

# **STATUTES OF THE EUROPEAN ASSOCIATION FOR QUALITY ASSURANCE IN HIGHER EDUCATION**

*Adopted at the General Assembly meeting on 10 March 2021.*

## **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 is subject to the Companies and Associations Code (“Code des sociétés et des associations”), and in particular to the clauses contained in Book X (“Livre X”) of the Companies and Associations Code..

### Article 2 – Registered Office

The Association’s registered office is located in the Brussels region. The registered office may be relocated within Belgium by decision of the Board, voting in accordance with Article 41 of these Statutes and provided that the relocation does not require changing the language of the Statutes of the Association due to the applicable linguistic regulations in the new location.

## **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 and affiliates;
- 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 achieved through:

- Membership
- Affiliation

#### **Membership**

##### Article 5 – Admission conditions

Membership is open to 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), are located in an EHEA member state, 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 documented evidence of the agency's conformity with the membership criteria. 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 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 agenda of the General Assembly;
- access the General Assembly documents;
- nominate candidates for membership of the Board;
- promote the dissemination of information and activities of the Association at national level;
- submit proposals on actions to the Board;
- use the ENQA logo to demonstrate their membership of the Association.

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

## 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 General Assembly takes this decision by a simple majority of the members present. The exclusion becomes effective immediately. The President shall notify the excluded member in writing.

In accordance with Article 35 of these Statutes, fees shall not be refundable, even in case of resignation or exclusion.

## **Affiliation**

### Article 9 – Admission conditions

Affiliation is open to bodies that do not wish to, or are unable to, apply to become members. Bona fide quality assurance agencies or other organisations (excluding higher education institutions) 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 a letter to the applicant and endorsed by the General Assembly.

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 attend events organised by the Association and be given access to the password protected parts of the website. They may call themselves affiliates of ENQA but 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, of the Affiliation criteria or in the event of any action which is likely to cause prejudice to the Association's reputation or effectiveness. The General Assembly takes this decision by a simple majority of the members present. The exclusion becomes effective immediately. The President shall notify the excluded affiliate in writing.

In accordance with Article 35 of these Statutes, fees shall not be refundable, even in case of resignation or exclusion.

## **TITLE IV. ORGANISATIONAL STRUCTURE**

The Association has the following bodies:

- The General Assembly
- The Governing body (called the “Board”)
- The Presidency
- The Secretariat
- The Appeals and Complaints Committee
- The Agency Review 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 also be attended by affiliates (see Article 11) and 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;
- appoint the members of the Appeals and Complaints Committee;
- endorse the composition of the Agency Review 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 in relation to the annual accounts;
- 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 41;
- decide upon the dissolution of the Association, according to the provisions of Article 40;
- adopt the Rules of Procedures.

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, place and mode of delivery of the meeting shall be decided by the Board. The President shall convene the meeting, giving at least 40 days' notice. The convocation shall be sent to all ENQA members by email with information on the date and place of the meeting.

(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) Online meetings

Should it be necessary, the Board may decide to hold an online General Assembly meeting through video-conferencing or any other means of electronic meeting with provisions for online voting or voting in writing.

(d) 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.

(e) 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 nominate another member as a proxy to vote on their behalf in case they are unable to attend the General Assembly. Details of the proxy must be submitted in writing by the nominating member to the Secretariat.

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

(f) Minutes of meetings

The decisions of the General Assembly are entered in the minutes. All members are notified of decisions as recorded in the meeting minutes by the Secretariat. The minutes are kept at the registered office and can be consulted by the members of the Association on request or online.

## Article 16 – Observers

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

## **II. Board**

### Article 17 – Composition

The Board is the governing body of the association and 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;
- prepare and monitor 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 41;
- adopt Rules of Procedure regulating the details of its own operation as and when needed;
- adopt the Guidelines for ENQA Agency Reviews;
- propose the members of the Appeals and Complaints Committee for a once renewable period of 3 years, for appointment by the General Assembly;
- appoint the members of the Agency Review Committee for a once renewable period of 2 years;
- deal with third party complaints on ENQA's members according to the ENQA General Complaints Policy for Third Parties.
- approve of the suspension of members' rights on suggestion by the President;
- transfer the registered office.

### Article 19 – Operation

The Board is convened by the President by email 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. The Board can also validly meet online using appropriate means for online meetings with provisions for online voting or voting in writing, including decision-making via email.

The quorum shall be one half of the elected Board members, including the President or a Vice-President.

Unless otherwise specified, the Board shall take its decisions with a simple majority of the members present. Each member of the Board has one vote. Any Board member may nominate another Board member as a proxy to vote on their behalf in case they are unable to attend the Board meeting. Details of the proxy must be submitted in writing by the nominating member to the President. The President shall have the casting vote in case of a tie.

The decisions of the Board are entered in the minutes. All members are notified of decisions as recorded in the meeting minutes by the Secretariat. The minutes are kept at the registered office and can be consulted by the members of the Association on request or online.

#### Article 20 – Nomination of candidates

Members of the Association may nominate their representatives as candidates for election to the Board. Nominations for candidates shall be submitted to the Secretariat 30 days prior to the General Assembly in which elections are to take place. The nominations shall include a short curriculum vitae of the candidate. 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. A regular mandate lasts three years, renewable once. Board members may not serve for more than two terms, except that members filling a partial term created by an unexpected vacancy may be elected for two subsequent terms.

Each year, the regular terms of three Board members end and three new members are (re-)elected. In electing members to the Board, the General Assembly shall have regard to gender and geographical balance of the Board.

A maximum of two persons from any EHEA member state shall be accepted for membership of the Board. The existing Board may indicate which candidates it encourages the General Assembly to elect in order to achieve gender and geographical balance and the limit on the maximum number of members permitted from any EHEA member state.

The elections of Board members, President, and Vice-Presidents shall take place using a secret ballot of members present at the General Assembly. 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 a vacancy arising from a Board member leaving the Board before the end of their term, the remainder of the term shall be assigned to the newly elected Board member with the smallest number of votes, unless another newly elected Board member volunteers for it.

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 shall decide who shall be designated as a Board member.

Three 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 candidates from among themselves for the position of President if the current President's term has expired. The election shall take place immediately and the result shall be announced to the General Assembly. The Board shall then seek candidates from among themselves for the positions of Vice-President. The election shall take place immediately, and the result shall be announced to the General Assembly.

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

#### 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.

The period of office for co-options will be until the next General Assembly meeting at which regular Board elections take place. 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 – End of mandate of Board members

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 prematurely for 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 be dismissed in case of wilful misconduct, fraud and gross negligence, unlawful actions or serious actions incompatible with their mandates or if they cease to fulfil the criteria to be eligible as Board member. Dismissal shall be voted by the Board with immediate effect. The Board shall notify the General Assembly of the dismissal of the Board member.

Board members may resign at any time by submitting a written resignation to the President, or in the case of the President, to the Vice-Presidents. The resignation becomes effective immediately. The



President or the Vice-Presidents 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 from among the Board members 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;

The President may have other duties and responsibilities set out in the Rules of Procedure adopted by the General Assembly.

#### Article 29 – The Vice-Presidents

The Vice-Presidents shall be elected by the General Assembly from among the Board members 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 – Representation in court and vis-à-vis third parties

The Association is legitimately represented in court and vis-à-vis third parties by the President of the Association, who has 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 – Appeals and Complaints Committee

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

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

#### **VI. Agency Review Committee**

##### Article 34- Agency Review Committee

The Agency Review Committee shall deal with the internal quality assurance of the ENQA Agency reviews.

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 35 – 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.

Members are 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 is set out in the Rules of Procedure.

#### Article 36 – Other resources

The Association may charge for the operational costs of 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 sources other than the annual membership fees for purposes as described in Title II.

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

#### Article 37 – Financial Year

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

#### Article 38 – 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 39 – 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 40 – Dissolution of the Association

A proposal to dissolve the Association shall be made by the Board or by more than half of the Members.

Approval of the proposal of dissolution requires a two-thirds majority of the Members present at the General Assembly.

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 by Members at the time of the dissolution, in equal shares.

Likewise, the dissolution of the Association may be pronounced following the conditions specified in Article 2: 113 of the Companies and Associations Code..

## **TITLE VII. AMENDMENTS TO THE STATUTES**

### Article 41

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 or represented. Amendments shall be adopted with at least a two-thirds majority of the votes cast at the assembly. 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 or represented.

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 42

For all that is not provided in these statutes, the parties refer to the provisions of the Companies and Associations Code, and in particular Book X of the same Code, or any subsequent amendments or legal provisions in force at any given time.