

STATUTES OF EURASHE

Preamble

The present Statutes were adopted at the General Assembly Meeting in Copenhagen, Denmark, 26 April 2007. They concern an international not-for-profit association established in Belgium, according to the provisions of article III of the Belgian Law of 27 June 1921, regulating the not-for-profit associations, the foundations and the international not-for-profit associations.

Article 1- Name and Seat

(1) The association has the structure of a legal person, more specifically in the form of an international not-for-profit association, in conformity with the law of the twenty-seventh of June nineteen hundred and twenty-one concerning the not-for-profit associations and foundations, published in the Belgian Official Gazette of the first of July nineteen hundred and twenty-one, and amended by the law of the second of May two thousand and two, the law of the sixteenth of January two thousand and three and the law of the twenty-second of December two thousand and three.

(2) The Association is called the "European Association of Institutions in Higher Education". It is abbreviated as: EURASHE. In these Statutes it is called "the Association".

(3) The Association shall have its registered seat in Belgium and is at present situated at Ravensteingalerij 27/3 (1st floor), 1000 Brussels, which is also the seat of the Secretariat of the Association. It may be relocated to another address in the Capital Region of Brussels by a decision of the Executive Board, and to any other address in Belgium, by the General Assembly.

Article 2 - Mission and objectives

(1) The mission of the association is to promote the interests of professional higher education in the member countries of the European Union and in other European countries, and in institutions which are either public or recognised and/or financed by the public authorities of a European Union member country or another European country.

(2) The aims of the association are:

- a) To contribute to the creation of a European Higher Education and Research Area (EHERA)
- b) To promote the transnational cooperation between the members
- c) To provide a platform for the members to obtain and exchange information, views, etc. on the future development of higher education
- d) To ensure and safeguard the cooperation between the members of EURASHE and institutions outside the EHERA
- e) To achieve cooperation in the field of higher education by establishing close links with other organisations that have similar objectives.

I. Members

Article 3 – Members of EURASHE

(1) Full Members are Individual Institutions of Higher Education (either autonomous institutions or faculties, institutes and departments, etc. within autonomous institutions), National Associations, representing Individual Institutions in a European country or nation (hereafter referred to as “member states”), and recognized as such by their member state.

(2) Associate Members are other institutions and associations within higher education than those referred to in article 3 (1), and organisations with links to higher education.

Article 4 – Status of membership

(1) Membership is accorded by the Council of EURASHE without limitation of time.

(2) Every member can at any time leave the Association, effectively by the end of the civil year. The Council shall, however, be informed of its resignation by registered writing addressed to the Secretary General at the latest three months before the end of the civil year.

(3) The General Assembly can terminate the membership upon recommendation of the Council. Such exclusion requires two thirds (2/3) of the voting members present or represented by proxy, after hearing the defence of the interested party. The reasons for termination of membership are to be specified in writing.

Article 5 – Duties of members

The members of EURASHE have the following responsibilities:

- a) to contribute to the development of EURASHE
- b) to take active part in the General Assembly decision-making process and to designate the members of the Board and the Council
- c) to promote the dissemination of information and of EURASHE initiatives by and among the national institutions and associations
- d) to pay the annual fees

II. Structure of the Association

Article 6 Bodies of the Association

EURASHE has the following bodies:

- a) the General Assembly
- b) the Council
- c) the Executive Board
- d) the Secretariat

III The General Assembly

Article 7 Composition

- (1) All members of the Association are represented in the General Assembly
- (2) The General Assembly can admit a limited number of observers to its meetings

Article 8 Functions

The General Assembly has full powers in the realisation of the mission and aims of the association. In particular the tasks of the General Assembly are:

- a) to amend the Statutes
- b) to elect or discharge the President and the Vice Presidents
- c) to appoint the Secretary General
- d) to appoint the Treasurer
- e) to approve the annual report of the President
- f) to approve the annual accounts and report of the Treasurer
- g) to approve the annual membership fees
- h) to terminate membership
- i) to approve all other important issues, including appointment of key people to an office within the Association
- j) to dissolve the Association

Article 9 Operations

(1) The General Assembly meets annually, between 1 March and 1 July, unless the Executive Board decides otherwise. The meeting of the General Assembly is called by the President no later than four (4) weeks before the date of the meeting.

(2) If the majority of the delegates demand so, an Extraordinary Meeting is called by the President within two (2) months from the date of the request. Also, an Extraordinary Meeting can be called by a majority of the Council or by three (3) members of the Board jointly.

Article 10 Voting procedure

(1) In order to meet legally, a quorum of fifty percent plus one of the total number of all possible votes held by the members of the General Assembly must be present or/and represented by proxy. If this is not the case, the President can call an Extraordinary Meeting of the General Assembly, with no such provision.

(2) The General Assembly decides by a majority of fifty percent plus one of the votes represented in the meeting, i.e. delegates present and valid proxy documents. The President has a casting vote.

(2) Individual member institutions have one vote each. National associations have a number of votes corresponding to the number of their member institutions up to a maximum of five (5) votes. Associate members have one vote each.

(3) Members who can not be present may vote by proxy, given either to another member who is present, or to the Secretariat.

IV The Council

Article 11 Composition

(1) The Council consists of

- a) the President
- b) the Vice Presidents
- c) two delegates per member state
- d) one observer per associate member, provided this is itself an association

(2) The member states decide on their own electoral procedure and election terms regarding the delegates to the Council. The maximum term, however, is 10 years. When determining the composition of the Council, national associations are given priority.

(3) Members of the Executive Council at the time of the approval of the present Statutes in Copenhagen on 26 April 2007 maintain their representation in the Council as long as they continue their membership of the Association.

Article 12 Functions

(1) The Council determines the overall policy of the Association. It initiates and approves EURASHE's Policy Papers and Strategies.

(2) The Council can initiate and/or approve projects to be carried out and the establishment of working groups in this context. It can organise seminars, workshops and other meetings to promote trans-national co-operation and the dissemination of information.

(3) The Council ensures that at least every other year a conference is held in a member state of the European Union or another European country. This conference is meant to promote the mission and aims of EURASHE and to facilitate the trans-national co-operation of the institutions in the member states and other countries. The Council appoints an organising committee, which is chaired by a delegate of the country in which the conference is to take place.

(4) The Council accepts new members and makes recommendations to the General Assembly about termination of membership as proposed by the Executive Board.

(5) The Council, on the proposal of the Executive Board, approves a provisional budget for the next year, during its final meeting of the current year, and submits a definitive budget at the next General Assembly of the Association.

Article 13 Operation

(1) The Council meets at least two (2) times per year. The meeting of the Council is called in writing by the President no later than four (4) weeks before the date of the meeting.

(2) If the majority of the delegates demand so, an extraordinary meeting is called by the President within two (2) months from the date of the request. Also, an extraordinary meeting can be called by three (3) other members of the Board jointly.

(3) For the Council to meet legally, at least half of the voting members (national associations, individual member institutions) must be present or represented by proxy. If this is not the case, the President can call an Extraordinary Meeting of the Council, with no such provision.

(4) The Secretary General and the Treasurer participate in the meetings of the Council.

Article 14 Voting procedure

- (1) The Council decides by a majority of the delegates present.
- (2) The President, the Vice Presidents and the member state delegates (of the national associations) have one vote each. The President has a casting vote. The observers, the Secretary General and the Treasurer have no vote.

V. The Executive Board

Article 15 Composition

- (1) The Executive Board of EURASHE consists of
 - a) the President
 - b) two (2) Vice Presidents
 - c) the Secretary General
 - d) the Treasurer
 - e) Three (3) delegates from the member states
- (2) The President and Vice-Presidents of EURASHE are elected by and from the delegates at the General Assembly.
- (3) The President is elected for a term of two (2) years. Election takes place in odd years. The President can be re-elected.
- (4) The Vice Presidents are elected for a term of two (2) years. One of the Vice Presidents is elected in odd years, the other in even years. The Vice Presidents can be re-elected.
- (5) If the President cannot complete his/her term the Board appoints one of the Vice Presidents as acting President for the rest of the term. If a Vice President cannot complete his/her term the Executive Board appoints one of its members as acting Vice President for the rest of the term.
- (6) A President or a Vice President can be discharged by the General Assembly upon recommendation by the Council before the end of their term if they are deemed not to act in the best interest of the Association.
- (7) The three (3) delegates from the member states are elected by and from the Council for a period of two years, and they may stand for re-election for two consecutive further terms. A delegate who is no longer a member of the Council can not continue his membership of the Board.
- (8) The Secretary General is appointed by the General Assembly for a period of two (2) years. Appointment takes place in even years. The period of appointment can be prolonged.
- (9) If the Secretary General cannot complete his/her term the Council appoints an acting Secretary General for the rest of the term.

Article 16 Functions

- (1) The Executive Board determines the day to day policy of the Association within the framework devised by the General Assembly, and on the advice of the Council.

(2) The Executive Board prepares issues which have to be discussed by the Council and the General Assembly.

(3) The Executive Board determines the emoluments of the Secretary General for his/her time and expenses.

(4) In case of litigation the Executive Board will jointly take the necessary actions both as a plaintiff and as a defendant. Such responsibility can also be delegated by the Board to the Secretary General, on behalf of the Association.

Article 17 Operation

The Executive Board meets at least two times per year. The meeting of the Executive Board is called in writing by the President no later than four (4) weeks before the date of the meeting.

Article 18 Voting procedure

(1) The Executive Board decides by a majority of the delegates present.

(2) The President, the Vice Presidents and the member state delegates have one vote each. The President has a casting vote.

(3) The Secretary General and the Treasurer participate in the meetings of the Board with no vote.

VI Offices of the Association

Article 19 Office-holders

EURASHE has the following office-holders:

- a) a President
- b) two Vice Presidents
- c) a Secretary General
- d) a Treasurer

Article 20 The Presidency

(1) The President represents the Association. He presides over the General Assembly, the Council and the Board. He supervises the Secretary General. The Presidency is a non-paid position, except expenses.

(2) The Vice Presidents shall assist the President in the execution of his office. The Vice Presidency is a non-paid position, except expenses.

Article 21 The Secretariat

(1) The Association shall have a Secretariat under the responsibility of a Secretary General.

(2) The tasks of the Secretary General are:

- a) to assist the President in the execution of his/her office

- b) to prepare the meetings of the Executive Board, the Council and the General Assembly
- c) to draft the minutes of the meetings and to carry out the decisions made
- d) to provide the members with the necessary information
- e) to disseminate appropriate information among the members and the public
- f) to keep a record of the decisions and minutes of the meetings of the Executive Board, the Council and the General Assembly

(3) The Secretary General acts as secretary to the management bodies of EURASHE. He is authorised to sign legally binding documents together with the President on behalf of the association except for all specified financial matters which are conducted by the Treasurer according to financial criteria.

(4) A Register will be kept by the Secretary General, which will record all decisions taken by the General Assembly, to be preserved at the administrative office of the association.

Article 22 The Treasurer's Office

(1) The Treasurer is appointed by the General Assembly and serves for a period of 2 years. This period can be prolonged.

(2) The Treasurer submits annually accounts for the preceding year and the budget for the following year for the approval of the General Assembly. The financial year corresponds to the calendar year.

(3) The Treasurer is a non-paid position, except for expenses.

VII Finances

Art. 23 - Membership and other fees

(1) All members shall pay a membership fee to the Association, depending on their category of membership. The General Assembly shall decide on the membership fees for the various membership categories. The maximum fee, however, for any category of membership is 20,000 € (twenty thousand euros).

(2) The Association may accept donations from organisations which are willing to support its objectives.

Art. 24 - Budget and accounts

(1) The Executive Board shall present the annual accounts to the General Assembly and propose the annual budget to the General Assembly.

(2) The financial year of the Association begins on 1 January

(3) The accounts are audited by a chartered auditor who is approved by the General Assembly on the proposal of the Executive Board

VIII Statutes and dissolution of the Association

Article 25 Changes to the Statutes

(1) The President informs the General Assembly at least two months in advance of any proposal for amendment of the constitution or dissolution of the association, and of the date of the meeting of the General Assembly that shall decide on such a proposal.

(2) Any proposal for amendment of the Statutes or to dissolve the Association must pass by two thirds (2/3) of the votes represented, i.e. the number of votes held by the delegates present plus the valid votes by proxy. If the proposal fails to pass a new meeting is called which makes a final and valid decision by majority. The President has a casting vote.

(3) Amendments to the Statutes take effect only after acceptance by the General Assembly, and subject to endorsement by Royal Decree, when the conditions stipulated in the governing Belgian legislation have been fulfilled and after their publication in the official Belgian Gazette (Moniteur Belge).

Article 26 Dissolution

(1) Dissolution of the association must pass by two thirds (2/3) of the votes represented, i.e. the number of votes held by the delegates present plus the valid votes by proxy.

(2) In the case of winding up the Association, the disposal of its net assets shall be decided upon by the General Assembly, who will mandate the President for its execution. The beneficiary, however, shall be a not-for profit association or a charity.

Lars Lynge Nielsen
President

Stefan Delplace
Secretary General

Approved in Copenhagen, 26 April 2007 (amended version)