

STATUTES OF THE EUROPEAN ASSOCIATION FOR QUALITY ASSURANCE IN HIGHER EDUCATION

TITLE I. NAME AND SEAT

Article 1 - Name

The international non-profit Association is established under the name “European Association for Quality Assurance in Higher Education AISBL”. Its acronym is ENQA. Hereafter it is referred to as “the Association”.

The Association falls under the provisions of title III of the Belgian law of June twenty seventh, nineteen hundred and twenty one, concerning the non-profit associations, the international non-profit associations and the foundations.

Article 2 – Registered Office

The Association’s registered office is located in Avenue de Tervuren, 36-38, 1040 Brussels, Belgium. The registered office may be relocated within Belgium by decision of the Board, voting in accordance with Article 40 of these Statutes.

TITLE II. OBJECTIVES OF THE ASSOCIATION

Article 3 – Aims

The aims of the Association are to:

- contribute to quality enhancement in higher education in the European Higher Education Area;
- develop quality assurance processes and systems in the European Higher Education Area;
- represent the members at the European level and internationally;
- influence policy making at European level on issues pertaining to quality and quality assurance in higher education;
- encourage cooperation between quality assurance agencies in Europe and worldwide;
- foster the European dimension of quality assurance of higher education.

Article 4 – Activities

The Association shall achieve its aims by engaging in different types of activities, including:

- provision of services and networking opportunities to the members;
- dissemination and sharing of information, expertise and good practice in quality assurance of higher education to members, affiliates, stakeholders and policy makers;
- coordination of external reviews of quality assurance agencies;
- active engagement in the Bologna Process as consultative member;
- involvement in projects as leader or partner;
- publication of reports and policy papers;
- developing and strengthening partnership with stakeholder organisations in higher education in Europe and worldwide.

TITLE III. INVOLVEMENT IN THE ASSOCIATION

Involvement in the Association can be obtained through:

- Membership
- Affiliation

Membership

Article 5 – Admission conditions

Membership is open to European quality assurance bodies in the field of higher education that are conducting quality assurance activities as understood in the Standards and Guidelines for Quality Assurance in the European Higher Education Area (ESG) and act in compliance with the membership criteria.

Membership is granted at the discretion of the Board and endorsed by the General Assembly.

Members agree to abide by the Statutes of the Association.

Article 6 – Admission formalities

Applications for membership shall be in the form specified by the Board. Applications for membership are considered and decided upon by the Board on the basis of an independent external review report on the agency's conformity with the respective membership criteria, carried out in a manner and to a standard acceptable to the Board. The details of the requirements are defined in ENQA's procedures for agency reviews.

The Board's decision shall be communicated by letter to the applicant and endorsed by the General Assembly.

Detailed procedures governing the admission formalities of members are set out in Rules of Procedure adopted by the General Assembly.

Article 7 – Rights and obligations

Members of the Association shall have the right to:

- be involved in the Association's activities;
- actively participate with voting rights in the General Assembly;
- propose items for inclusion in the provisional agenda of the General Assembly;
- access the General Assembly documents made available in the ENQA restricted area of the website;
- nominate candidates for membership of the Board;
- promote the dissemination of information and activities of the Association at national level;
- submit proposals to the Board;
- use the ENQA logo.

All members of the Association shall 1) pay the annual membership fee; 2) undertake to further the objectives of the Association as described in Article 3 and; 3) respect the provisions of the present Statutes.

All members agree to refrain from any individual or joint action which conflicts with the interests of the Association, and to promote the interests of the Association at European and international level.

Article 8 – Resignation and exclusion

Members may resign at any time by submitting a written notification of resignation to the President. The resignation becomes effective immediately. The President shall notify the General Assembly and the Board of the resignation.

Members may be excluded by decision of the General Assembly, upon recommendation of the Board, in case of breach of the present Statutes, of the Membership criteria or in the event of any action which is likely to cause prejudice to the Association's reputation or effectiveness. The Board's recommendation shall be endorsed by the General Assembly and the decision shall be taken by the latter.

Affiliation

Article 9 – Admission conditions

Affiliation is open to bodies that do not wish to, or for whatever reason are unable to, apply to become members. Bona fide organisations or agencies with a demonstrable involvement in the quality assurance of higher education may request affiliate status.

Affiliates agree to abide by the Statutes of the Association.

Article 10 – Admission formalities

An application for affiliation should be made in the form of a letter addressed to the Board.

The Board's decision shall be communicated by letter and brought to the General Assembly for final endorsement.

Detailed procedures governing the admission of affiliates are set out in Rules of Procedure adopted by the General Assembly.

Article 11 – Rights and obligations

Affiliates shall be entitled to receive publications and attend events organised by the Association, and be given access to the password protected parts of the website. They shall not be entitled to call themselves 'members' of ENQA.

Affiliates have the right to attend the General Assembly, except any closed parts of the meeting, and to speak at the invitation of the Chair. They shall have no voting rights and their representatives are not eligible for Board membership.

Article 12 – Resignation and exclusion

Affiliates may resign at any time by submitting a written notification of resignation to the President of the Association. The resignation becomes effective immediately. The President shall notify the General Assembly and the Board of the resignation.

Affiliates may be excluded by decision of the General Assembly, upon recommendation of the Board, in case of breach of the present statutes, or in the event of any action which is likely to cause prejudice to the Association's reputation or effectiveness. The Board's recommendation shall be endorsed by the General Assembly and the decision shall be taken by the latter.

TITLE IV. ORGANISATIONAL STRUCTURE

The Association has the following bodies:

- The General Assembly
- The Board
- The Presidency
- The Secretariat
- The Appeals and Complaints Committee

I. General Assembly

Article 13 – Composition

The General Assembly is composed of all Members of the Association, including "Members under review" as defined in the Rules of Procedure.

The General Assembly may be attended by a limited number of observers (see Article 16).

Article 14 – Functions

The General Assembly is the sovereign policy- and decision-making body of the Association.

The General Assembly shall in particular:

- elect the Board, the President and two Vice-Presidents;
- dismiss the Board for stated reasons with a two-thirds majority;
- appoint the Treasurer;
- elect the members of the Appeals and Complaints Committee;
- approve the annual work plan, the annual report of activities of the Association, and the annual accounts;
- adopt the budget;
- appoint the external auditor on recommendation of the Board;
- discharge the Board and other accountable parties;
- decide upon membership and affiliation fees;
- endorse the Board's decisions for admission and decide upon exclusion of members and affiliates;
- decide upon the relocation of the Secretariat to another country, giving half-year's notice;
- decide upon amendments to the Statutes, according to the provisions of Article 40;
- decide upon the dissolution of the Association, according to the provisions of Article 39;
- adopt the Rules of Procedures;
- withdraw membership.

Any proposal signed by at least one twentieth of the members and submitted to the Board at least thirty days prior to the meeting must be included in the agenda.

Article 15 – Operation

(a) Convocation of meetings

The General Assembly shall meet at least once a year. The date and place of the meeting shall be decided by the Board. The President shall convene the meeting, giving at least 40 days' notice.

(b) Extraordinary meetings

An extraordinary meeting of the General Assembly may be convened by the President or by the Board or by a formal request in writing from at least one-fifth of the total members of the Association.

(c) Chair of meetings

Meetings of the General Assembly shall be chaired by the President or, in the absence of the President, by one of the Vice-Presidents, to be nominated by the Board.

(d) Voting procedure

The quorum shall be one half of the Members. Should the quorum not be reached, a postponed General Assembly shall be convened which shall deliberate irrespective of the number of members present.

Unless otherwise specified in the Statutes, the General Assembly shall take its decisions by simple majority of the Members present.

Each Member represented may cast one vote.

Any Member may be represented by another Member. All proxies must be informed in writing to the Secretariat three weeks before the General Assembly. The power of attorney is to be shown at the registration to the General Assembly.

A Member present shall not represent more than one other Member unless decided otherwise by the General Assembly.

(e) Minutes of meetings

The decisions by the General Assembly are entered in the minutes and notified to all members in writing by the Secretariat. The minutes are kept at the registered office and shall be consulted by the members of the Association on request.

Article 16 - Observers

Partner organisations, European institutions and international and regional bodies may be invited as observers by the President or the Board to attend the General Assembly. Observers have the right to speak in open discussions of the General Assembly at the invitation of the Chair, but may not vote.

II. Board

Article 17 – Composition

The Board comprises between nine and eleven members, including the President, two Vice-Presidents and the Treasurer.

Article 18 – Functions

The Board is the executive body of the Association.

The Board is responsible for implementing the decisions of the General Assembly, and for the overall management of the Association. The Board is accountable to the General Assembly.

In particular, the Board shall

- prepare and supervise the strategic plan and annual work plan;
- prepare the annual activity report and accounts;
- be responsible for implementation of the budget;
- recommend the external auditor of the accounts to the General Assembly;
- approve applications for membership/affiliation of the Association and propose to the General Assembly the exclusion of members;
- propose membership and affiliation fees to the General Assembly;
- appoint the Director of the Secretariat and may, on a proposal from the President, dismiss the Director in accordance with Belgian employment law;
- decide upon the location of the Secretariat in cases not covered by Article 14;
- propose amendments to the Statutes, according to the provisions of Article 40;
- adopt Rules of Procedure regulating the details of its operation;
- approve of the suspension of members' rights decided by the President;
- transfer the registered office.

Article 19 – Operation

The Board is convened by the President at least four times a year, giving at least 10 days' notice. One of the Vice-Presidents shall deputise for the President in his/her absence.

More than half of the voting members present, including the President or a Vice-President, shall constitute a quorum.

Unless otherwise specified, the Board shall take its decisions with a simple majority of the members present. The President shall have the casting vote in case of equality of votes.

The decisions by the Board are entered in the minutes and notified to all members in writing by the Secretariat. The minutes are kept at the registered office and shall be consulted by the members of the Association on request.

Article 20 – Nomination of candidates

Representatives of members may be nominated as candidates for election to the Board. Nominations for the Board shall be made to the Secretariat 40 days prior to the General Assembly in which elections are to take place. The nominations shall include a short curriculum vitae of the nominees. Details of candidates shall be circulated to all members prior to the General Assembly.

Article 21 - Election

The General Assembly elects the members of the Board for a regular mandate of three years, renewable once. Board members may not serve for more than two terms, except that members filling an unexpired term created by a vacancy may be appointed for two subsequent terms.

The members of the Board are elected by the General Assembly. In electing members to the Board, the General Assembly shall have regard to the balanced gender and geographical distribution.

Three Board members' terms end each year, and three new members are elected. The regular term lasts hence for three years.

A maximum number of two persons from any single member state of Europe/EHEA shall be accepted for membership of the Board. The Board itself may indicate which candidates, if any, it encourages to be elected to the Board, keeping in mind the balanced gender and geographical distribution and the limit on the maximum number of members permitted from any one European/EHEA state.

The elections of Board members, President, and Vice-Presidents shall take place using a secret ballot of members. Each member shall have one vote per Board vacancy, one vote in the Presidential election, and two votes (one for each position) in the election of the Vice-Presidents.

A simple majority of members present at the General Assembly shall determine the successful candidate(s). The election of the three new members of the Board shall take place within the same ballot and the results shall be announced to the General Assembly.

In case of the assignment of the term of a Board member who has left the Board prematurely, the remaining term shall be assigned to the elected Board member with the smallest number of votes, unless another elected Board member volunteers for it.

Three of the Board members are elected by the General Assembly to act as President and Vice-Presidents of the Association.

After the election of Board members has taken place, the new Board shall seek nominations from among its membership for the position of President if the President's term has expired. The election shall take place, and the result shall be announced to the General Assembly. The Board shall seek nominations from among its membership for the positions of Vice-President. The election shall take place, and the result shall be announced to the General Assembly.

If two or more candidates receive the same number of votes, and the number of vacancies is insufficient to allow all to be elected, then the election between those candidates shall be re-run. If, in the second round of election, two or more candidates receive the same number of votes, the affected candidates shall be asked to agree among them who shall serve on the Board. If agreement cannot be

reached among the candidates, the President at the time shall decide who shall be designated as a Board member.

The election shall be re-run each time that an equal number of winning votes are cast for two or more candidates in the Presidential elections. Similarly, the election shall be re-run each time that an equal number of winning votes are cast for one of the positions of the Vice-President.

Article 22 – Co-option

The Board has a maximum of two co-opted positions that it has the option of filling at any time during the year. Co-opted members shall be appointed by the Board to fulfil needs identified by the Board, such as a key area of expertise lacking on the Board, unbalanced geographical and/or gender representation.

To be eligible for co-option, the candidates shall have appropriate experience and expertise in quality assurance of higher education, as well as an understanding of related policy issues. Candidates shall represent an ENQA member agency.

Any member of the Board may nominate an individual for co-option. Nominations must be accompanied by a rationale.

Co-opted members have voting rights.

Period of office for co-options will be until the next General Assembly meeting with regular Board elections. Co-option shall not be renewable immediately. Former co-opted members shall be eligible to stand for election to the Board provided that they continue to represent a member of the Association.

Article 23 - Representation of the Association

Members of the Board represent the Association by:

- fostering relations with other similar organisations;
- promoting the activities of the Association;
- representing ENQA in relevant events;
- carrying out any specific mandates given by the General Assembly, the Board, or the President, within the terms of the Statutes and Rules of Procedure.

Article 24

The mandate of a Board member may also end by dismissal, resignation, retirement, termination of Membership of the agency of a Board member or death. The next General Assembly shall elect a new Board member for the remaining time of the original term of the Board member whose term had ended prematurely.

In the event of a vacancy arising in the office of President, Vice-President or Treasurer, the Board shall appoint, from amongst its members, an interim President, Vice President or Treasurer respectively, to hold office until the next General Assembly.

Board members may resign at any time by submitting a written indication of resignation to the President. The resignation becomes effective immediately. The President shall notify the General Assembly and the Board of the resignation of the Board member.

Article 25 – Abstention from decision-making

Board members shall abstain from decision-making in a number of situations, which are set out in the Board conflict of interest policy. These rules are accompanied with an up-to-date register of the current Board members' interests.

III. Presidency

Article 26 – Composition

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

Article 27 – Functions

The Presidency, in conjunction with the Director:

- conducts the ongoing affairs of the Association
- prepares the meetings of the Board
- may appoint, upon terms and conditions which it shall determine, one or more deputies to the Director.

Article 28 – The President

The President shall be elected by the General Assembly among the Board membership and shall hold office until the end of his/her term as a Board member, the conditions of which are described in Article 21 of the present Statutes.

To be eligible for the position of President, a person must have served on the Board for at least one year.

The President shall:

- Lead and legally represent the Association vis-à-vis third parties and in court;
- Convene and preside over meetings of the General Assembly and the Board;
- With the endorsement of the Board, have the power to suspend the rights of members;
- Be accountable to the General Assembly.

Article 29 – The Vice-Presidents

The Vice-Presidents shall be elected by the General Assembly and shall hold office for a fixed-term mandate of one year renewable until the end of his/her term as a Board member.

One of the Vice-Presidents shall deputise for the President, at the President's request or in his or her absence.

The Vice-Presidents are accountable to the General Assembly.

Article 30

The Association is legitimately represented in court and vis-à-vis third parties by the President of the Association, with the authority to act alone.

IV. Secretariat

Article 31 – The Secretariat

The Association shall have a Secretariat under the responsibility of a Director to ensure the day-to-day management of the Association.

In particular, the Secretariat shall:

- carry out the activities of the Association in accordance with the annual work plan;

- assist the Board in the execution of its responsibilities;
- support the other bodies and working groups of the Association in their work;
- administer the Association's finances within agreed budgets and in conjunction with the Treasurer.

Article 32 – The Director

The Director shall be authorised to represent the Association, except in court and vis-à-vis third parties, as far as mandated by the President in a manner that is in keeping with the aims and objectives of the Association. The Director shall be authorised, in addition to the President, to sign legally binding documents on behalf of the Association. All other duties and responsibilities of the Director are set out in Rules of Procedure adopted by the General Assembly.

V. Appeals and Complaints Committee

Article 33

The Appeals and Complaints Committee shall hear appeals and complaints against decisions of the Board and the conduct of procedures in respect of membership matters.

Detailed procedures governing the operation of the Committee are set out in Rules of Procedure adopted by the General Assembly.

TITLE V. FINANCIAL PROVISIONS

Article 34 – Fees

Members and Affiliates are required to pay an annual membership/affiliation fee the amount of which shall be established by the General Assembly on a proposal from the Board.

Fees shall not be refundable, even in case of resignation or exclusion.

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

In case where payment is overdue, membership may be suspended by the President or withdrawn by the General Assembly, on the recommendation of the Board.

The procedure for dealing with arrears shall be set out in Rules of Procedure.

Article 35 – Other resources

The Association may 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 apply for financial support from other sources than the annual subscriptions for purposes as described in Title II.

The Association may receive donations from public or private sources willing to support its objectives.

Article 36

The financial year of the Association shall run from the first of January to the thirty-first of December.

Article 37 – Treasurer

The Treasurer is appointed by the General Assembly from among the elected Board members and serves for a period of one year. This period can be prolonged until the end of his/her term as a Board member. The responsibilities of the Treasurer are set out in Rules of Procedure adopted by the General Assembly.

Article 38 – Audit

The accounts of the Association shall be audited by an external auditor who shall be approved by the General Assembly on the proposal of the Board.

TITLE VI. DISSOLUTION OF THE ASSOCIATION

Article 39

A proposal to dissolve the Association shall be made by the Board or by more than half of the Members. The General Assembly shall approve the proposal of dissolution by a two-thirds majority of the Members present.

In the event of dissolution of the Association in one country and re-establishment in another country, the assets and liabilities of the Association shall be transferred to the new Association.

In the event of permanent dissolution, any assets of the Association shall be allocated to a non-profit aim. Similarly, any liabilities shall be met equally by Members at the time of the dissolution.

Likewise, the dissolution of the Association may be pronounced following the conditions specified in Article 55 and the following articles of the Law of 2/5/2002.

TITLE VII. AMENDMENTS TO THE STATUTES

Article 40

A proposal to amend the statutes may be made upon a written request of at least one tenth of the members or by the Board and shall be sent to all Members no later than 21 days before the General Assembly.

The present Statutes may be amended by a decision of the General Assembly at which at least two thirds of Members are present. Amendments shall be adopted with at least a two-thirds majority of the vote. If two thirds of the Members are not present or represented, a second meeting may be convened which shall deliberate irrespective of the number of members present.

Article 2 may be amended by the Board with at least a two-thirds majority of the vote, in accordance with Article 18 of these Statutes.

Article 41

For all that is not provided in these statutes, the parties refer to the provisions of the law of 27/4/1921 amended by the Law of 2/5/2002 on Asbl, Aisbl and foundations.