

CESAER

The strong and united voice of universities
of science and technology in Europe

Articles of Association

Amended on 15 October 2021

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Article 1 Name and registered office

The Association is incorporated as a Belgian international non-profit association (*internationale vereniging zonder winstoogmerk* - IVZW, or *association internationale sans but lucrative* - AISBL - meaning 'international non-profit association') under the name of the 'Conference of European Schools for Advanced Engineering Education and Research' - in short and hereinafter 'CESAER'.

The registered office of CESAER is established in the Flemish Region. The registered office may be moved upon decision by the Board of Directors (Board) to be published in the annexes to the Belgian Official Journal (*Belgisch Staatsblad*).

Article 2 Aims

Rooted in advanced engineering education and research, CESAER is an international association of leading specialised and comprehensive universities with a strong science and technology profile that advocate, learn from each other and inspire debates. Our Members champion excellence in higher education, training, research and innovation, contribute to knowledge societies for a sustainable future and deliver significant scientific, economic, social and societal impact.

The aims of the Association are to:

- Advocate Members' interests by aiding policymakers and funders shaping European strategies, policies and programmes for research, education, innovation and university leadership;
- Learn from each other by sharing and spreading intelligence, knowledge and best practice in research, education, innovation and university leadership;
- Safeguard sustainable funding by advocating and shaping sustainable competitive and non-competitive funding streams to our Members from different sources at various levels;
- Lead debate on key issues by advancing reflection and understanding of the roles of science and technology in knowledge societies for a sustainable future;
- Amplify the Members' and Association's strengths by supporting Members in displaying their excellence and distinctiveness in Europe and beyond.

Article 3 Activities

The aims of the Association will be achieved by the following activities:

- Monitor European strategies, policies and programmes and inform Members;
- Undertake consultations and surveys amongst Members and represent and advocate their collective interests;
- Publish inputs, positions, white papers and press releases;
- Liaise with European institutions and other stakeholders;
- Share experiences, identify best practice and provide guidance;
- Establish and empower committees, task forces and workgroups;
- Organise events, such as meetings, workshops and conferences;
- Support Members' communication and outreach activities in Europe and beyond;
- Engage with Members and encourage active participation in the work of the Association.

Article 4 Membership

Article 4.1 Requirements

Members are specialised and comprehensive universities of science and technology, are legal personalities, endorse the aims, values and principles of the Association and meet the following requirements:

- Provide excellent science and technology research, education and innovation;
- Have powers to award doctorates in their own right;
- Occupy a leading position in their region, their country and beyond;
- Share common interests in European research, education and innovation strategies, policies and programmes.

The number of Members may not fall below ten.

Article 4.2 Rights and duties

Members shall nominate a Delegate to the General Assembly, bear all rights and duties in accordance with applicable law, pay an annual subscription and appoint an Institutional Liaison. The Members do not have any rights to the assets of the Association.

Article 4.3 Admission

Upon nomination by the Board, the General Assembly decides to invite new Members by a majority of two-thirds of the votes cast. Membership becomes effective upon acceptance by the invited institution in writing to the Board.

Article 4.4 Resignation

After full compliance with their duties, in particular the payment of the annual subscription, Members can withdraw from the Association at the end of the fiscal year by sending their written resignation to the Board. Resignation does not absolve the Member from any outstanding obligation or financial dues.

Article 4.5 Termination and suspension

The General Assembly may terminate the membership of a Member by a majority of two-thirds of the votes cast, once the Member concerned has been heard. Termination may only be decided on the basis of one or more of the following reasons:

- The Member does not fulfil its duties.
- The Member`s annual subscription for at least two years is still due after two reminders for payment.
- The Member no longer meets the membership requirements.
- The Member has committed an infringement of the common values of the Association resulting in the loss of mutual trust and confidence.

Pending the final decision by the General Assembly, the Board by a majority of two-thirds of the votes cast may suspend a Member temporarily removing its voting rights. The General Assembly during its next meeting decides on the status of a suspended Member by a majority of two-thirds of the votes cast.

Termination or suspension does not absolve the Member from any outstanding obligation or financial dues, particularly outstanding annual subscription.

Article 5 Bodies

The following bodies constitute the structure of the Association:

- The General Assembly;
- The Board of Directors;
- The Presidency;
- The Secretariat.

All bodies may convene in-person and online upon prior notice. Each member of the relevant body may participate in the deliberations of said body and vote in-person or by any means of telecommunication in order to organise meetings between several participants who are geographically distanced from each other so as to enable them to communicate simultaneously.

Each member may also vote by letter or electronically by means of a form drawn up by the Board of Directors, which shall contain the following information: (i) identification of the members, (ii) number of votes to which they are entitled and (iii) for each decision to be taken by the relevant body in accordance with the agenda, the statement 'yes', 'no' or 'abstain'; the form shall be sent to the Association and must arrive at the registered office at least one working day before the meeting.

The governing bodies may take decisions in writing. For this purpose, the Secretary General, upon request of the body holding the respective powers, informs all members of the relevant body via regular mail or via any other means of telecommunication. The communication must mention the agenda and the proposed decisions, a term within which decisions are to be made and an address for replies. Decisions taken in writing are recorded in the minutes of the next meeting of the respective governing body.

In determining the various majorities provided for in these Articles, only votes cast for or against shall be taken into account.

Article 5.1 General Assembly

The General Assembly is the highest decision making body and supervises the Association in accordance with these Articles. It is composed of the Delegates and chaired by the President.

The General Assembly has the exclusive power to:

- Approve the strategy;
- Elect and dismiss the Directors;
- Elect and dismiss the President;
- Approve the annual report and the accounts for the concluded year;
- Approve the biennial work plan covering the term of an incoming Presidency;
- Approve the budget and annual subscription for the forthcoming year;
- Discharge the accountable officers from responsibility;
- Invite new Members and terminate memberships;
- Modify these Articles;
- Dissolve the Association.

The General Assembly convenes once a year for an ordinary meeting. At least one-fifth of all Members of the Association or five Directors may request an extraordinary meeting in writing to the President. The President shall send (electronic) notice of ordinary and extraordinary meetings of the General Assembly at least two months in advance. The President in conjunction with the Secretary General shall prepare the agenda and documents for the meeting and send them at least two weeks prior to the meeting to the Delegates and the Institutional Liaisons. At least one-fifth of the Members may request a specific item to be put on the agenda of a meeting of the General Assembly by a request in writing to the President and Secretary General no later than one month before the meeting in question.

The *quorum* of the General Assembly is half of the total Delegates present or represented.

Each Member has one vote. A Delegate to the General Assembly may - subject to a written power of attorney - represent one additional Delegate.

The General Assembly elects the President for a period of two years, with the possibility of one immediate re-election.

Apart from the exceptions laid down in these Articles, decisions are adopted by a simple majority of the Members present or represented. No decision can be taken on any item which is not included in the agenda, except by unanimous decision of all the Members present or represented.

Decisions adopted by the General Assembly are recorded in the Register of Decisions signed by the President and one of the Vice-Presidents. This Register is kept at the Secretariat, where it is available for perusal by all Members.

Article 5.2 Board of Directors

The Association is governed by a Board consisting of Directors which are elected natural persons employed by the Members. The Board enacts the decisions of the General Assembly and is vested with the widest powers with regard to the steering of the Association not reserved for the General Assembly. It is composed of at least nine Directors, excluding the President who chairs its meetings.

The Board has all powers not reserved for the General Assembly, including to:

- Steer the activities of the Association in accordance with the strategy;
- Propose the annual report and the accounts for the concluded year to the General Assembly;
- Propose the biennial work plan covering the term of an incoming Presidency;
- Propose the budget and annual subscription for the forthcoming year to the General Assembly;
- Adopt positions on behalf of the Association and issue mandates for its representation taking the Members' views into account;
- Propose new Members to the General Assembly;
- Suspend a Member;
- Seek nominations for elections and appointments when appropriate;
- Appoint and dismiss at least two Vice-Presidents of which the second acts as Treasurer;
- Appoint and dismiss the Secretary-General;
- Adopt and enact Internal Regulations;
- Specify the delegated authorities to execute payments in the Internal Regulations.

The Board convenes on the invitation of the President or upon request by at least five Directors. The President shall send notice of meetings at least four weeks in advance by post or electronically. The President in conjunction with the Secretary General prepares the agenda and documents for the meeting and sends them at least two weeks prior to the meeting to the Directors and their Institutional Liaisons.

Each Director has one vote. A Director may - subject to a written power of attorney - represent one additional Director. The Board may only validly deliberate if at least half of its Directors are present or represented.

Apart from the exceptions laid down in these Articles, decisions are adopted by a simple majority of the Directors present or represented. In the event of a tie, the President has the casting vote. Decisions taken by the Board are registered in the Register of Decisions signed by the President. This Register is kept at the Secretariat, where it is available for perusal by all Members.

When adopting positions and issuing mandates outside a regular Board meeting, Directors provide written feedback within a given timeframe of no less than two working days. Such positions and mandates are only valid if at least half of the Directors have approved them.

One or several Members may nominate candidates for election as Director. Directors which are elected in the Board serve a four years' term of office with the possibility of one immediate re-election. Directors must be employed by a Member for the duration of their

term of office. In case a Director leaves office before the end of term, the Board may propose the election of a substitute to the General Assembly.

Directors are required to inform the other Directors of any direct or indirect pecuniary interest before the Board makes a decision, and they may not participate in the Board's deliberation on this decision or action, nor vote in connection with it, under any circumstances.

Directors can withdraw from the Board by sending their written resignation to the President at least three months before a General Assembly. The resignation becomes effective after the election of a new Director by the General Assembly. The General Assembly can decide to dismiss a Director with a majority of two-thirds of the votes cast.

The Board elects at least two Vice-Presidents *ad personam* from amongst the Directors to serve a two-year term of office with the possibility of one immediate re-election.

Article 5.3 Presidency

The Presidency in conjunction with the Secretariat is responsible for the ongoing affairs of the Association and the preparation and implementation of the decisions by the General Assembly and the Board. The Presidency advises and support the General Assembly and the Board and appoints and dismisses the Deputy Secretary General.

The Presidency is composed of the President and at least two (first and second) Vice-Presidents each of whom, in this capacity, represents the interest of the Association rather than those of their institutions. Members represented in the Presidency shall nominate new Delegates to the General Assembly in order to exercise their voting rights.

The President:

- Leads and represents the Association;
- Convenes meetings of the General Assembly, Board and the Presidency;
- Chairs meetings of these bodies.

The Vice-Presidents support the President and act as deputies as required. In the event that the President is prevented from exercising powers or resigns, the first Vice-President takes over the office and enacts an election of a new President as soon as possible.

The Treasurer proposes the budget and accounts to the Board, exercises general oversight over the financial affairs of the Association and is in charge of collecting the annual subscriptions. The Treasurer may execute payments as authorised by the Board.

Article 5.4 Secretariat

The Secretariat ensures the execution and implementation of the decisions by the General Assembly, the Board and the Presidency and manages the daily operation of the Association. The Secretary General is responsible for the Secretariat. Staff of the Secretariat may execute payments as authorised by the Board.

Article 6 Terms of office

The terms of office of representatives of Members in bodies of the Association will legally end upon notice by the respective Member or when the representative is no longer employed by this Member.

Article 7 Legal representation

The Association is legally bound towards third parties by the signatures of the President or the first Vice President. In the event that both aforementioned are prevented from exercising their powers, the Board must convene chaired by the second Vice President, take the required measures to assure the proper functioning of the Association by electing a new Vice President or by convening the General Assembly to elect a new President. All lawsuits, whether the Association appears as the plaintiff or as the defendant, are pursued and followed by the President or a Director appointed by the Board for this purpose.

The Secretary General can conclude contracts regarding operation, administration and facilities of the Secretariat.

Article 8 Finances

The Association has the legal capability to own the means and goods necessary to pursue its aim and to receive gifts, provided they are used for the realisation of its goals without prejudice to the special authority by Royal Decree as provided for in the law.

The financial year of the Association runs from October first until September thirtieth. The Board submits the accounts and the budget for approval to the General Assembly.

Article 9 Amendment of Articles of Association

Only the General Assembly may amend these Articles at an ordinary or extraordinary meeting. The proposed amendment must be explicitly stated in the meeting notification.

Any amendment to these Articles must be decided upon by a two-thirds majority of the Members present or duly represented.

Article 10 Dissolution

The General Assembly may dissolve the Association by unanimous vote taken by the Members present or represented, provided this item is explicitly stated in the meeting notification and a minimum of two thirds of the Members are present or represented. In the event that no activity has been carried out during a period of five consecutive years, the dissolution of the Association may be decided by an ordinary majority of votes of the Members present or represented during a General Assembly specially convened for this purpose. If the number of Members falls below ten, the General Assembly must dissolve the association.

In the event of the dissolution of the Association, the net assets shall be allocated to one or more similar associations, to be designated by the General Assembly.

Article 11 Internal Regulations and provisions

The Board may enact Internal Regulations in line with these Articles. Anything not explicitly provided for in these Articles is governed by the statutory provisions on not-for-profit international associations under Belgian law.