

“EUROPEAN UNIVERSITY ASSOCIATION”

The General Assembly of 31 May 2023 adopts the following amended statutes in order to comply with the Belgian Companies and Associations Code:

TITLE I – NAME AND 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 19 December 1954.

Article 2

Its registered office is established in the Brussels Capital region.

TITLE II – AIMS, OBJECT AND TERM

Article 3 – 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.

Article 4 – Object

The Association may carry out all acts directly or indirectly related to its purpose:

- It may propose or participate in the organisation of training courses, seminars, or conferences, whether or not accessible to the public.
- It may publish, or have published, books, periodicals, or any other publications, as well as ensure the dissemination and processing of information concerning the above and related subjects.
- It may call upon experts or external bodies when it deems it necessary.
- It may assist and take an interest in any activity or project with a similar or complementary aim to its own.
- It may acquire or own movable or immovable goods useful for the realisation of its aims.
- It may take an interest by any legal means in companies and associations with an identical, similar, or related object, or which are likely to promote its development.

Article 5

The association is formed for an unspecified period.

TITLE III – MEMBERSHIP AND AFFILIATION

Article 6 – 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 subscribe to the general principles included in the Magna Charta Universitatum.

The Association shall comprise:

- Individual full members with voting rights;
- Collective full members with voting rights.

The Association shall have individual associate members without voting rights.

Affiliates as described in Article 10 shall not have membership status.

The number of members shall be unlimited but may not be less than two. Aspiring members shall send their application for membership to the Secretariat for approval by the Council in accordance with the Rules of Procedure on EUA membership criteria and processes. By the mere fact of applying for membership or affiliate status, the applicant unconditionally adheres to the statutes of the association and its various internal regulations.

Article 7 – Individual Full Members

To be an individual full member, higher education institutions must fulfil the following conditions:

- Offer degree programmes at two of the levels 6, 7 and 8 of the European Qualifications Framework (Bachelor, Master, Doctorate),
- Conduct research,
- Be financially viable.

Detailed criteria for individual full membership shall be laid out in Rules of Procedure concerning EUA membership criteria and processes.

Article 8 – Collective Full Members

The condition for being a collective full member is to be a national rectors' conference or a national university association representing the higher education institutions of a country. There shall be no more than one collective full member per country; this rule shall not apply to existing members at the time of the 31 May 2023 revision of the statutes.

Detailed criteria for collective full membership shall be laid out in Rules of Procedure concerning EUA membership criteria and processes.

Article 9 – Individual Associate Members

The following may be individual associate members:

- Higher education institutions that award degrees at European Qualifications Framework levels 6 and 7, but do not conduct sufficient research;
- Organisations whose primary focus is research, but who also carry out some teaching as a core activity.

The Council shall make a decision on the admission of an individual associate member.

Representatives of individual associate members shall enjoy all the rights and privileges of full members, except the right to vote or hold elective office.

Detailed criteria for individual associate membership shall be laid out in Rules of Procedure concerning EUA membership criteria and processes.

Article 10 – Affiliates

The Board may, at its discretion, grant the status of affiliate to European or other organisations and networks. Affiliates do not have voting rights.

Criteria and definitions shall be laid out in Rules of Procedure concerning EUA membership criteria and processes.

Article 11 – Representation

Individual full and associate members shall be represented by their Rector/President/Vice-Chancellor or their duly authorised representative. Collective full members shall be represented by their President/Chairperson or another duly authorised representative in accordance with the Rules of Procedure concerning EUA statutory bodies and meetings.

Article 12 – Exclusion and suspension of members and affiliates

Membership or affiliate status shall be lost:

- By resignation;
- By exclusion.

Members who are no longer deemed to be supporting the aims and values 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 7-10 may be excluded by the General Assembly voting by a majority of two thirds. Affiliates may be excluded by the Council. Exclusions are not reversible. Excluded entities may re-apply to become members or affiliates again according to normal procedures for new applicants.

If urgent action is required, members or affiliates may be suspended temporarily from the association by the Board until such time as they are once again compliant with EUA's aims and values in which case their membership or affiliate status can be reinstated by the Board.

The suspended or excluded member or affiliate or the rightful claimants of a suspended or excluded member or affiliate shall not be entitled to a refund of fees and shall assert no claim on the Association's assets. A suspended or excluded member shall be able to bring a case against their suspension or exclusion before the General Assembly. A suspended or excluded affiliate shall be able to bring a case against their suspension or exclusion before the Council.

Details of these processes shall be laid out in the Belgian Companies and Associations Code and the Rules of Procedure concerning EUA membership criteria and processes.

TITLE IV – RESOURCES

Article 13 – Annual membership fees

All members and affiliates are required to pay annual membership fees. The amounts of these annual fees shall be fixed by the General Assembly and shall not exceed one million Euros per member.

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

A member or affiliate who fails to pay their fees for two consecutive years shall be deemed to have resigned. Details of this process shall be laid down in Rules of Procedure concerning membership criteria and processes.

The resigned member or affiliate or their rightful claimants shall not be entitled to a refund of fees and shall assert no claim on the Association's assets.

Article 14 – 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. With the exception of manual donations, any inter vivos donation to the Association whose value exceeds 100 000 Euros must be authorised by the Minister of Justice or his delegate. 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. The Association may also be financed by income from its activities.

TITLE V – STRUCTURE

Article 15 – EUA has the following structure:

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

TITLE VI – GENERAL ASSEMBLY

Article 16 – Composition

The General Assembly shall comprise individual full members, collective full members, and individual associate members, with only full members being entitled to vote. Each voting member of the General Assembly may hold only one proxy from another member. The General Assembly shall not include suspended members.

Article 17 – Operation

The General Assembly shall meet at least once per year. Members shall be convened at least 15 days before the meeting. Meetings shall take place either in person or online or in hybrid form.

Decisions shall be made by a simple majority of the members present, except where the provisions of Articles 12, 33 and 34 of these statutes apply. Abstentions shall not be counted as votes.

An extraordinary meeting of the General Assembly may be convened by the Board or if requested by at least one fifth of full members.

Detailed rules for the functioning of the General Assembly, including its mode of voting and rules regarding representation, shall be laid down in the Belgian Companies and Associations Code and the Rules of Procedure concerning EUA statutory bodies and meetings.

Article 18 – Functions

The General Assembly is the supreme governing body of the Association.

The General Assembly shall:

- Elect the administrators, namely the President and the Board members,
- Decide upon the exclusion of members,
- Have the power to dissolve the Association,
- Review and amend the statutes, according to the provisions of Article 33,
- Decide on appeals relating to the suspension 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,
- Approve annual membership fee levels,
- Adopt Rules of Procedure concerning EUA statutory bodies and meetings,
- Endorse the overall strategic direction of the Association,
- Grant discharge to the Board members and auditors and, if necessary, bring an action by the Association against the Board members and auditors,
- 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 or any Board member until the next election round, due to neglect of their duties or any other reason deemed sufficient by the Council and the General Assembly, including their resignation, death, or incapacitation.
- Undertake any other actions deriving from the law or the statutes.

Any topic supported by at least one twentieth of full members must be included in the agenda.

Article 19

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 to interested third parties.

Amendments to the statutes must be published within one month of their date in the appendices of the “Moniteur Belge” [Official Gazette].

TITLE VII – COUNCIL

Article 20 – Composition

The Council shall comprise:

- The President
- The members of the Board
- The representatives of the collective full members, namely, the Chairpersons – or their duly authorised representatives – of all the national rectors’ conferences or national university associations 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 shall not include suspended members.

The Council may co-opt a maximum of five affiliates and/or representatives from members from countries in which EUA does not have a collective member to become Council members with voting rights for a two-year renewable period. Detailed rules for this process shall be laid down in Rules of Procedure concerning EUA statutory bodies and meetings.

Article 21 – Operation

The Council shall meet at least twice a year. Meetings shall take place either in person or online or in hybrid form.

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 accompanied by meetings of the Secretaries General.

Detailed rules for the functioning of the Council, including its mode of voting and rules regarding representation, shall be laid down in Rules of Procedure concerning EUA statutory bodies and meetings.

Article 22 – 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 conduct all necessary business between meetings of the General Assembly,
- Receive and advise on the Association's annual budget and the annual accounts,
- Adopt Rules of Procedure concerning EUA membership criteria and processes.
- On the advice of the Board:
 - Propose annual membership fee levels to the General Assembly,
 - Authorise borrowing proposed by the Board,
 - Decide on the admission of members,
 - Propose to the General Assembly the exclusion of members,
 - Decide on the exclusion of affiliates,
 - Propose to the General Assembly candidates for EUA President and Board members through appropriate procedures, namely the establishment of a Nominations Committee,
 - Approve the agenda and procedural documents for meetings of the General Assembly,
 - Recommend the appointment of auditors to the General Assembly.

TITLE VIII – BOARD**Article 23 – Composition**

The Board is the body referred to as the administrative council in the Belgian Companies and Associations Code.

It is composed of administrators: the President and eight members, who are appointed by the General Assembly.

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 executive heads of a full member, such as a Rector/President/Vice-Chancellor. The composition of the Board should display appropriate balance and reflect the diversity of EUA and its membership. Board members shall hold office for a term of four years and shall be eligible for re-election for one further term. Elections shall take place every two years. If required and agreed by the Council, an extraordinary election may take place in the interim. 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.

Candidates for Board may be nominated by the national rectors' conferences or by thirty individual full members. Candidates thus nominated will be considered by the Nominations Committee, which will propose a candidate list to the Council, which will subsequently propose a candidate list to the General Assembly for voting. Further detail on the composition of and the selection process for the Board shall be laid down in Rules of Procedure concerning EUA statutory bodies and meetings.

Article 24 – Operation

The Board shall meet at least three times a year. Meetings shall take place either in person or online or in hybrid form. The attendance 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 holds the casting vote. In his or her absence, the President may transfer the casting vote to a Vice President. Further detail on the functioning of the Board shall be laid down in Rules of Procedure concerning EUA statutory bodies and meetings.

Article 25 – Functions

The Board shall guide the strategic development of the Association and be responsible for the implementation of its policy, as well as for the planning of its activities and the management of its affairs.

The Board shall:

- Develop policies and strategies,
- Prepare the annual budget for reception by the Council and approval by the General Assembly,
- Be responsible for implementation of the budget,
- Prepare the annual accounts for reception by the Council and approval by the General Assembly,
- Prepare the annual report for reception by the Council and the General Assembly,
- Decide on the admission of affiliates,
- Decide on suspension and reinstatement of suspended members and affiliates,

The Board may set up working groups, task forces and committees.

The Board shall, on a proposal by 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 26 – Composition

The Presidency shall comprise the President and two Vice Presidents.

Article 27 – Functions

The Presidency shall, in conjunction with the Secretary General:

- Be responsible for the management of the Association,
- Set the agenda for meetings of the Board,
- Appoint, upon terms and conditions which it shall determine, one or more deputies to the Secretary General.

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 fees, 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.

Detailed rules for the functioning of the Presidency shall be laid out in Rules of Procedure concerning EUA statutory bodies and meetings.

Article 28 – The President

The President shall be elected by the General Assembly. Candidates for President may be nominated by the national rectors' conferences or by thirty individual full members. Candidates thus nominated will be considered by the Nominations Committee, which will propose a candidate list to the Council, which will subsequently propose a candidate list to the General Assembly for voting. The President shall hold office for four years and shall not be eligible for re-election.

The President shall be a present or former executive head, such as a Rector/President/Vice-Chancellor, of an individual full member.

The outgoing President continues in the role until the incoming President takes over the position. The term of the incoming President shall start on 1 July in the year of the election of the incoming President by the General Assembly.

The President shall:

- Lead and represent the Association to third parties for all activities,
- Convene meetings of the General Assembly, Council and Board,
- Chair meetings of these bodies,

The President may receive remuneration for carrying out his/her duties.

Article 29 – The Vice Presidents

Two Vice Presidents shall be nominated by the President and appointed by the Board from among its members. One of the Vice Presidents shall act as Treasurer, to be appointed by the President. One of the Vice Presidents, to be appointed by the President, shall become Acting President in case of illness, incapacitation, or death of the President until a decision by the General Assembly.

In case of absence or temporary unavailability, one of the Vice Presidents may deputise for the President if called upon to do so by the President.

TITLE X – SECRETARIAT

Article 30

To ensure the daily 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 individually in relation to third parties 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 31

The financial year of the Association shall run from 1 January to 31 December.

TITLE XII – APPROVAL OF THE ANNUAL ACCOUNTS

Article 32

Following advice from the Council, the Board shall present the annual accounts to the General Assembly for approval no later than six months after the end of the financial year.

TITLE XIII – AMENDMENT OF THE STATUTES

Article 33

A proposal to amend these statutes may be made by the Council, the Board or upon a written request of at least one fifth of full members. The statutes 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 or seeks to change the non-profit character of the association, it shall be valid only if voted by a majority of four fifths of the vote.

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 validly, irrespective of the number of members present. The second meeting must be held no earlier than 15 days after the first meeting.

TITLE XIV – DISSOLUTION OF THE ASSOCIATION

Article 34

A proposal to dissolve the Association may be made by the Council, the Board or upon a written request of at least one fifth of full members. The Association may be dissolved by a decision of a meeting of the General Assembly at which 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. The second meeting must be held no earlier than 15 days after the first meeting. The dissolution of the Association shall be valid only by a majority of four fifths of the vote.

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 – MISCELLANEOUS PROVISIONS

Article 35 – Choice of legal address

For the execution of these statutes, any member, Board member, auditor or liquidator domiciled abroad shall choose the address of the Association's registered office where any communications, summonses, writs of summonses and notification may be validly made to them.

Article 36 – Jurisdiction

For any dispute between the Association, its members, Board members, auditors or liquidators relating to the affairs of the Association and the execution of these statutes, exclusive jurisdiction is given to the courts of the registered office, unless the Association expressly waives this.

Article 37 – General law

The provisions of the Belgian Companies and Associations Code which are not lawfully derogated from are deemed to be included in these statutes and clauses contrary to the mandatory provisions of the Code are deemed to be void.