

**“EUROPEAN UNIVERSITY ASSOCIATION”<sup>1</sup>**

Registered office  
Ave de l’Yser 24  
1040 Brussels

**IN THE YEAR TWO THOUSAND AND TWO,**

On fifteen February

Before **Pierre Nicaise**, notary of Grez-Doiceau.

**Appeared:**

1. Professor Eric Froment, of 2 Rue Louis Thévenet, Lyon (France);
2. Professor André Oosterlinck, of 13 Parklaan, 3360 Bierbeek.
3. The association of Swiss law “EUROPEAN UNIVERSITY ASSOCIATION,” having its registered office at 10 Rue du Conseil Général, Geneva; represented herein according to its Articles of Association by the aforementioned Professor Eric Froment.

Said appearing parties asked me to draw up these Articles of Association of a non-profit association that they declare they have formed by and between them, in accordance with the Act of twenty-seven June nineteen twenty-one.

**TITLE I – Name, registered office**

**Article 1** – The association is called “European University Association”, thereafter ‘EUA’. In these statutes the terms “European” and “Europe” are defined as the geographical area covered by the Cultural Convention of the Council of Europe signed in Paris on December 19, 1954.

**Article 2** – Its registered office is established at 24, Av. de l’Yser, 1040 Brussels.

It may be moved by decision of the general assembly, voting in accordance with Article 31 of these Articles of Association.

**TITLE II – Aims**

**Article 3 - AIMS – TERM**

The aims of the Association are:

- To promote and safeguard university values and the case for university autonomy
- To promote the development of a coherent system of European higher education and research.
- To give active support and guidance to members of the Association in their development in higher education and research.
- To give active support and guidance to members of the Association in enhancing their contributions to society.
- To provide information and other services to members of the Association.
- To represent higher education and research and to influence policy making at national and European level, particularly in relation to the European Union.
- To encourage cooperation between members of the Association and the development of effective networks.
- To develop partnership in higher education and research between Europe and the rest of the World.

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<sup>1</sup> Please note that this is not an official translation. Only the French version is legally binding and is available online at [www.EUA.be](http://www.EUA.be) or upon request at the secretariat of the association.

The association may carry out all activities directly or indirectly connected with its aims. It may in particular assist with or be involved in any activity similar or complementary to its aims.

**Article 4 –** The association is formed for an unspecified period.

### **TITLE III – MEMBERSHIP AND AFFILIATION**

#### **Article 5 – Basic membership requirements and membership categories**

Members must be situated in, and have the main focus of their activities in Europe. They must endorse the aims of the association as described in Article 3 and take account of the general principles included in the Magna Charta Universitatum.

There shall be both individual and collective Full Members (Article 6). The minimum number of full members may not fall below three.

There shall be individual and collective Associate Members (Article 7). Collective associate members may be either European or national collective members. Associate members shall enjoy all the rights and privileges of Full Members, except the right to vote or hold elective office.

Affiliates as described in Article 9 do not possess membership status.

#### **Article 6 – Full Members**

##### **Article 6.1 – Individual Full Members**

Universities shall be eligible for individual full membership. In these statutes a university is understood to be a sustainable higher education institution that conducts research and provides degree programmes at two of the three Bologna cycles (BA, MA, doctorate).

An institution is deemed to:

- be sustainable if it is in receipt of direct public funding or if it has been in operation uninterrupted for five years;
- conduct research:
  - if it possesses and exercises power to award doctoral degrees in its own right or participates actively in doctoral programmes on the basis of an inter-institutional formal agreement with a doctoral degree granting EUA member which has power to award doctoral degrees in its own right
  - or if it participates actively in European research programmes or peer reviewed national research programmes;
- provide degree programmes if its operations meet the requirements of national quality assurance policy within the framework of the European Standards and Guidelines for Quality Assurance.

These criteria, especially the term “participates actively”, shall be further defined by the Council in its Rules of Procedure taking account of national circumstances on the basis of information provided by the collective full member of that country.

The Council shall, on the recommendation of the Board, make a decision on the admission of a member, upon application, after seeking the written advice of the collective full member of that country, or, in other cases, based upon the written support of at least three full members from at least three different countries.

### **Article 6.2 – Collective Full Members**

A National Rectors' Conference representing the universities of a country shall be eligible to apply for Collective Full Membership. There shall be no more than one collective full member for each country<sup>1</sup>. The Council shall, on the recommendation of the Board, make a decision on the application.

### **Article 7 – Associate Members**

#### **Article 7.1 – Individual Associate Members**

Higher education institutions that award degrees at the first and second cycle level, but do not meet the other criteria set out in article 6.1, shall be eligible to apply for individual associate membership if they are members of the collective full member of that country or the collective full member of that country supports their membership.

#### **Article 7.2 – Collective Associate Members**

European networks of universities or other higher education institutions that demonstrate a sufficiently broad European representation, as defined by the Council in its Rules of Procedure, and are relevant for EUA in meeting its aims as defined in Article 3 shall be eligible to apply for collective associate membership. National associations of other higher education institutions if recommended by the full collective member of that country, shall also be eligible to apply for collective associate membership.

### **Article 8 - Representation**

Individual members shall be represented by their Rector/President/Vice-Chancellor or his/her duly authorised representative. Collective members shall be represented by their President/Chairperson or another Board member duly authorised to represent him/her.

### **Article 9 - Affiliates**

The Council may, at its discretion, grant the status of affiliate to European or other organisations.

### **Article 10 – Exclusion and suspension**

Members, or affiliates, who are no longer deemed to be supporting the aims of the association as set out in Article 3 or who, following a request from the Board, cannot demonstrate that for a period of three consecutive years they have met the membership criteria set out in Articles 5 - 7 may be excluded, or, if urgent action is required, be suspended from the association. Members shall be excluded only by the general assembly voting by a two thirds' majority. Affiliates may be excluded by the Council. The excluded member or affiliate, the rightful claimants of an excluded or deceased member or affiliate, shall assert no claim on the association's assets.

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<sup>1</sup> This does not apply to existing members.

## **TITLE IV - RESOURCES**

### **Article 11 - Subscriptions**

All categories of members and affiliates are required to pay annual subscriptions. The amounts of these annual subscriptions shall be fixed by the General Assembly, and shall not exceed one million euros.

Members shall be entitled to vote only if all due subscriptions have been paid.

A member or affiliate which fails to pay its subscription within a month of a reminder sent by registered letter shall be deemed to have resigned. The member or affiliate which has resigned, or his or her rightful claimants, shall assert no rights on the association's assets.

### **Article 12 – Other resources**

The Association may receive grants, gifts, endowments, bequests or other forms of donations from public or private sources, whether or not allocated to specific purposes covered by its aims. It may also charge for the operational costs of those services provided by the Association to private or public persons or organisations, whether members or non-members.

## **TITLE V - STRUCTURE**

### **Article 13 – EUA has the following structure:**

- The General Assembly
- The Council
- The Board
- The Presidency
- The Secretariat

## **TITLE VI – GENERAL ASSEMBLY**

### **Article 14. - Composition**

The General assembly shall comprise full and associate members, individual and collective, with only full members being entitled to vote. Each member of the General Assembly may hold only one proxy (from another member).

### **Article 15. - Operation**

The General Assembly shall meet at least once per year.

Decisions shall be made by simple majority of the members present, except where the provisions of Articles 10, 31 and 32 of these Articles of Association apply. Abstentions shall not be counted as votes.

An extraordinary meeting of the General Assembly may be convened by the President or by the Council or by a formal request in writing from at least one-tenth of the Full Members.

The General Assembly may decide upon its mode of voting, including electronic voting, either on a case by case basis or as specified in the Rules of Procedure of the General Assembly.

## **Article 16. - Functions**

The General Assembly is the supreme Governing Body of the Association.

The General Assembly shall:

- Elect the President and the Board
- Decide upon the exclusion of members
- Have the power to dissolve the association
- Review and amend the Articles of Association, according to the provisions of Article 31.
- Decide on appeals relating to the admission or exclusion of Members, and to decisions of the Council and the Board.
- Approve the annual accounts, approve the budget for the forthcoming year, receive the report of the President on the activities of the past year and plans for the future, and approve subscriptions.
- Determine the overall strategic direction of the Association.
- Appoint the auditor on the recommendation of the Council.
- On the recommendation of the Council, remove from office and provide for the replacement of the President, a Vice-President or any Board member, for neglect of their duties or any other reason deemed sufficient by the Council and General Assembly.

Any proposal signed by a number of members (full or associate) equal to one twentieth of the last annual list of members, must be included in the agenda.

## **Article 17**

The decisions of the General Assembly shall be kept at the registered office where they can be consulted by all members. These decisions may be communicated by letter to interested third parties. Amendments to the Articles of Association must be published within one month of their date in the appendices of the “Moniteur Belge” [Official Gazette].

## **TITLE VII - COUNCIL**

### **Article 18. - Composition**

The Council shall comprise the President, the members of the Board and the Chairpersons – or their duly authorised representatives – of all the National Rectors’ Conferences who are full members of the association. Secretaries-General of the National Rectors’ Conferences shall be entitled to attend meetings of the Council but shall not be entitled to vote. The Council may co-opt a maximum of 5 associate collective members that demonstrate a sufficiently broad European representation and relevance for EUA’s aims (Article 7.2) to become Council members with voting rights for a two year renewable period.

### **Article 19. Operation**

The Council shall meet at least twice a year.

The quorum shall be one-half of the members of the Council.

Decisions shall be made by a simple majority of those present and voting; abstentions shall not be counted as votes. Council meetings shall normally be preceded by meetings of the Secretaries General.

## **Article 20. - Functions**

The Council shall:

- Be the principal forum for discussion of the Association's policy positions on higher education and research; it may make statements on behalf of the Association.
- Develop priorities and guidelines on policy issues and on services to members.
- Implement the decisions of the General Assembly and take any necessary formal and administrative decisions between meetings of the General Assembly.
- Receive and approve the Association's annual budget and the annual accounts for submission to the General Assembly
- Appoint a Board member to replace an acting Board member who is removed from office, or resigns, dies or is incapacitated, for the remainder of his or her term of office,
- On the advice of the Board:
  - propose subscription levels,
  - authorize borrowing proposed by the Board,
  - decide on the admission or suspension of the rights of members,
    - decide on the admission, suspension or exclusion of affiliates
    - propose to the General Assembly the exclusion of members,
  - act as an election committee for the proposal of President and Board members through the establishment of appropriate procedures, in particular the establishment of a Standing Sub- Committee on Nominations,
  - approve agendas for meetings of the General Assembly,
  - recommend the appointment of auditors.

## **TITLE VIII - BOARD**

### **Article 21 - Composition**

The Board shall comprise the President and eight members. The President-elect shall be an additional member of the Board if not already a serving member.

The eight members shall be present or former Rectors, of whom at least four shall be present Rectors at the time of their election or re-election. They shall hold office for a term of four years and shall be eligible for re-election for one further term. Four Board members shall be elected every two years.

The Board shall not contain more than one member from any one country, except in the case that the President or President-elect is elected during the term of office of a Board member from the same country; in such a case the Board member shall serve for the full term of office.

Board members shall serve in a personal capacity, not as representatives of a national rectors' conference or any other body.

The Board shall appoint, on the nomination of the President, two Vice-Presidents, from among the members of the Board. One member of the Presidency shall act as treasurer. The treasurer will be responsible, in conjunction with the Secretary-General, for drawing up the annual budget of the Association and for proposing it, with any associated proposals for subscriptions to the Board, Council and General Assembly. The Treasurer shall exercise general oversight over the financial affairs of the Association and will act as a signatory on payments made above a figure determined by the Board.

Board members are elected by the General Assembly (Article 16) on the proposal of either the Council or a proposal endorsed by 50 full individual members.

Detailed procedures governing the election of the President and Board members, the responsibilities, duties and terms and conditions of Board members, and the rules applicable in the case of premature termination of office are to be set out in Rules of Procedure to be adopted by the GA.

### **Article 22 - Operation**

The Board shall meet at least three times per year.

The quorum shall be five members, including the President or a Vice-President.

Decisions shall be made by a simple majority of those present. The President has the casting vote.

### **Article 23 - Functions**

The Board shall be responsible for the implementation of the policy of the Association, for the planning of its activities, and for the management of the affairs of the Association.

The Board shall:

- Prepare discussion papers,
- Prepare proposals for the annual budget for approval by Council,
- Be responsible for implementation of the budget,
- Prepare the annual accounts and the annual report for approval by the Council and the General Assembly,
- Arrange programmes, for the exchange of information and experience on matters of common interest to individual and collective members, and to identify and disseminate good practice in universities.
- May set up Working Groups and Task Forces.

The Board shall, on a proposal from the President, appoint, upon terms and conditions which it shall determine, a Secretary-General, who will be the chief executive and chief administrative officer of the Association.

The Board may, on a proposal from the President, dismiss the Secretary General.

## **TITLE IX - PRESIDENCY**

### **Article 24 - Composition**

The Presidency shall comprise the President and two Vice-Presidents.

### **Article 25 - Functions**

The Presidency shall, in conjunction with the Secretary General:

- conduct the ongoing affairs of the association in conjunction with the Secretary General
- prepare the meetings of the Board
- appoint, upon terms and conditions which it shall determine, one or more deputies to the Secretary-General.

### **Article 26 – The President**

The President shall be elected by the Full Members of the Association on a proposal from either the Council or a proposal endorsed by 50 full individual members.

The President shall hold office for four years and shall not be eligible for re-election.

The President shall be a present or former Rector of a full member institution.

The President shall be elected three months before the start of his/her term as President, and shall serve as President-elect for this period.

The President shall:

- Lead and represent the Association to third parties for all activities.
- Convene meetings of the General Assembly, the Council and the Board.
- Chair meetings of these bodies.
- With the endorsement of the Council, have the power to suspend the rights of individual members.

### **Article 27 – The Vice-Presidents**

The Vice-Presidents shall deputise for the President in his or her absence.

## **TITLE X - SECRETARIAT**

**Article 28** – To ensure the management of the work of the Association it shall have a Secretariat under the responsibility of a Secretary General. The Secretary General shall have the authority to represent the Association and will be responsible for the efficient and effective operation of the Association, within agreed budgets, and for the appointment of staff other than the deputy/deputies Secretary General. In representing the association the Secretary General shall do so within the policies agreed by the Board, Council or General Assembly and in prior consultation with the President.

## **TITLE XI –FINANCIAL YEAR**

**Article 29** – The financial year of the Association shall run from 1 January to 31 December.

## **TITLE XII - AUDITORS**

**Article 30** – The auditors shall submit to the Council their report on the annual accounts within three months of the end of the financial year. The President shall forward to report to the General Assembly.

## **TITLE XIII – AMENDMENT OF THE ARTICLES OF ASSOCIATION**

**Article 31** - A proposal to amend the Articles of Association may be made by the Council on its own initiative or acting on the initiative of the President or upon a written request of at least ten percent of the Full Members. Pursuant to Article 8 of the Act of twenty-seven June nineteen

twenty-one, these Articles of Association may be amended by a decision of a meeting of the General Assembly at which at least two thirds of all Full Members are present. Amendments shall be adopted only with a majority of two thirds of the vote. However, if an amendment pertains to one of the aims for which the Association was formed, it shall be valid only if voted unanimously by all Full Members present at the assembly.

If two thirds of the Full Members are not present or represented at the first meeting, a second meeting may be convened which shall deliberate irrespective of the number of members present; nevertheless, this decision must be submitted to the civil court for approval.

#### **TITLE XIV - DISSOLUTION OF THE ASSOCIATION**

**Article 32** – A proposal to dissolve the Association may be made by the Council either on its own initiative or on the initiative of the President or upon a written request of at least ten percent of the Full Members. The Association may be dissolved by a decision of a meeting of the General Assembly at which, pursuant to Article 20 of the Act of twenty-seven June nineteen twenty-one, at least two thirds of all Full Members are Present. If this condition is not met, a second meeting may be convened which shall deliberate validly, irrespective of the number of Full Members present. No decision shall be adopted unless voted by a two-third majority of the Full Members present. Any decision relative to dissolution taken by a meeting of the general assembly not constituted by two thirds of the Full Members of the association shall be submitted to the civil court for approval.

In the event of dissolution, the assets of the Association shall be transferred according to a decision made by the General Assembly. This allocation shall be necessarily made in favour of an association whose aims are similar to those of this association.

The merger of the association, whether by way of takeover or by way of combination or its conversion into another kind of legal entity, may be decided by the General Assembly under the same quorum and majority conditions as applicable in case of dissolution.

#### **TITLE XV – TRANSITIONAL PROVISIONS**

##### **Article 33** – Transitional Arrangements

Full and associate members and affiliates on the 28 March 2008, the day of the amendment of the statutes, will maintain their status as full and associate members and affiliates, as described in Articles 5 – 9. Should a member or affiliate wish to change membership category, then a new membership application must be submitted.

Articles 5 – 9 will come into force one month after adoption of the Rules of Procedure of Council relating to these articles. For the interim period the previous statutes governing applications for membership will continue to be applicable.

The term of the President elected in Aarhus in April 2011, whose term of office began in March 2012, shall be extended by a three month period after the 2015 General Assembly during which her successor will be elected.