

ESOMAR Council Rules

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Introduction

The Council Rules describe rules that govern the operation of the President and Council and those parts of ESOMAR that report to the Council. As well as this document, Council members should be familiar with the [ESOMAR Statutes](#) and other key documents, for example the Election Rules.

Context and Background

ESOMAR is a not-for-profit association, currently based in Amsterdam, Netherlands.

The ESOMAR Statutes and Dutch Law take precedence over these rules and if there is a conflict between them the Dutch Law takes precedence, then the ESOMAR Statutes and then the Council Rules.

The Director General will provide a comprehensive briefing on the structure and functions of ESOMAR.

Changes to these rules

The Council may change these rules at any time, but the change shall require the support of at least two-thirds of the council. Execo is authorised to correct minor drafting errors.

Guiding Principles

You are acting as the board of ESOMAR Association and as representatives of the ESOMAR membership. This means you should put the interests of ESOMAR and its members before any personal interest, you must behave ethically, avoid conflicts of interest, and do your fair share of the work.

Our core principles are:

1. We are a member-centric organisation.
2. Our mission is to empower insights professionals to unlock their potential.
3. Our remit is all aspects of the research and insights ecosystem.
4. Our focus international.

The Composition of Council

The composition of the Council is defined fully by the Statutes, the description below is a shortened version.

The Council comprises the President and eight directly elected members, two of who will be selected to serve as Vice Presidents. In addition, the Council can appoint two extra Council members (through the process defined in the Statutes) and for the first year of a new Council the previous President will serve ex-officio as a voting member of the Council.

The Role of Council

The President and Council constitute the Board of the ESOMAR Association. The members are statutory directors of the ESOMAR Association, are registered with the Dutch Chamber of Commerce, and are covered by legal insurance provided by ESOMAR.

The Structure of ESOMAR

ESOMAR Association is the body that members join when they take out membership. The ESOMAR Association owns a trading company called ESOMAR BV, a registered, Dutch limited liability corporation. ESOMAR BV employs the ESOMAR staff and acts as the trading company for the ESOMAR Association.

While ESOMAR BV is a separate legal entity from ESOMAR Association, ESOMAR BV is 100% owned by the ESOMAR association. The Articles of Association and key decisions of ESOMAR BV are the responsibility of ESOMAR Association, as expressed by the ESOMAR Council.

The board of ESOMAR BV is called the Executive Committee (Execo for short) and comprises up to three senior officers, the President, and the two Vice Presidents. One of the senior officers will be the Director General, who will be a Statutory Director of ESOMAR BV. The ESOMAR Council can appoint one or two further officers to be part of the Execo, determining whether they are Statutory Directors. The President and both Vice Presidents will also be Statutory Directors of ESOMAR BV and as stated in the Statutes the President has two votes when Execo votes. This process ensures that ESOMAR Association and ESOMAR BV are unified and the Association as 100% owner of the BV can make key decisions when necessary. The three members of Council on Execo should normally operate as non-Executive Directors. The Senior Staff on Execo should operate as Executive Directors.

The senior staff on Execo are referred to collectively as the Steering Group. The three members of Council who are members of Execo are referred to collectively as the Elected Directors.

Execo is not just the board of ESOMAR BV, it is the active combination of both the Society and BV. Execo oversees the day-to-day management of ESOMAR and combines Executive and Non-Executive Roles. Execo should meet regularly (at least monthly) and share its minutes with the Council. In the 2023-2025 term of office the Execo met fortnightly.

Oversight and Strategy

The Council are responsible for the oversight of the affairs and management of ESOMAR and for approving the strategy of ESOMAR. The oversight is achieved through formal processes, such as the annual audit, and through less formal processes, such as asking questions of senior officers during Council meetings and through the reading of minutes and reports.

The Council has a specific oversight duty in terms of the most senior ESOMAR staff, those who are members of the Executive Committee. The performance of these senior members of staff should be assessed in a formal and ongoing way.

Strategy is developed jointly by the Management Team and the Council. Other groups, such as the Committees (e.g. Professional Standards Committee) will also be involved in some strategy development. New strategies and changes to strategies are approved by the Council.

The Council should not normally seek to make or change tactical decisions, for example the date of a conference, the scope of a report, or the prices charged to sponsors. Council can express an opinion but should only seek to intervene when it feels there are exceptional circumstances.

The Election of the Vice Presidents

The Vice Presidents should be appointed by a new Council as soon as is reasonable. Members of Council can nominate themselves or other Council members to be Vice President. If there are more than two candidates, then the Vice Presidents will be elected by the Council, using proportional voting.

The Vice Presidents will normally serve the full term of office of the Council, but they can be removed if there is a vote of no confidence, with a two-thirds majority.

Participation on Council

Council members are required to take an active part in ESOMAR through a variety of means, including, but not limited to:

- Making sure you have a clear understanding of the role of ESOMAR, and the many different activities ESOMAR is engaged in.
- Review materials and reflect on these in the light of your own industry experience, and bring this insight and ideas, to any discussions, activities, strategies and plans.
- Work for the greater good of ESOMAR and the sector. This is not about promoting individual interests but being an ambassador for ESOMAR and the sector.
- Work with other Council members, staff and others as appropriate to give clear strategic guidance to the organisation, with suggestions on how to achieve it.
- Help to foster a constructive, supportive, rigorous debating and decision-making environment.
- Promote ESOMAR and the work that it does, consistent with our strategy and policy.
- Take an active part in meetings (even if you can't be there in person) and discussions.
- Holders of office should act solely in terms of the members' interests. They should not do so to gain financial or other material benefits for themselves, their family, or their friends.
- Holders of office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- Holders of office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the members' interests.
- Understand ESOMAR's DEI Guidelines and ensure they are applied.

Council members are expected to contribute to ESOMAR over and above this. This involves taking forward specific areas of work, attending key ESOMAR events and keeping in touch with the membership via suitable channels.

Poor behaviour of Council members will be challenged by sanctions. If two or more face-to-face meetings are missed or three meetings of any type in any single 12-month period without adequate explanation, Council may ask the Council member to step down. The same applies to a negligence of the obligations of being a member of Council or President (as outlined above). If a member declines to stand down the General Meeting may be asked to dismiss them, as per the standing orders.

Availability

Members of the Council and the President shall notify the Director General of periods of unavailability which are known in advance, e.g. holiday dates. Notification of unavailability should be made as early as possible.

Conflicts of Interest

A conflict of interest arises where an individual with a responsibility to act as an impartial Council member may be affected or may be thought by an independent observer to be affected, in that action by a personal interest or association. Such a conflict may involve a direct or indirect financial interest but may also be non-financial, for example, a present or past business or personal association or relationship.

Council members are required to disclose direct or indirect financial interests which might give rise to a conflict of interest relating to his or her duties as a Council member. Disclosure is also required

of any non-financial interest (such as a family relationship or a past, present or prospective business relationship) which might influence his or her judgement as a Council member.

Council members must ensure disclosure is made on any occasion when a possible conflict of interest arises. The Council member concerned should normally declare that there is a possible conflict and withdraw and must not take any part in decision-making in that case.

In exceptional cases where disclosure of the nature of the possible conflict of interest might involve a breach of other duties (of confidentiality, for example), the Council member may withdraw from consideration of the matter without specifying the nature of the possible conflict of interest. Where a possible conflict of interest can be anticipated, the Council member should exclude himself or herself from distribution of documents or attendance at any relevant meeting for the agenda item concerned.

Confidential Information and Insider Dealing

Council members must avoid any breach of trust involved in the disclosure of confidential information to the media or the public, or the use of confidential information for their own financial or other advantages.

Council members must not disclose financial, management or strategic documents or information to any third party.

Council members must not acquire or dispose of investments if they hold any information relevant to such investments through their involvement with the Council of ESOMAR if such information is unpublished price-sensitive information.

Gifts and Hospitality

To avoid the possibility that the integrity or objectivity of Council members may be put at risk, or be considered at risk, the offer or receipt of any personal gift or hospitality from a member of the research or related sectors must be reported to the President if its monetary value is greater than €100. This includes complimentary tickets to non-ESOMAR research events. The President should report this to the Execo and update the full Council at the next meeting.

If a Council member is aware in advance of the possibility that a gift or hospitality worth more than €100 may be offered by anyone connected with the research or related sectors, clearance should be obtained from the President, and in the case of absence of the President, from the Director General.

The Council's Remit

The following items are all determined by the Council

- Discussion and approval of Strategic Decisions
- Appointment and annual review of Committee Chairs and members
- Appointment and annual review of Ambassadors
- Appointment and removal of National Representatives
- The budget and membership fee proposal to the General Meeting
- The annual audit report and the appointment of auditors
- The performance review of the staff who are members of Execo
- The performance review of the Management Team collectively (but not individually)
- The size of the staff bonus pool

- The appointment of Senior Staff (those who sit on Execo)
- Approves the roles and remit of the Steering Group
- Hires and if necessary, fires members of the Steering Group

For reasons of efficiency and specialist knowledge the Council may delegate actions to the P2VP, Execo or Director General.

The Executive Committee's Remit

The Execo Remit comprises:

- All decisions that the Council has determined to fall within the remit of Execo, for example spending commitment above a certain level.
- The overall level of salary changes
- Salary changes for any member of the Management Team.
- All formal partnerships

The Director General's Remit

The Director General is the head of the Secretariat, the remit includes:

- Relationships with external partners
- Leads the Steering Group
- The proper conduct of ESOMAR
- The services necessary for the Council to function

The President's Remit

The President's remit is mostly a function of timing and access to information. The Council can reverse any decision of the President. The remit includes:

- Setting the date for meetings and creating the agenda
- Giving feedback on behalf of the Council when speed is of the essence
- Being the nominated reporting line for the Director General
- In some cases, a key reporting line, sometimes in conjunction with the Director General, for example in terms of potential conflicts of interest.
- Providing regular reports (at least quarterly) to ESOMAR members

The Steering Group's Remit

The Steering group are the members of Execo with executive function, for example the Director General. Their remit includes:

- The day-to-day management of ESOMAR
- All staffing matters below the level of the Management Team
- Providing leadership and support for the Secretariat and the wider ESOMAR network.

Elected Directors' Remit

The Elected Directors refers to the President and the two Vice Presidents have some specific responsibilities as the bridge between Council and ESOMAR BV, these include:

- Reviewing the feedback on the Management Team
- Approve the annual remuneration for the Steering Group
- Approving decisions that have been reserved to the Council, for example contracts beyond a set limit.

Council Meetings

The Council will determine the frequency of meetings, with a minimum of ten meetings per year. The recent pattern of meetings has been four face-to-face meetings and virtual meetings being held on the months when there was not a face-to-face meeting.

The agenda and dates of the meetings is organised by the President in consultation with the Director General. Any member of the Council can ask for an item to be placed on the Council agenda and the President must schedule it for the earliest, reasonable date. The Director General shall arrange suitable venues for the meetings and arrange for whatever resource and expertise may be required, to be available to support the meeting activities.

The quorum for a Council meeting shall be five members.

The President chairs the Council meetings (or a Vice President if the President is absent) and has a casting vote if there is a tie.

The Director General shall ensure that minutes of the meetings are taken and are distributed within seven days of the meeting. The format of the minutes can be determined by the Council, but at a minimum they should include a note of who is present and all decisions made and should provide access to any materials presented at the meeting.

The conduct of the meeting should be positive with all Council members seeking to put the interests of ESOMAR first. All contributions should be consistent the ESOMAR's DEI Guidelines.

Interactions with Staff

ESOMAR's staff need a clear line of reporting to perform well. The staff report to their managers, not to the Council. Council members can only instruct staff via a vote in Council (which will be conveyed and implemented by the Steering Group), not directly, and not individually by a member of Council.

Council members should normally make requests via a senior member of staff, for example the Senior Staff and members of the Management Team. In these cases, the Council member should avoid the impression of giving instructions and should be conscious of not overloading members of staff.

Council members will often work with members of staff on projects. In these cases, a method of working that is collaborative and mutually respectful should be established. If a Council member finds they have a problem they should take it to the Director General and copy the President (if the problem is with the Director General, then they should report it directly to the President). If a member of staff perceives a problem, they will be encouraged to report it to their manager or HR.

Council members should at all times treat staff members with respect and as colleagues.

Dealing with Conflicts between the Steering Group and Council

If a conflict arises between one or more members of the Steering Group (e.g. the Director General) and the Council which cannot be resolved through discussion, then a mediation approach will be adopted as the next measure. If matters arise, a small independent body (three persons) should be established. Members of the body should be a Past-President (who is not a current Council member), a member of the Advisory Group and the chair of the Disciplinary Committee. The body could be assigned and consulted by the President and/or the Director General. The mediation team should follow concise formal protocol terms of reference to be specified when the panel is created.

The ESOMAR Foundation

The ESOMAR Foundation is the charitable arm of ESOMAR and is owned by ESOMAR Association. The Council operates as the supervisory Committee of the Foundation's Board. Two members of the ESOMAR Council serve as Board members of the Foundation.

Induction and Training

All Council members (new and returning) will attend an induction/training sessions organised by the Director General. This session will include:

- The structure and operation of ESOMAR
- The key people in the organisation, including the Ambassadors and Committee Chairs
- The legal responsibilities of being a Statutory Director and member of Council
- ESOMAR's Discrimination, Equality and Inclusion Guidelines

There will be further training and support offered over time, for example how to read the accounts and audit reports.

Council Expenses / Reimbursement Policy

The Director General in consultation with the President has the authority to vary these rules if circumstances warrant.

Travel Expenses

Members are asked to make the most cost-efficient bookings possible. ESOMAR covers the costs of necessary costs based on economy class travel. Necessary accommodation for Council business, as assessed by the Director General, will be covered.

Travel arrangements may be made:

- i) by the ESOMAR office
- ii) by a member of the ESOMAR logistics team
- iii) or directly by the Council member following agreement with the DG; the costs will then be reimbursed upon presentation of receipts.

The President's travel when representing ESOMAR at third-party meetings is fully covered, subject to the Director General and the President agreeing that the trip is sufficiently beneficial. In the event that the President is unable to fulfil an invitation, and he/she/they nominates a deputy, then the deputy's presence (travel & accommodation) will be covered.

ESOMAR Conferences

The ESOMAR President is invited to open, close and attend all ESOMAR conferences and is fee waived at all of them. In addition, the president's travel and accommodation for these conferences will be covered by ESOMAR (arranged via the team).

If the President is unable to attend a conference, and he/she wishes to nominate a deputy from Council, then the nominated deputy's presence (travel & accommodation) will be similarly covered.

Council members may attend any event being held in their own country of residence without paying a registration fee while they remain a member of the Council; however, any travel or accommodation expenses incurred will remain at their own cost.

If a Council member wishes to attend an ESOMAR conference being hosted outside of their own country of residence and has no official role in the programme, then they may do so for a preferential fee of €500, while they remain on Council. Once again, any travel or accommodation expenses incurred will remain at their own cost, unless this coincides with another ESOMAR meeting, at which their attendance is required.

Honorary members and former Director Generals who are retired may attend fee waived (travel and accommodation expenses at their own cost)

ESOMAR Congress

All members of Council may attend Congress, fee waived and the travel/accommodation necessary for them to attend the Council meeting and Congress will also be covered.

Council members, on leaving Council, are entitled to attend Congress fee-waived on an equivalent number of occasions as they served terms. If a member serves just one term on Council, they are entitled to attend one Congress. They are responsible for their own travel and accommodation costs.

ESOMAR Council Code of Conduct

I, the undersigned, hereby confirm my agreement to comply with the ESOMAR Council Rules and Code of Conduct as set out in this document.

As an elected member of Council, I agree to:

- Act with personal and professional integrity and uphold the ethical principles of ESOMAR
- Respect and promote ESOMAR's Codes, Guidelines and Self-Regulatory efforts
- Advocate and defend ESOMAR's mission within the industry and beyond
- Support the delivery of the mission, vision, strategy and business plan
- Act in the best interests of the whole membership, irrespective of personal interests or gain
- Represent the interests of the profession/industry as a whole – beyond personal, company or sector interests and beyond any regional/national bias
- Act with impartiality in all ESOMAR-related activities and declare any potential conflict of interest in advance
- Uphold the apolitical stance of ESOMAR

Furthermore, to facilitate efficient and transparent working practices, Council members agree to:

- Attend Council Meetings (business and social sessions) and read preparatory documents in advance
- Engage in open, constructive and respectful debate with a focus on reaching a decision
- Publicly support Council decisions and actions
- Accept and fulfil responsibilities as agreed in Council
- Seek agreement to represent ESOMAR in any third-party meetings and events and inform ESOMAR the Director General in advance of any speaking engagements or participation in industry-related meetings, events and other platforms
- Treat Council deliberations, discussions and documentation in strict confidence
- Not to engage in any financial obligations on ESOMAR's behalf without informing and consulting the Director General and President in advance

If a majority of Council members believe me to have been in breach of any of the above undertakings, I agree to abide by any resulting majority decision of Council regarding my attendance and contribution to meetings.

Definitions

Advisory Group: A small group of senior business leaders with established links to ESOMAR. The Advisory Group work with the Management and Council to advise on major business issues. The Advisory Group is coordinated by the Director General.

BV: The Dutch initials for limited liability company, like an LLC in the USA or Ltd in the UK.

Elected Directors: This term refers to the President and two Vice Presidents, usually in connection with their role on Execo.

Execo: The short name for the Executive Committee, which is the unifying board linking the ESOMAR Association and ESOMAR BV. The Execo operates as the board of ESOMAR BV.

Executive Function: Somebody who makes day-to-day decisions, for example managing a team, buying or selling, or creating a product.

Disciplinary Committee: The ESOMAR Disciplinary Committee is the final and highest port of call for any disciplinary procedure. Chaired by an independent legal expert, the Committee draws upon the experienced researchers to form an investigatory panel for each complaint. The Committee ensures the highest levels of discretion, scrutiny, and independence when dealing with complaints.

Management Team: The senior managers in the business, including the Steering Group

Non-Executive Director: A director who has no specific executive functions. For example, they do not manage a team, buy or sell, or create products.

Normally: The term "normally" is used to indicate an expectation or standard practice, but one that allows for flexibility or exceptions under certain circumstances. Essentially, it sets out what is typically expected, without creating an absolute requirement.

Not for profit organisation: An organisation who does not distribute profits to other parties. Any 'profit' that is made is held for future use or spent to promote the aims of the organisation.

Statutory Director: Somebody who carries the legal responsibilities of being a director of an organisation or company. In the Netherlands this means they have been appointed by the shareholders, and they have been registered with the Chamber of Commerce.

The Steering Group: This refers to the members of Execo with Executive Functions, for example the Director General.

Two thirds majority: This refers to whole numbers of votes. For example, if there are 9 members of Council it would be 6 votes. For 10 members it would be 7 votes, for 11 members it would be 8 votes, and for 12 members it would be 8 votes.