**Constitution of
Organization and Management Editors’ Network (OMEN)**

(Adopted 2/7/2024 and amended 11/12/2024 to address HRMC advice)

**Article 1: Adoption of the Constitution**

The charity and its property will be administered and managed in accordance with the provisions in the Articles of this constitution.

**Article 2: Name and Registered Office**

**Section 1.** The charity’s name shall be:

The Organization and Management Editors’ Network (hereafter OMEN or the Charity)

**Section 2.** The Charity’s registered office is 141 Albemarle Road, York, Yo231hd, UK.

**Article 3: Objects**

We are a non-profit charity designed to support and improve the work of editors of organization and management journal so to better serve the public interest. Our guiding objectives are:

 1) to advance management theory and practice by supporting and improving editorial competences, processes and policies, contributing to the broader education and benefit of the public

2) to preserve and enhance public trust in the integrity of management science by supporting and improving editorial competences, processes and policies.

These objectives will be pursued through a range of activities including but not limited to:

1. Providing a networking platform where editors can discuss issues of common concern, address common challenges and improve existing practices;
2. Encouraging capacity building by offering training events for editors and aspiring editors so to maintain the highest standards of practice;
3. Provide a collective vehicle through which editors can suggest appropriate policy and regulatory developments to relevant stakeholders so to better support the work of editors and ensure the maintenance and enhancement of quality standards

Although our focus is on editors and their work, our ultimate objective is to better serve the public interest. Editors are key gatekeepers in the knowledge production system, by helping to support and improve their work, we seek to maintain and further enhance the quality, robustness and clarity of new knowledge in the management and organization studies fields. As a result, management practitioners and professionals should benefit from a rigorous and reliable body of knowledge. The broader public, as employees and/or costumers, will in turn enjoy the benefits of having better managed organizations and workplaces.

**Article 4: Application of income and property**

**Section 1.** The income and property of the charity shall be applied solely towards the promotion of the objects.

1. A Member of the charity’s Board of trustees (hereafter: Board Member) is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.
2. A Board Member may benefit from trustee indemnity insurance cover purchased at the charity’s expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

**Section 2.** None of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the charity.
This does not prevent a member who is not also a Board Member from receiving:

(a) a benefit from the charity in the capacity of a beneficiary of the charity;

(b) reasonable and proper remuneration for any goods or services supplied to the charity.

**Article 5: Benefits and payments to Members of the Board of trustees**

No charity trustee may:

(a) buy or receive any goods or services from the charity on terms preferential to those applicable to members of the public;

(b) sell goods, services or any interest in land to the charity;

(c) be employed by, or receive any remuneration from, the charity;

(d) receive any other financial benefit (that is a benefit, direct or indirect, which is either money or has monetary value) from the charity.

**Article 6: Dissolution**

**Section 1.** If the members resolve, at an annual or extraordinary General Meeting (hereafter: General Assembly) which is deemed to be quorate, to dissolve the charity the Board of Trustees (hereafter: the Board) will remain in office and be responsible for winding up the affairs of the charity in accordance with this Article.

**Section 2.** The Board must collect in all the assets of the charity and must pay or make provision for all the liabilities of the charity.

**Section 3.** The Board must apply any remaining property or money:

(a) directly for the objects of the charity;

(b) by transfer to any charity or charities for objects the same as or similar to the charity

(c) in such other manner as the Charity Commission for England and Wales (‘the Commission’) may approve in writing in advance.

**Section 4.** The members may pass a resolution before or at the same time as the resolution to dissolve the charity specifying the manner in which the Board is to apply the remaining property or assets of the charity and the Board must comply with the resolution if it is consistent with paragraphs (a) to (c) inclusive in sub-clause (3) above.

**Section 5.** In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity.

**Section 6.** The Board must notify all relevant authorities promptly that the charity has been dissolved. If the Board is obliged to send the charity’s accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the charity’s final accounts.

**Article 7: Amendment of Constitution**

**Section 1.** Amendment of Articles in of this Constitution

The charity may amend any provision of this Constitution provided that:

(a) no amendment may be made that would have the effect of making the charity cease to be a charity at law;

(b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of the charity;

(c) no amendment may be made to Article 3 (Objects), Article 4 (Application of income and property), Article 5 (Benefits and payments to charity trustees), Article 6 (Dissolution) or this Article without the prior consent in writing of the relevant authorities.

**Section 2.** Proposals for amendments of the Constitution

(a) Proposals for amendments can be submitted by the Board or by a group of at least 20 percent of the current members.

(b) The Board will bring the proposed amendment to the attention of the members not less than three months before the date of the annual General or Extraordinary Assembly called to approve of it. Such proposed amendments shall identify the relevant Article and Section and state the precise words to be amended.

**Section 3.** Voting on amendments of the Constitution

At least two thirds of the membership is required to be present in person or online to pass a resolution involving an amendment of the Constitution. If such a quorum is not attained, a new invitation may be sent out. The following annual General Assembly will settle the question regardless of the number of members present.

**Section 4.** Publication

A copy of any resolution amending this Constitution shall be sent to the relevant authorities within 21 days of it being passed. An amendment shall be effective immediately after it is passed, unless a later effective date is specifically proposed at the time the amendment is submitted to the Board.

**Article 8: Membership**

**Section 1.** Membership

Members may vote on those items submitted by the Board to the members, become officers of the Charity, and serve on the Board.

(a) Individuals qualify for membership if they meet the following criteria:

(1) Editors-in-Chief (or similar designation) of double-blind peer-reviewed journals in or contributing to the field of organization and management are eligible for membership.

“Editor-in-Chief” means a person with current or previous (in the past five years) editorial leadership for a journal.

“Peer-reviewed” means submitting most of the articles it eventually publishes for review by peers. Authors’ and reviewers’ identity remains undisclosed.

(2) In cases deemed to be ambiguous – as indicated by any member of the Board of Trustees – the Board of Trustees will decide, by majority vote, on the qualification of members.

(3) Candidates who do not meet these criteria may, in exceptional circumstances, be elected to regular membership by majority vote of the Board of Trustees. Such membership shall be for a term of no longer than three years.

(b) Membership is granted for a period of 3 calendar years and can be renewed as specified under (a) above.

(c) Members pay an annual membership fee as specified by the Board, ratified by the General Assembly, and published on the Charity’s website. The membership fee is to be paid after acceptance of application or renewal for the entire 3-year period.

(d) Any change of membership fees is subject to ratification by the General Assembly (see Article 9, section 7, point (5)).

(e) Membership is not transferable to anyone else.

(f) The Board must keep a register of the members which must be made available to any member upon request.

**Section 2.** Admission to Membership

(a) Application for membership should include evidence that the editor's journal(s) is (are) double-blind peer-reviewed as well as the website address(es).

(b) All applications will be evaluated by the Board.

Appeals to negative decisions by the Board can be brought to the annual General Assembly. After reviewing the Board’s reasoning, a vote of the General Assembly can overturn the earlier decision.

(c) The Board must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(d) The Board must consider any written representations the applicant may make about the decision. The Board’s decision following any written representations must be notified to the applicant in writing but shall be final.

**Section 3.** Termination of Membership

Membership terminates

(a) upon request of the member, three months after notice is given to the Board in writing;

(b) if any sum due from the member to the charity is not paid in full within six months of it falling due; unless the Board considers there to be extenuating circumstances;

(c) if s/he otherwise ceases to qualify for membership.

(d) if a member is excluded from membership for cause. Exclusion requires that at least 2/3 of a quorum of Board members vote in favor of removal. A resolution to remove a member from membership may only be passed if the member has been given at least twenty one days’ notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed, and has been given an opportunity to present his/her arguments of defense before a final decision is taken.

**Article 9: General Meetings**

**Section 1.** General Assembly

(a) The charity must hold a general meeting within twelve months of the date of the adoption of this Constitution.

(b) An annual general meeting (hereafter: General Assembly) must be held in each subsequent year and not more than eighteen months may elapse between successive General Assemblies.

(c) The annual general meeting can be held in person, online, or hybrid.

**Section 2.** Extraordinary general meetings

All general meetings other than the annual General Assembly shall be called “extraordinary general assemblies”.

(a) The Board may call an extraordinary general assembly at any time.

(b) The Board must call an extraordinary general assembly if requested to do so in writing by at least 15 members or ten percent membership, whichever is the greater number. The request must state the nature of the business that is to be discussed. If the Board fails to hold the meeting within 3 months of the request, the members may proceed to call an extraordinary general meeting but in doing so they must comply with the provisions of this constitution.

(c) The extraordinary general assembly can be held in person, online, or hybrid.

**Section 3.** Notice of general meetings

In all cases (General Assembly and extraordinary general assemblies), notice of the meeting together with date, time and place of the meeting and the agenda needs to be given to all members of the charity and to all Board Members at least 14 days before the date of the meeting. If the meeting is to be the annual General Assembly, the notice must say so.

**Section 4.** Chair

General meetings are chaired by the Chairperson of the Board of Trustees or, in his/her absence, by another member of the Board. If no Board member is present and willing to chair the general meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

**Section 5.** Quorum

(a) No decision can be taken at a General Assembly unless a quorum of twenty percent of the members or 10 members (whichever the lesser) is present.

(b) If the quorum is not attained or ceases to be attained during the meeting, the Board of Trustees must re-convene the meeting and must give at least seven clear days’ notice of the re-convened meeting stating the date, time and place of the meeting. If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

**Section 6.** Voting

(a) Unless relating to changes in the constitution (article 7), the decisions are made by a simple majority of votes cast. Unless the General Assembly so decides, voting shall be by show of hands.

(b) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

(c) A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

**Section 7.** Powers of the General Assembly

The General Assembly is the supreme authority of the Charity. It has jurisdiction in the following matters:

(1) The definition of the objects of the association.
(2) The amendment of the statutes.

(3) The election, appointment and dismissal of the members of the Board of Trustees.

(4)The approval of the annual report of the Board (in particular, the Budget and the Financial Statement).

(5) The ratification in changes in membership fees.

(6)The borrowing of money.

(7) Investments that exceed 50% of the charity’s current assets.

(8) The voluntary dissolution of the Association.
(9) The establishment of, and ratification of changes in, membership fees.
(10)The ratification of membership exclusion decisions taken by the Board.

**Section 8.** Minutes

The Minutes of the general meetings shall be certified by the person who drafted them and by the Chairperson of the Meeting.
They are to be sent to all members in within 3 months of the conclusion of the general meeting. The Minutes are also kept at the office of the Charity and are at the disposal of the members.

**Article 10: Officers and trustees (the Board of Trustees)**

**Section 1.** Board of Trustees

The charity and its property shall be managed and administered by a committee comprising the officers and other members elected in accordance with this Constitution. The officers and other members of the committee shall be the trustees of the Charity and in this Constitution are together called ‘the Board of Trustees’ or ‘the Board’.

**Section 2.** A Board member must be a member of the charity.

**Section 3.** No one may be appointed a Board member if he or she would be disqualified from acting under the provisions of Article 12 Section 2 (Removal of Board members).

**Section 4.** The number of Board members shall be not less than three but (unless otherwise determined by a resolution of the General Assembly) shall not be subject to any maximum.

**Section 5.** The first Board shall be those persons elected as trustees and officers at the meeting at which this Constitution is adopted. They serve for three calendar years starting with the year in which they are elected.

**Section 6.** A Board member may appoint a delegate, from the membership, to act on his or her behalf at Board Meetings by written notification to the Board not less than one week prior to the meeting.

**Section 7.** Board members serve in their own capacity and do not act on behalf of the journal(s) where they serve as editors. The names of the Board members shall be posted on the OMEN website.

**Section 8.** Officers

The charity shall have the following officers:

1. Chairperson,
2. Secretary,
3. Treasurer.

**Section 9.** The Board elects its Chairperson, Secretary, and Treasurer among them. The Chairperson, Secretary, and Treasurer shall be elected triennially. The Chairperson and Secretary can be re-elected once, and the Treasurer may be re-elected twice.

**Section 10.** Chairperson

(a) The Chairperson ensures the representation of the charity. She/he chairs the Board, and presides all general meetings (General Assembly and extraordinary general meetings) and meetings of the Board. During her/his term of office, she/he may appoint committees as necessary for the activities of the charity. She/he shall serve or appoint others to serve as liaison between the charity and all other professional organizations.

(b) The Chairperson can be dismissed by decision made by two thirds of the Board members, after having had the opportunity to exercise his/her right to defend herself/himself. The Chairperson has a right of appeal to the General Assembly.

(c) The term of the Chairperson's office shall be three years, renewable once.

**Section 11.** Secretary.

(a) The Secretary shall keep, or cause to be kept, minutes of the meetings of the Board of Trustees and the general meetings and shall be responsible for formatting and distributing such minutes to the appropriate recipients within 60 days of each meeting.

(b) The Secretary must keep a register of names and addresses of the members which must be made viewed by any member upon request, at the official office of the Charity.

(c) The term of the Secretary shall be three years, renewable once.

**Section 12.** Treasurer.

(a) The Treasurer shall be responsible for monitoring the overall financial health of the charity and for assisting with fund raising and financial projections.

(b) The treasurer is responsible for presenting the Budget and the Financial Statement to the Board.

(c) The Treasurer is responsible for ensuring that the charity is compliant with the rules of a charitable organization.

(d) The term of the Treasurer shall be three years, renewable twice.

**Article 11: Appointment of Board members**

**Section 1.** The General Assembly shall elect the Board members. The ballots will be decided on the basis of the highest number of votes.

**Section 2.** Only members of the charity are eligible as members of the Board. All nominations shall be sent to the Board no later than 10 days before the General Assembly in which the election, appointment and dismissal of the members of the Board of Trustees will be on the agenda. All nominations shall have the written consent of the person nominated.

**Section 3.** The term of appointment is three years. The term commences with effect from the conclusion of the annual General Assembly in which the trustee is appointed. The term concludes with effect from the conclusion of the annual General Assembly in which the three year-term is completed. Board members are eligible for re-election at that annual General Assembly. A person may serve a maximum of 9 years on the Board of Trustees.

**Section 4.** If a Board member fails to complete his/her term of appointment, then the Board appoints his/her successor to serve the remaining period set out above.

**Article 12: Resignation and Removal of Board members**

**Section 1.** Resignation

Any officer may resign at any time by giving written notice to the Chairperson of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairperson.

**Section 2.** Removal

A Board member shall cease to hold office if he or she:

(a) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

(b) ceases to be a member of the charity;

(c) is absent without the permission of the Chairperson from all Board meetings held within a period of 12 consecutive months and the Board resolve that his or her office be vacated, or

(d) is dismissed by decision made by two thirds of the Board members, after having had the opportunity to exercise his/her right to defend herself/himself.

**Article 13: Powers of the Board of Trustees**

**Section 1.** The Board of trustees must manage the business of the charity and has the following powers in order to further the objects (but not for any other purpose):

(a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the trustees must comply as appropriate with sections 117- 122 of the Charities Act 2011;

(d) keep a register of names, affiliations and contact details of the members;

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(g) to obtain and pay for such goods and services as are necessary for carrying out the work of the charity;

(h) to open and operate such bank and other accounts as the Board considers necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(i) to do all such other lawful things as are necessary for the achievement of the objects.

**Section 2.** No alteration of this Constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Board of trustees.

**Section 3.** Any Board meeting at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board.

**Section 4.** When contracting with third parties the signatures of at least two Board members are both necessary and sufficient, third parties being authorized to rely fully on such double signatures.

**Section 5.** Actions in court, whether as plaintiff or defendant, are pursued by the Board represented by the Chairperson or another Board member designated by the Chairperson.

**Article 14: Proceedings of the Board of Trustees**

**Section 1.** The Board members may regulate their proceedings as they think fit, subject to the provisions of this Constitution.

**Section 2.** Board Meetings

(a) The Board shall meet as and when it is deemed necessary, but no less than once a year. Any Board member may request that the Secretary calls a Board meeting.

(b) Board Meetings may be in person or by conference call.

(c) The person elected as the Chair shall chair the Board meetings. If the Chair is unwilling or unable to preside or is not present within fifteen minutes after the time appointed for the meeting, the Board members present may appoint one of their number to chair that meeting. (d) The person appointed to chair Board meetings shall have no powers except those conferred by this Constitution or delegated to him or her in writing by the Board members.

(e) The Board has a quorum only if at least one half of its members are present.

(f) Decisions are made by simple majority of votes and written down in the Minutes of the Board Meeting. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(g) A Board member shall not be counted in the quorum present when any decision is made about a matter upon which that Board member is not entitled to vote.

(h) If all Board members consent to such decision-making procedure, a resolution in writing signed by all Board members shall be as valid and effectual as if it had been passed at a Board meeting. The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

**Section 3.** Conflicts of interest

(1) A Board member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not been previously declared; and absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest.

(2) Any Board member absenting himself or herself from any discussions in accordance with this Article must not vote or be counted as part of the quorum in any decision of the Board on the matter.

**Section 4.** Delegation

The trustees may delegate any of their powers or functions to a committee of two or more Board members but the terms of any such delegation must be recorded in the minutes of meeting in which the delegation was decided. The Board may revoke or alter a delegation in the same way that it was granted.

**Section 5.** Records and Minutes

(a) The Board shall keep

(1) correct and complete records of decisions made and shall also keep minutes of the proceedings of its Board and general meetings, the names of all persons present at the meetings, the decisions made at the meetings; and, where appropriate, the reasons for the decisions.

(2) a record giving the names and addresses of the members of its Board members.

(b) It is the responsibility of the Secretary to keep, or cause to be kept, the minutes of all Board meetings.

**Article 15: Accounts, Annual Report, and Finances**

**Section 1.** Compliance

(a) The Board must comply with the obligations under the Charities Act 2011 with regard to the keeping of accounting records for the charity; the preparation of annual statements of account for the charity; the transmission of the statements of account to any relevant authorities; the preparation of an Annual Report and its transmission to any relevant authorities; the preparation of an Annual Return and its transmission to any relevant authorities.

(b) Accounts must be prepared in accordance with the provisions of any Statement of Recommended Practice issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

**Section 2.** Finance and Administration

(a) Regular members pay an annual membership fee, which is reviewed annually by the Board of Trustees. Any change of membership fees is subject to ratification by the General Assembly.

(b) The financial year begins on the January 1 and ends on December 31.

(c) The Board draws up the Financial Statement and accounts of the Charity for the financial year, as well as the Budget for the next year. The Financial Statement for the past year and the Budget for the current year are presented in the General Assembly and subject to approval by the General Assembly.

(d) It is the responsibility of the Treasurer to keep, or cause to be kept, all accounts and records related to financial matters of the charity, and to present the Budget and the Financial Statement to the Board of Trustees.

**Article 16: Notices and Communication**

**Section 1.** Communication

The primary means of communications between the Board and the membership and among members shall be through the charity’s listserve and by e-mail or equivalent means. Each member shall be responsible for maintaining a currently accurate e-mail address by updating his or her own listing on the website member list and by contacting the Secretary with the updated information. English is the primary language for communication.

**Section 2.** Notice

(a) Whenever under the provisions of this Constitution notice is required to be given to a Board member or member of the charity, such notice shall be given in writing, by sending it by post in a prepaid envelope addressed to the member at his or her address or by using electronic communications to the member’s electronic address.

(b) A notice shall be deemed to be given 72 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.

(c) A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called, and to have received all notifications that were verbally given at that meeting.

**Article 17: Disputes**

If a dispute arises between members of the charity about the validity or propriety of anything done by the members under this Constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

**Article 18: Registered particulars**

The Board must notify the relevant authorities promptly of any changes to the charity’s entry on the Central Register of Charities.

**Signatures**

Paolo Quattrone

Matthew A. Cronin

Renate Meyer

Giovanni Muzio

Smriti Anand