



## CONSTITUTION

### Name and Location

#### Article 1

The name of the Association is 'EAIR -- The European Higher Education Society'. The Association is located in Leiden, the Netherlands.

### Mission and Objectives

#### Article 2

The mission of EAIR -- The European Higher Education Society -- is to be a European society with an international membership and perspective. It aims to strengthen the interaction between researchers, policy makers and practitioners. It is a professional and attractive partner for other associations in Europe and beyond, working in similar and also more specialised areas of Higher Education.

The Association has as its objectives:

- 2.1 To support the interaction between Higher Education research, policy and practice.
- 2.2 To promote the development of institutional management, planning and policy implementation.
- 2.3 To encourage research and scholarship in the field of Higher Education in Europe.
- 2.4 To disseminate information on good practice in Higher Education.
- 2.5 To cooperate and exchange information with related organisations.

### Membership

#### Article 3

The Association has two types of membership: Membership upon Application and Membership by Award.

##### 3.1 Membership upon Application

- 3.1.1 Any individual involved and interested in the objectives of the Association may apply for membership;
- 3.1.2 The Executive Committee shall decide as to the acceptance or not of any application and similarly shall decide into which category the applicant shall be placed;
- 3.1.3 Should the Executive Committee reject an application for membership then the reasons for this shall be communicated to the applicant in question together with the possibility of appeal to the General Assembly. The General Assembly shall then decide on the application in question.

##### 3.2 Membership by Award

- 3.2.1 EAIR also recognises Distinguished Membership awarded by the Executive Committee to members or former members who have made distinguished contributions to realising the objectives of EAIR.
- 3.2.2 Membership by Award shall confer a fee waiver upon the person so honoured by the Association.

3.3 The rights of the EAIR membership are set out in the Articles of this Constitution.

3.4 Notwithstanding the fee waiver for Distinguished Members, the obligations of Membership by Application are:

- 3.4.1 To endorse the rules of membership;
- 3.4.2 To pay the annual membership fee;
- 3.4.3 Not to bring the Association in disrepute.

3.5 Membership is personal and non-transferable.

## **Terminating Membership**

### Article 4

Membership terminates:

- 4.1 Upon the death of a member.
- 4.2 Upon written notification by a member to the EAIR Secretariat.
- 4.3 Upon notification by the Association.
  - 4.3.1 Termination of membership shall be implemented if a member does not fulfil the obligations of membership;
  - 4.3.2 Termination of membership shall be implemented in case of non-compliance with the annual membership fee.
- 4.4 Expulsion of a member.
  - 4.4.1 The Executive Committee is entitled to expel a member;
  - 4.4.2 Expulsion of a member can only be done when a member acts against the Constitution, the Bylaws or the decisions of the Association; or brings the Association into disrepute;
  - 4.4.3 Should the Executive Committee expel a member then the reasons for this shall be communicated to that member together with a notification of the possibility of appeal to the General Assembly. The General Assembly shall then decide on the expulsion in question;
  - 4.4.4 Pending appeal, a member is suspended.

## **Annual Membership Fee**

### Article 5

- 5.1 Membership is per year. The Association's membership year runs from 1 August to 31 July in a given year.
- 5.2 The annual membership fee is decided by the General Assembly following a proposal by the Executive Committee.

## **General Assembly**

### Article 6

- 6.1 The General Assembly is the assembly of all members. All authority accrues to the Assembly that has not been granted to other bodies by law or by this present Constitution.
- 6.2 The meetings of the General Assembly are the General Meetings.
- 6.3 General Meetings shall be held as frequently as the Executive Committee considers appropriate or as laid down by this Constitution.
- 6.4 Once a year, no later than ten months after the end of the Association's year, a General Meeting shall be held, in connection with the Annual Forum, at a place and time determined by the Executive Committee; this shall be the Annual General Meeting.
- 6.5 Furthermore, the Executive Committee shall, at the written request of at least 10% of the Association's members, be obliged to convene a General Meeting within a period of no longer than one calendar month. Should no response be made to such a request within fourteen days, then the persons submitting the request may themselves convene a General Meeting by adhering to the procedure outlined in this Article and in the Bylaws. The parties submitting the request may then charge persons other than members of the Executive Committee to chair and minute this meeting.
- 6.6 Notice of any General Meeting shall be given to all members at least one calendar month in advance of a General Meeting.
- 6.7 Each member of the Association holds one vote. A member may have his or her vote cast by a person who is empowered to do so by a written proxy, provided the proxy-holder is a member of the Association. Such a proxy-holder, if empowered accordingly, may cast votes on behalf of more than one member.
- 6.8 Thirty members or 10% of all members (whichever is the lesser) attending General Meetings shall constitute a quorum. If the quorum is not met, the Executive Committee shall organise another General Meeting as soon as possible. Decisions at this second General Meeting can be taken irrespective of the

number of members present or represented, using an ordinary majority of votes of those present and voting, unless the law or this Constitution determine otherwise.

6.9 All decisions taken at General Meetings shall be reached using an ordinary majority of votes of those present and voting, unless the law or this Constitution determine otherwise.

### **Membership of the Executive Committee**

#### Article 7

7.1 The Executive Committee is responsible for the management of the activities of the Association.

7.2 The Executive Committee consists of nine persons nominated by and elected from the Association's membership for a period of three years. See 9.2.2. below.

7.3 In exceptional situations, the Executive Committee can co-opt up to two persons to the Executive Committee for one year up to a maximum of three years. Co-opted members can perform specific tasks under supervision of the members of the EC.

7.4 The Executive Committee is empowered to invite ex-officio persons to its meetings. Ex-officio persons have no voting rights within the Executive Committee.

7.5 Candidates for elected membership of the Executive Committee shall be proposed and seconded by members of the Association in accordance with the guidelines as stipulated in the Bylaws. The Executive Committee shall determine whether the proposed candidates meet the criteria and shall propose an appropriate list of candidates for the election.

7.6 The Executive Committee shall, at the written request of not less than 25 of the Association's members, be obliged to include for election a candidate who is originally nominated, but not proposed by the Executive Committee for election.

7.7 Should the number of elected members of the Executive Committee decline below nine, then the Executive Committee shall remain authorised to conduct business. However, it shall then be obliged to fill any vacant office as soon as possible.

### **Terminating Membership of the Executive Committee**

#### Article 8

8.1 Each and every member of the Executive Committee, even if elected for a specific term of office, may, at any time, be suspended by a two-thirds majority of the members of the Executive Committee. The suspension lasts until the next meeting of the General Assembly at which the members shall decide about the dismissal from or reinstatement to the Executive Committee.

8.2 Furthermore, a member of the Executive Committee ceases functioning as such:

8.2.1 Upon his or her death;

8.2.2 By handing in his or her resignation in writing;

8.2.3 By losing his or her capacity and skills to act;

8.2.4 By terminating his or her membership of the Association.

### **The Functions and Responsibilities of the Executive Committee**

#### Article 9

9.1 The Chair, Vice-Chair, Secretary, Treasurer and any other officers are appointed by the Executive Committee from their midst.

9.2 The Executive Committee shall only make decisions if the majority of the members of the Executive Committee in office, and not suspended, is present. Representation by proxy is not permitted. Each member of the Executive Committee is entitled to cast one vote.

9.2.1 The Executive Committee shall make decisions using an ordinary majority of votes, unless otherwise stated;

9.2.2 An ordinary majority shall be deemed to be more than half of the validly cast votes; if we have 9 members, then half is 4.5. So does this mean 5?

9.2.3 All votes shall be taken orally unless one of the members of the Executive Committee shall request a written ballot;

- 9.2.4 Should votes tie, the resolution shall be deemed to have been rejected. They could only tie with a even number of members.
- 9.3 The Executive Committee is authorised to have some of its tasks conducted under its responsibility by persons, workgroups or committees.
- 9.4 A Steering Committee, appointed by and consisting of members of the Executive Committee, shall carry out the necessary business of the Association, on behalf of the Executive Committee, in the interim between regular Executive Committee meetings.
- 9.4.1 All actions taken by the Steering Committee shall be reported to the Executive Committee;
- 9.4.2 The Steering Committee shall be composed of the Chair, Vice-Chair, Secretary and Treasurer;
- 9.4.3 The Steering Committee is empowered to invite other elected and ex-officio persons to its meetings as appropriate.
- 9.5 The Steering Committee is to represent the Association to the outside world both in and out of court. Furthermore, the Association can be legally represented by two members of the Steering Committee in concert. The authority of the Executive Committee to make special representative provisions in certain cases is unimpeded by this.
- 9.6 The Executive Committee is authorised to agree with a third party on investments outside normal operations where such investments do not exceed 10% of the annual budget. For investments above this 10% the EC needs the approval of the General Assembly.
- 9.7 None of the members of the Executive Committee shall be severally responsible for any business concerning the Association.
- 9.8 The Executive Committee shall appoint such staff as shall be needed to carry out the daily operation of the Association. These staff have an advisory role and normally attend all meetings as relevant. They have no voting rights in the Committee.

## **The President**

### Article 10

The Association has a President.

- 10.1 The President shall be appointed by the Executive Committee for one period of three years.
- 10.2 The President is an outstanding member of the European Higher Education community.
- 10.3 The role of the President is to promote the mission and objectives of EAIR. The President has no voting rights in the Committee.

## **Financial Matters**

### Article 11

- 11.1 In addition to the membership fees, 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.
- 11.2 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, any overhead being reinvested in the work of the Association.
- 11.3 The Association's financial year shall be from January 1 to December 31 of each and every calendar year.
- 11.4 The Executive Committee shall be obliged to keep records of the financial position of the Association in such a manner that from these records the assets and liabilities can be ascertained.
- 11.5 The Executive Committee shall provide an annual report to the General Assembly at its Annual General Meeting.
- 11.5.1 The Executive Committee shall report annually on the course of the financial business and the financial policy pursued in the year in question, not later than 10 months after the end of the Association's year, taking articles 2:48 and 2:49 of the Dutch Civil Code into consideration;
- 11.5.2 The Executive Committee shall submit for approval the balance and the profit and loss account together with clarifying information.
- 11.6 The General Assembly shall each year appoint an Audit Committee from among the members.

11.7 The Executive Committee shall retain the documents as formulated in this Article for a period amounting to at least seven years.

## **Amending the Constitution**

### Article 12

Amendments to the Constitution are determined by the General Assembly. Every proposal shall be submitted in writing to the Executive Committee. Proposals for amendments to the Constitution may be made either by the Executive Committee or by the membership in a petition.

12.1 A petition for an amendment of the Constitution shall require endorsement by thirty members or 10% of all members (whichever is the lesser).

12.2 A petition for an amendment of the Constitution shall reach the Executive Committee not later than two months before the General Meeting in which the amendment will be discussed.

12.3 The Constitution cannot be changed other than by a decision reached at a General Meeting which has been convened together with the notice that at the said General Meeting a proposal shall be discussed concerning amendment of the Constitution. The full literal text of the proposed amendment of the Constitution shall be communicated to the members at least one calendar month prior to the General Meeting at which the said proposal will be discussed.

12.4 A decision for amending the Constitution shall need to have at least two-thirds of the validly cast votes.

12.5 A notarised version of the amended Constitution must be lodged at the Office of the Registry of Associations kept by a Chamber of Commerce in The Netherlands.

## **Dissolution**

### Article 13

13.1 The Association may only be dissolved by a decision of the General Assembly. Such a decision shall need to have at least two-thirds of the validly cast votes.

13.2 The Association cannot be dissolved other than by a decision reached at a General Meeting which has been convened together with the notice that at the said General Meeting a proposal shall be discussed concerning dissolution of the Association. The said proposal shall be communicated to the members at least one calendar month prior to the General Meeting at which the said proposal will be discussed.

13.3 The assets after dissolution will go to a legal entity appointed by the General Assembly based on a recommendation from the Executive Committee.

13.4 The Executive Committee shall be responsible for the settlement.

## **The Bylaws**

### Article 14

14.1 The General Assembly shall determine Bylaws proposed by the Executive Committee.

14.2 A proposal to amend the Bylaws shall be communicated to the members at least one calendar month prior to the General Meeting at which the proposal will be discussed.

14.3 The Bylaws shall be amended by an ordinary majority of votes of those present and voting. An ordinary majority shall be deemed to be more than half of the validly cast votes.

## **Final Stipulations**

### Article 15

15.1 In all cases not provided for by either the present Constitution, the law, or the Bylaws of the Association, such cases shall be decided by the General Assembly.

15.2 'EAIR – The European Higher Education Society' is an international association, governed by Dutch law.

15.3 A Dutch translation has been made of this Constitution. In case of differences of opinion about the interpretation of this Constitution, the Dutch text shall prevail over the English version of the Constitution.