the Executive Committee.
  - d) Association Secretary: to call the Annual General Meeting, an Extraordinary General Meeting when requested, and other meetings of Council and the Executive Committee; to prepare the agendas; to write/control and distribute the minutes of meetings; to invite from

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the National Groups nominations to the Executive Committee; to obtain the results of National Group elections for National Representatives for ratification by the Annual General Meeting; and to inform the Council of the decisions taken by the Executive Committee; to comply with all legal obligations and requirements under the French law.

- e) Executive PR Officer: to produce the Association's internal publications aimed at keeping members informed of what is happening on the management support scene; to approve the Association's website, social media channels and the production of the Association's external publications; to promote the image of the Association; to make and maintain contact with the media and other interested bodies such as cooperation with partners and sponsors, and to co-ordinate the timely supply of any publicity and promotional material in accordance to the needs of the Association and the National Groups.

The tasks of the Executive Committee Members shall be described in detail in the Association Handbook.

### 7.5 Nominations for a position in the Executive Committee

- a) Any paid up professional member may be nominated for election as Executive Committee Member provided there is no conflict with the regulations for 'Term of Office' (see article 7.7)
- b) Nominations accompanied by curricula vitae, must be made by a proposer and seconder, who are themselves paid up members of the Association, and must have received the prior consent of the persons concerned.
- c) Nominations should be received by the Association Secretary not later than the Spring Council Meeting. A later deadline may be accepted, should it be deemed necessary by the Executive Committee.

### 7.6 Elections

The elections will be held at the General Meeting.

### 7.7 Term of Office

All Executive Committee members are as a rule elected for a period of two years renewable twice for a maximum period of six years. After a pause of at least two years any former Executive Committee member can be elected again to any role in the Executive Committee based on the outlined rules.

### 7.8 Premature Termination

- a) If a member of the Executive Committee wishes to step down prior to the end of his/her term of office, he/she shall inform the Executive Committee in writing. The remaining Executive Committee has the right to co-opt any member for this function until the next Annual General Meeting and will inform the members about this change accordingly and in due course.
- b) In case the Executive Chairman steps down before the end of his/her term of office, the Executive Vice Chairman takes over this role acting until the next Annual General Meeting.

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## **Article 8: Resolutions**

- 8.1 Any member may request that a resolution be put on the agenda for a Council or General Meeting, provided that such a resolution is supported by the signature of a Member of the Executive Committee, or by two Council Members, or by ten paid-up members. Resolutions for National General Meetings shall be treated according to the international rule or the national by-laws.
- 8.2 Resolutions to be discussed at the General Meeting must be notified to the Association Secretary in writing sixty days before the date of the proposed meeting with a copy sent to the National Chairman concerned.
- 8.3 Resolutions must be worded in such a way that it is clear what the General Meeting/Council is being asked to decide.

## **Article 9: Auditors**

- 9.1 The Auditors are responsible for checking the Association's accounts annually; for ensuring that expenditures are justified and properly authorized; and for calling an Extraordinary General Meeting should the state of the Association's finances in their opinion make this necessary.
- 9.2 The Auditors shall be appointed annually by the General Meeting. They shall be professionally qualified and independent of the Association. National Group accounts will be checked locally by an auditor appointed by the National General Meeting.

## **Article 10: National Groups**

- 10.1 The affairs of each National Group and its regional sub-groups, if any, shall be controlled by the members in their National General Meeting. This should follow the same procedures as the international General Meeting (see Art. 5), except where the National General Meeting modifies them to suit local conditions.
- 10.2 Each National Group shall elect locally a National Committee consisting of three National Representatives: the National Chairman, the National Treasurer and the National PR Officer who all ex officio serve on the Council and shall each be entitled to one vote, and such other members as may be considered necessary for carrying out its mission. The rules for the term of office of the Executive Committee Members shall apply for the National Representatives accordingly.
- 10.3 Their responsibilities in general and with regards to their interaction on international level are as follows:
- a) *National Chairmen.* To ensure the efficient functioning of the Association in their own countries by leading a National Committee. The National Chairmen shall be the point of contact between the Council and the national members. They are responsible for ensuring that members of their own group receive notices, agendas and minutes of General Meetings, and for keeping their members informed of decisions taken at Council Meetings. In addition, they shall be responsible for the recruitment of members in their own countries in accordance with the Statutes and local by-laws if applicable; and for liaison and good

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relations with other business organizations in their own countries.

- b) *National Treasurers*. To be responsible for the national register of members and to keep the accounts of the National Group and to have them audited annually by auditors appointed by the National General Meeting; to prepare the budget for the National Group and to present it together with the accounts to the National Committee and the National General Meeting; to approve all contracts on national level after consultation with and approval of the other National Committee members; to participate in the preparation of the budget for the Association as a whole in conjunction with the Executive Treasurer; and to present such financial information as is necessary for the Executive Treasurer as and when requested.
- c) *National PR Officers*. To make and maintain contact with the media and other bodies as appropriate; to organize and approve the updating of the national portions of the Association's website and social media channels; to co-ordinate with the Executive PR Officer the timely supply of any promotional material needed within their own countries; and to promote the image of the Association, encouraging good communications within their own group and between other National Groups and the Executive PR Officer.

Detailed job descriptions can be found in the Association Handbook. The National Groups may have their local job descriptions.

- 10.4 The National Committee is responsible to the Association's General Meeting, the Council and their National General Meeting for the efficient functioning of the Association in its own country in accordance with the Statutes of the Association and the decisions of the Executive Committee and the Council.
- 10.5 Likewise, regional sub-groups are responsible to their National Committee for the efficient functioning of the Association in their own area.
- 10.6 The National Representatives of each National Group have the right to form sub-committees or appoint such person or persons as they think fit to carry out specific tasks under their direction. They have collective responsibility for their decisions.
- 10.7 The Association's General Meeting shall vote on the ratification of the newly elected National Representatives (see art. 5.5 m).
- 10.8 Members shall be entitled to participate in National General Meetings in person or by proxy, provided they have paid the current membership fee.
- 10.9 National Groups may establish their own by-laws and guidelines in accordance with the Statutes of the Association and national laws. In case of conflict between national laws and the Association's Statutes, the matter should be referred back to the Executive Committee. If a National Group is uncertain as to how the Statutes should be interpreted at its level, the matter will also be referred back to the Executive Committee for clarification.
- 10.10 National by-laws shall be deposited with the Association Secretary after approval of the National General Meeting.

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## **Article 11: Finance**

- 11.1 All monies collected in the name of the Association shall be property of the Association.
- 11.2 Unless decided otherwise with the budget for the following year or upon decision by the Executive Committee and the Council if not known when the budget was established, the Association's activities shall be self-financed; any surplus resulting from such activities may be used as it best fits for the furtherance of the Association's aims.
- 11.3 Special projects may be financed through the Central Fund upon proposal by the Executive Committee and approval of the Council. The General Meeting will be informed within the report about the financial statements for the current year and asked for approval. The Association shall be bound by the signatures of two Members of the Executive Committee, one of them shall be the Executive Treasurer.
- 11.4 The accounting year shall be the calendar year. The verified Statement of Accounts and the Balance Sheet of the previous year, together with the Statement of Accounts for the first six months of the current year and the forecast the full current year shall be presented to the General Meeting.
- 11.5 The finance of the National Group shall be guided by the rules for the Association's Finance and according to the local agreements and national legal requirements.

## **Article 12: Right of Co-option**

- 12.1 The Executive Committee has the right to co-opt members to fill vacancies on the Executive Committee if and when such vacancies occur. Such co-options are valid until the next Annual General Meeting.
- 12.2 The Executive Committee has the right to co-opt to sub-committees individuals who may or may not be members of the Association.

## **Article 13: Amendments to the Statutes**

Amendments to the Statutes may be made by a resolution of two-thirds (sixty-six percent) of the members present in person or by proxy at a General Meeting, provided that the proposed alterations have been circulated together with the agenda not later than thirty days prior to the meeting.

## **Article 14: Winding Up**

- 14.1 The Association may at any time be wound up by a resolution of two-thirds (sixty six per cent) of the members present in person or by proxy at a General Meeting, of which due notice has been given specifying the nature of the resolution to be submitted. The procedures laid down in Article 5 will be followed where applicable.
- 14.2 The General Meeting voting such a resolution shall designate one or several persons to be responsible for the winding up of the Association and to discharge all debts. Such person or persons so designated shall donate any remaining assets of the Association to one or several organizations of their own choice, related to the management support profession, unless the resolution appointing them specifies otherwise.

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14.3 For the member's liability in case of the winding up of the Association refer to the stipulations in Article 3.12 b).

### **Article 15: The Founder**

15.1 The Founder shall be a member of the Association for her life-time.

15.2 She has the right to attend the meetings of the Association (Councils and General Meetings). Her role has a consultative character and consists of making available to the members her experience and historical knowledge of the association.