

Statutes of the European Association of Institutions in Higher Education (EURASHE) aisbl

As approved by the General Assembly on 17 October 2015

Title I – Name, registered office, purpose and activities of the Association

Article 1 – Name and Seat

- (1) The international not-for-profit Association is called the "European Association of Institutions in Higher Education AISBL". It is abbreviated as: EURASHE. Hereafter it is referred to as "the Association". The Association falls under 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 shall have its registered seat in Belgium and is at present situated at Ravensteingalerij 27/3, 1000 Brussels, which is also the seat of the Secretariat of the Association. It may be relocated to another address in the Brussels Capital Region by a decision of the 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, within the European Higher Education Area (EHEA), the interests of professional higher education and of relevant higher education institutions that are recognised or financed by the public authorities of a EHEA member country.
- (2) The aims of the Association are:
 - a) to contribute to the creation of a European Higher Education Area (EHEA) and European Research Area (ERA) by influencing policy-making at European level on issues pertaining to professional higher education;
 - b) to represent the members' common interests at European level, as well as outside the EHEA;
 - c) to promote professional higher education in the EHEA and ERA;
 - d) to provide members with a platform for communication, information and exchange of views, with a focus on issues relevant to the future development of higher education;
 - e) to ensure and safeguard the cooperation between the members of the Association;
 - f) to achieve cooperation in the field of higher education by establishing close links with other organisations that have similar objectives.

Article 3 – Activities

To achieve its aims, the Association deploys activities such as:

- a) membership representation, notably towards European institutions, authorities and stakeholders;
- b) production of policy papers, analytical studies and other documents;
- c) organisation of networking activities, learning events, conferences and seminars for the members and partners;

- d) dissemination of information;
- e) partnership with stakeholder organisations in higher education;
- f) involvement in projects.

Title II – Members

Article 4 – Categories of membership

(1) The membership of the Association is composed of the following categories:

- a) Full Members
 - b) Associate Members
 - c) Affiliate Members
- (2) Full and Associate Members constitute the core membership of the Association.

Article 5 – Full Members

- (1) National associations of higher education institutions in the EHEA representing individual institutions and recognised as such by their member state authorities are eligible to apply for Full membership.
- (2) Recognised and quality assured institutions of higher education (either autonomous institutions or faculties, institutes and departments, etc. within autonomous institutions) within the EHEA are eligible to apply for Full membership.
- (3) Full Members shall have the right to vote at the General Assembly meetings, to nominate candidates for the membership of the Board and to stand for election to the Board.

Article 6 – Associate Members

- (1) Associate membership is open to international sectorial networks of higher education institutions within the EHEA.
- (2) Associate Members shall have the right to vote at the General Assembly meetings, but shall not be entitled to nominate candidates for the membership of the Board and to stand for election to the Board.

Article 7 – Affiliate Members

- (1) Affiliate membership is open to:
 - a) recognised individual institutions of higher education and associations of higher education institutions outside the EHEA;
 - b) institutions of higher education or national associations of higher education institutions within the EHEA that do not meet all full membership criteria;
 - c) as well as any other bona fide organisation active in the field of higher education worldwide.
- (2) Affiliate Members shall not be entitled either to vote at the General Assembly meetings or to nominate candidates for the membership of the Board or to stand for election to the Board.

Article 8 – Membership admission

Applicants who demonstrate to act in compliance with the membership criteria, as detailed in the bylaws of the Association adopted by the General Assembly, are granted membership by the Board

without limitation of time. The General Assembly shall be informed of the Board's decision on membership.

Article 9 – Resignation and exclusion

- (1) Members may resign from the Association at any time by submitting a registered written notification of resignation to the Board, through the Secretary General, at the latest three months before the end of the civil year. The resignation becomes effective at the end of the civil year.
- (2) The General Assembly shall decide on the exclusion of a member upon recommendation of the Board if the member breaches the present statutes, no longer supports the aims of the Association or no longer meets the membership criteria. Such exclusion shall require two thirds' (2/3) majority of the voting members present or represented by proxy, after hearing the defence of the interested party. The reasons for termination of membership shall be communicated to the member in writing.

Article 10 – Rights and duties

- (1) Members of the Association have the following rights:
 - a) to take active part in the General Assembly;
 - b) to be involved in the Association's activities;
 - c) to have access to documents, reports and records;
 - d) to use the EURASHE logo.
- (2) Members of the Association commit to:
 - a) actively contribute to the development and objectives of the Association as set out in Article 3;
 - b) respect the provisions of the present Statutes;
 - c) promote the dissemination of information and of EURASHE initiatives at national level by and among the national institutions and associations;
 - d) pay the annual membership fee and other fees;
 - e) refrain from actions that conflict with the Association's interests.

Title III – General Assembly

Article 12 – Functions

- (1) The General Assembly is the sovereign body with full powers in the realisation of the mission and aims of the Association.
- (2) In particular, the responsibilities of the General Assembly are:
 - a) to elect the President, the Vice Presidents and the Board members, except the Treasurer;
 - b) to appoint the Secretary General;
 - c) to appoint the Treasurer;
 - d) if needed, to appoint the external auditor on recommendation of the Board;
 - e) to dismiss the Board for stated reasons with a two thirds (2/3) majority of the votes cast;
 - f) to decide upon the Association's strategic framework and policy documents on recommendation of the Board, the Committee for Strategic Advice and the Working Groups;
 - g) to adopt position statements;
 - h) to establish and oversee the activities of the Working Groups;
 - i) to adopt the budget;

- j) to approve the annual report of activities of the Association;
- k) to approve the annual accounts and report of the Board;
- l) to discharge the Board from liability for the accounts;
- m) to approve the annual membership fees;
- n) to define membership criteria;
- o) decide upon exclusion of members;
- p) to decide upon the relocation of the registered office to another address in Belgium outside the Brussels Capital Region;
- q) to decide upon the amendments of the Statutes, in accordance with Article 27;
- r) to decide upon the dissolution of the Association, in accordance with Article 28;
- s) to adopt bylaws.

Article 13 – Composition

- (1) All members are represented in the General Assembly.
- (2) The President may invite a limited number of observers to attend a meeting of the General Assembly.

Article 14 – Operation

- (1) The General Assembly shall meet twice a year. The date and place of the meetings shall be decided by the Board. The meeting of the General Assembly shall be convened by the President no later than four (4) weeks before the date of the meeting.
- (2) If the majority of members so requests, an Extraordinary General Assembly Meeting shall be convened by the President within two (2) months from the date of the request. Also, an Extraordinary Meeting may be called by three (3) members of the Board jointly.
- (3) The quorum of attendance shall be fifty percent plus one of the total number of votes, present or represented by proxy. Should the quorum not be met, the President shall call an Extraordinary Meeting of the General Assembly, with no such provision.
- (4) Unless otherwise specified, the General Assembly shall decide by a simple majority of the votes present or represented by proxy. The President has a casting vote. Full member higher education institutions cast one (1) vote each. Full member national associations of HEIs cast five (5) votes each. Associate Members cast one (1) vote each. There shall be a maximum of ten (10) votes per country that counts two (2) national associations, and a maximum of eight (8) votes per country that counts one (1) national association.
- (5) Members who are unable to attend the General Assembly may vote by proxy, given to the representative of another member who is present. The power of attorney shall be sent to the Secretariat prior to the General Assembly.
- (6) The decisions shall be entered in the minutes, which shall be kept at the registered office and may be consulted by the members of the Association on request.

Title V – Board

Article 15 – Functions

- (1) The Board is the executive body of the Association.
- (2) In particular, the responsibilities of the Board are:

- a) to determine the overall and day-to-day policy of the Association;
- b) to propose the budget to the General Assembly for adoption;
- c) to monitor the finances of the Association and present the annual accounts to the General Assembly for approval;
- d) to prepare and present policies to the General Assembly for approval;
- e) to propose bylaws to the General Assembly for adoption;
- f) to implement the decisions of the General Assembly;
- g) to accept new members of the Association in accordance with the bylaws adopted by the General Assembly and makes recommendations to the General Assembly about termination of membership;
- h) to monitor and coordinate the Working Groups;
- i) to determine the emoluments of the Secretary General for his/her time and expenses;
- j) to decide upon the relocation of the registered office within the Brussels Capital Region;
- k) in case of litigation, to jointly take the necessary actions both as a plaintiff and as a defendant. Such responsibility may also be delegated by the Board to the Secretary General, on behalf of the Association.

Article 16 – Composition

- (1) The Board consists of ten (10) members, as follows:
 - a) the President
 - b) two (2) Vice Presidents
 - c) the Treasurer
 - d) six (6) members
- (2) The President, Vice Presidents and six (6) Board members are elected by the General Assembly for a term of two years, and they may stand, after their first term, for re-election for two (2) consecutive further terms.
- (3) The Board appoints the chairs of the Working Groups from among its membership.
- (4) If the President cannot complete his/her term, the Board shall appoint one of the Vice Presidents as acting President for the rest of the term. If a Vice President cannot complete his/her term, the Board shall appoint one of its members as acting Vice President for the rest of the term.
- (5) A Board member, including the Treasurer, may be dismissed by the General Assembly before the end of his/her term if he/she is deemed not to act in the best interest of the Association.
- (6) A Board member, including the Treasurer, wishing to resign from the Board may do so at any time and shall submit a formal resignation letter to the President, who shall immediately inform the Board, with a copy to the Secretary General.
- (7) The Treasurer is an ex officio member of the Board. He/she does not have voting rights.
- (8) The Secretary General assists the Board and takes part in its meetings. He/she is not a member of the Board and does not have voting rights.

Article 17 – Operation

- (1) The Board shall meet at least four times a year. Meetings of the Board shall be convened in writing by the President with minimum four (4) weeks' prior notice.
- (2) The Board shall decide by a majority vote of its members present.
- (3) The Board may make decisions in writing without holding a meeting (per rollam). Decisions made per rollam shall be entered in the minutes of the following Board meeting.

- (4) The President, the Vice Presidents and the six regular members have one vote each. The President has a casting vote.
- (5) The decisions shall be entered in the minutes, which shall be kept at the registered office and may be consulted by the members of the Association on request.

Title VI – Committee for Strategic Advice

Article 18 – Functions

The Committee for Strategic Advice is a consultative and advisory body, which formulates recommendations on EURASHE's priorities and policies on request of the chair of the Committee, the Board or on its own initiative.

Article 19 – Composition

- (1) The Board may establish a Committee for Strategic Advice composed of EURASHE members, representatives of stakeholders from the world of work, other stakeholders of Professional Higher Education and other experts. Stakeholders are permanent members of the Committee.
- (2) The Committee has at least six (6) members, two thirds of whom are stakeholders and other experts.
- (3) The Committee for Strategic Advice shall be chaired by the President or Vice-President of the Association.
- (4) Detailed procedures governing the composition and operation of the Committee are set out in the bylaws adopted by the General Assembly.

Title VII – Secretariat

Article 20 – Functions

- (1) The Association has a Secretariat under the responsibility of a Secretary General. The Secretariat is located at its registered office.
- (2) The responsibilities of the Secretariat are:
 - a) to carry out the daily management and activities of the Association;
 - b) to administer the finances of the Association in conjunction with the Treasurer;
 - c) to support the Board and the Working Groups in their work;
 - d) to provide and disseminate information to the members and the public;
 - e) to keep a record of the minutes of the meetings of the Board and the General Assembly and keep the register of minutes at the registered office.

Title VIII – Offices

Article 21 – Office-holders

The Association has the following office-holders:

- a) a President

- b) two (2) Vice Presidents
- c) a Secretary General
- d) a Treasurer

Article 22 – Presidency

- (1) The President is the representative of the Association vis-à-vis third parties and legally represents the Association in court. He/she ensures smooth functioning and strategic development of the Association. He/she shall preside over the General Assembly and the Board. He/she shall supervise the Secretary General.
- (2) The President has signing authority as prescribed in the bylaws adopted by the General Assembly.
- (3) The Vice Presidents shall assist the President in the execution of his/her office.
- (4) The Presidency and Vice Presidency are non-paid positions, except expenses.

Article 23 – Secretary General

- (1) The Secretary General acts as secretary to the governing bodies of the Association.
- (2) The responsibilities of the Secretary General are:
 - a) to be responsible for the daily operations and management of the Secretariat;
 - b) to assist the President in the execution of his/her office;
 - c) to prepare the meetings of the Board and the General Assembly and to execute the decisions made by the Board and General Assembly;
 - d) to notify all members in writing of decisions of the governing bodies of the Association;
 - e) to represent the Association as far as mandated by the President.
- (3) The Secretary General has signing authority as delegated by the President and prescribed in the bylaws adopted by the General Assembly.
- (4) The Secretary General is appointed by the General Assembly for a period of four (4) years. The mandate may be prolonged. The General Assembly may end the mandate at any time in case of breach of duty.
- (5) If the Secretary General cannot complete his/her mandate, the Board shall appoint an acting Secretary General to hold office until the appointment of a new Secretary General.

Article 24 – Treasurer

- (1) The Treasurer is appointed by the General Assembly and serves for a period of two (2) years. This period may be prolonged.
- (2) The Treasurer shall administer the finances of the Association, with the support of the Secretariat, and shall prepare annually accounts for the preceding year and the budget for the following year that are presented by the Board to the General Assembly for approval.
- (3) The Treasurer is a non-paid position, except for expenses.

Title IX – Finances

Article 25 – Membership and other fees

- (1) All members shall pay a membership fee to the Association. The fee amount varies according to membership category. The General Assembly shall decide on the membership fees for the various

membership categories. The membership fee shall not exceed, for any category of membership, twenty thousand (20,000) Euro.

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

Article 26 – Budget and accounts

- (1) The Board shall present the annual accounts and propose the annual budget to the General Assembly.
- (2) The financial year of the Association begins on January 1st and end on December 31st the same year.
- (3) The accounts may be audited by a chartered auditor or an accountant who is approved by the General Assembly on the proposal of the Board.

Title X – Amendments to the Statutes and dissolution of the Association

Article 27 – Amendments to the Statutes

- (1) The President informs the General Assembly with at least two months' notice of any proposal to amend the Statutes and of the date of the meeting of the General Assembly that shall decide on such a proposal.
- (2) A quorum of at least two thirds (2/3) of the votes present or represented shall be reached to amend the Statutes. Amendments shall be adopted by a two thirds' (2/3) majority of the votes cast. Should the quorum not be reached, a new meeting is convened which makes a final and valid decision by simple majority of the votes present or represented. The President has a casting vote.
- (3) Amendments to the Statutes take effect only after acceptance by the General Assembly, and 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 28 – Dissolution of the Association

- (1) The President informs the General Assembly with at least two months' notice of the proposal to dissolve the Association and of the date of the meeting of the General Assembly that shall decide on such a proposal.
- (2) The General Assembly shall be attended by at least two thirds (2/3) of the voting members present or represented to make a decision on the dissolution of the Association. The decision shall be adopted by a two thirds (2/3) majority of the voting members present or represented. Should the quorum not be reached, the President shall convene, with at least three months' notice, an extraordinary General Assembly, which shall deliberate irrespective of the voting members present or represented. The decision shall be adopted by a two-thirds majority of the voting members present or represented.
- (3) In the event of winding up the Association, the disposal of assets shall be decided upon by the General Assembly, who shall mandate an official liquidator for its execution. Assets shall be distributed to a not-for profit legal entity.