**Statutes**

**EHEA Secretariat Association**

***Revised draft for adoption by the BFUG***

Preamble: In view of fostering the European Higher Education Area (EHEA) policies and actions, the purpose of the European Higher Education Area Secretariat Association is to ensure effective support to the Bologna Follow-Up Group (BFUG) and its working structures. The association has no policy-making role of its own, but operates in the framework of policies set by the Ministerial Conference, the BFUG and the BFUG Board. The Secretariat is independent of the host country and host institution; it acts under the authority of, and is fully accountable to, the BFUG, in accordance with the Rules of Procedure for the European Higher Education Area.

## General provisions

### Article 1. Founding members

(1) The undersigned founding members, as set out in paragraph (2), expressly declare their will to associate and hereby establish a non-profit association under Romanian law, in accordance with Government Ordinance no. 26/2000 on associations and foundations, with subsequent amendments and additions.

(2) The founding members are:

1. Ministry of Education and Research of Romania, having its registered office at [address], fiscal identification code [code], represented by [name], [position], acting on the basis of [decision or authorisation];
2. Ministry of Education and Research of Norway, having its registered office at [address], national identification or registration number [number], where applicable, represented by [name], [position], acting on the basis of [decision or authorisation];
3. Austrian Federal Ministry of Women, Science and Research, having its registered office at [address], national identification or registration number [number], where applicable, represented by [name], [position], acting on the basis of [decision or authorisation].

(3) 'The founding members establish the association in the interest of all EHEA members, following the decision of the BFUG of 9 March 2026 and the endorsement of these statutes by the BFUG on 5/6 November 2026. The founding members act on behalf of the public authorities responsible for higher education in the European Higher Education Area (EHEA) and intend that all EHEA members accede to the association in accordance with Article 10.

### Article 2. Name and legal form

(1) The name of the association is "European Higher Education Area Secretariat Association". The association may use the short forms "EHEA Secretariat Association" or "EHEA-S" as its working designation.

(2) The association is a legal person without patrimonial purpose, under Romanian private law.

Disputes concerning the legal existence and internal functioning of the association fall under the jurisdiction of the Romanian courts, in accordance with Romanian law.

(3) The association is governed by the present Statutes, by Government Ordinance no. 26/2000, with subsequent amendments and additions, and, in subsidiarity, by the Romanian Civil Code. Insofar as they are pursuant to the law and these present statutes, the Association is also governed by its internal regulations, duly adopted by its General Assembly (see art. 13). In case of conflict, the law prevails over the statutes, and the statutes over the internal regulations. In its activities, the association acts in accordance with the Rules of Procedure for the European Higher Education Area (RoP-EHEA) and the Rules of Procedure of the Bologna Follow-up Group (RoP-BFUG), as amended from time to time.

(4) The association is not established for the financial benefit of its members.

(5) The association is established for an indeterminate duration.

### Article 3. Registered office

(1) The registered office of the association is at [full address], Bucharest, Romania.

### Article 4. Language

(1) The working language of the association is English.

(2) The Romanian version of these statutes, as registered with the court, is the authentic and authoritative text for registration and for all purposes under Romanian law. The English version is the working text for the members. The Administrative Committee ensures that both versions are adopted together and kept consistent, including for any amendment.

## Principles, objectives and activities

### Article 5. Independence

(1) The association is independent. It performs its functions impartially, in the interest of the European Higher Education Area as a whole, and does not represent the particular interests of any individual member, of the host country or of any other party.

(2) The Head of Secretariat and the staff shall neither seek nor accept instructions from any member, the host country or any other party, other than through the competent bodies of the association or through the competent EHEA bodies in accordance with the Rules of Procedure.

### Article 6. Purpose

(1) The purpose of the association is to operate the Secretariat of the EHEA, which provides neutral administrative, technical, and operational support to the Ministerial Conference, the BFUG, the BFUG Board, the Co-Chairs,the Vice-Chair, and the working structures of the EHEA.

(2) The BFUG and its working structures are responsible for and in charge of the strategy and implementation of the work programme of the EHEA. The association provides the appropriate organisational and financial framework for the operation of the EHEA Secretariat, but it does not exercise any policy or decision-making function of the EHEA.

### Article 7. Activities

(1) This purpose is realised through the following activities, in full compliance with the Rules of Procedure of the EHEA and the BFUG, in particular art. VIII RoP BFUG:

1. provide neutral administrative, technical and operational support to the Bologna Follow-Up Group (BFUG), the BFUG Board, Co-Chairs, BFUG Working Groups and other structures and initiatives established by the BFUG;
2. provide support and neutral advice to the BFUG and its working structures in the implementation of the work programme of the EHEA;
3. contribute to the overall planning, preparation and implementation of meetings and events;
4. draw up the minutes of meetings;
5. contribute to analysis and background papers if tasked to do so;
6. serve as a contact point for all communications and ensure the dissemination of information and documentation to the BFUG and its working structures;
7. serve as external contact point for the EHEA and represent the BFUG in settings and on occasions to be agreed with the BFUG Co-Chairs;
8. maintain the EHEA website;
9. support the preparation of the EHEA ministerial conferences and the Global Policy Forum;
10. maintain the archive and the institutional record of the EHEA and the Bologna Process;
11. any other task entrusted to it by the BFUG through the General Assembly (see art. 13), provided it is consistent with the purpose per Article 6.

(2) In order to realise its objectives and the above activities, the association may conclude any legal act, acquire and administer any right or asset, employ staff, receive secondments, conclude contracts and partnerships, apply for and receive funding, and participate in programmes and projects. The association acts in compliance with its approved budget and with the principles of sound financial management and transparency.

## Members

### Article 8. Categories of members

(1) Members and the consultative members of the EHEA may join the association, provided their participation in the EHEA activities is not suspended.

(2) The association has:

1. members with voting rights;
2. consultative members without voting rights;
3. observers without voting rights.

(3) Membership is open to the ministry or public authority representing the members of the

European Higher Education Area (EHEA) in the Bologna Follow-Up Group. When multiple public authorities from a single country are represented in the BFUG based on the Rules of Procedure of the EHEA, they can each join the association as members.

(4) The public authorities mentioned in paragraph (2) can, nevertheless, mandate in writing another public law entity, or a private law entity acting under its supervision, such as a national public body or agency, to join the association on their behalf, subject to approval by the General Assembly.

(5) The founding members are members with the same rights and obligations as other members.

(6) Consultative membership is open to the consultative members of the EHEA. They have no voting rights, and pay no fee, but may contribute voluntarily.

### Article 9. Observers

(7) Observer status can be granted to EHEA members that would be eligible for membership but cannot obtain membership status for clear legal or other comprehensible reasons. Observer status is granted by the BFUG and confirmed by the General Assembly. Observers provide an appropriate financial contribution, equalling to the amount of the membership fee.

### Article 10. Obtaining membership

(1) Applications for membership, observer status or consultative membership shall be submitted to the Administrative Committee (see art. 15) in writing. Through the submission of the application, the applicant accepts these statutes and, in the case of members, undertakes to pay the annual membership fee, and in the case of observers to provide an appropriate contribution.

(2) The Administrative Committee verifies that the applicant fulfils the conditions of Article 8 and informs the General Assembly, which decides on the application. An application by an entity eligible under Article 8(2), (3) or (5) shall be accepted where these conditions are fulfilled.

### Article 11. End of membership

(1) Membership ends by:

1. withdrawal, notified in writing to the Secretariat, taking effect one month after the notification is received;
2. exclusion, decided by the General Assembly for serious or repeated breach of these Statutes or the obligations arising from them as member of the association, after the member concerned has had the opportunity to be heard, taking effect immediately;
3. dissolution or cessation of the legal existence of the member, taking effect immediately;
4. loss of the status of member or consultative member of the EHEA, i.e. exclusion per III.2 RoP-EHEA, taking effect at the same time.

(2) A departing member has no claim on the patrimony of the association and remains liable for the full contribution due for the financial year in which membership ceases.

### Article 12. Rights and obligations of members

(1) Members have the right to:

1. participate with voting rights in the General Assembly;
2. propose candidates for the Administrative Committee;
3. participate in the association's activities and benefit from its work, excluding any direct financial benefits;
4. receive information on the association's activities.

(2) Members have the following obligations:

1. contribute to the objectives and activities of the association;
2. comply with the statutes and the decisions of the General Assembly;
3. provide the information which the association requires in order to comply with its legal obligations;
4. pay the membership fees.

(3) A member which has not paid its contribution for the previous financial year may not exercise its voting rights until the arrears have been settled or a deferral has been granted per Article 25(4).

(4) Where an EHEA member or consultative member is suspended in accordance with the RoP-EHEA, the membership rights in the association are suspended for the same period.

## Organisational structure

### Article 13. Bodies

(1) The association's bodies are:

1. General Assembly
2. Administrative Committee
3. Auditor

(2) The Secretariat is the executive structure of the association.

## General Assembly

### Article 14. Functions of the General Assembly

(1) The General Assembly is the highest governing body of the association. The General Assembly exercises its statutory powers consistently with the applicable decisions of the Ministerial Conference and of the Bologna Follow-Up Group. The General Assembly:

1. approves the budget and the annual accounts;
2. approves the membership fees;
3. appoints and dismisses members of the Administrative Committee;

4. appoints and dismisses the Auditor;
5. appoints and dismisses the Head of Secretariat based on a selection process decided upon by the BFUG;
6. establishes and safeguards, by decision or in the internal regulations, that the Head of Secretariat exercises the power of representation under Article 17 (1)(d) within the limits set by the EHEA and the BFUG;
7. excludes members in the case of Article 11(1) b;
8. decides on amendments to the statutes;
9. decides on the dissolution and liquidation of the association.

(2) The General Assembly also exercises any other competence that is not assigned to another body by the statutes or the Government Ordinance no. 26/2000.

### Article 15. Operation of the General Assembly

(1) Ordinary meetings of the General Assembly shall, as a rule, be held in conjunction with meetings of the BFUG, but at least once a year. They shall be convened by the Administrative Committee . They shall also be convened at the request of at least one third of the members within 30 days of the request. The convocation with a draft agenda shall be sent to the members at least one month before the meeting. The meeting documents shall be sent at least two weeks before the meeting.

(2) Minutes shall be drawn up for each meeting, recording the members present or represented, the votes and the decisions taken. The minutes are signed by the chair and will be distributed to all members, consultative members and observers.

(3) Meetings of the General Assembly may be held by means of video conference.

(4) The General Assembly may take decisions by written procedure via email, with a deadline of at least ten days from the date on which the proposal is circulated, with a quorum as stipulated in paragraph (5) .

(5) The General Assembly may adopt internal regulations to regulate the details of the association's operation.

(6) The General Assembly is chaired by the BFUG co-chairs in office at the time of the meeting. If the authorities holding the BFUG co-chairmanship are not members of the association, the meeting is chaired by the BFUG Vice-Chair or, failing that, by the Chair of the Administrative Committee.

### Article 16. Decision-making

(1) The General Assembly usually takes decisions by consensus. If a decision is needed, but no consensus can be achieved, the Chair may call a vote. .

(2) The General Assembly is validly constituted if at least two thirds of members are present or represented. If that quorum is not met, a postponed meeting shall be convened with a notice of

at least two weeks. For any item that was also on the original agenda, the postponed meeting may deliberate validly regardless of the number of members present, except for the decisions referred to in paragraph (5), which require that at least half of the members be present or represented.

(3) Each member holds two votes in the General Assembly. If there is more than one member from one country according to Article 8(2), the two votes are distributed among those members in equal shares.

(4) A member may be represented by another member by written proxy. No member may hold more than two proxies.

(5) Decisions are taken by a majority of the valid votes cast. A majority of two thirds of the valid votes cast is required for decisions to:

- amend the statutes;
- exclude a member;
- adopt or amend the fee scale;
- dissolve the association.

## Administrative Committee

### Article 17. Functions

The Administrative Committee is the board of directors ("consiliul director") within the meaning of art. 24 of Government Ordinance no. 26/2000.

(1) The Administrative Committee supervises the work of the association between the General Assembly meetings, within the framework set by the General Assembly's decisions. In particular, the Committee:

1. submits the draft annual accounts and a draft budget for the following financial year;
2. concludes, through its Chair, the employment contract of the Head of Secretariat appointed in accordance with Article 14(1)(e);
3. concludes other legal acts in the name and on behalf of the association where they exceed the limits of representation powers of the Head of Secretariat;
4. prepares the meetings of the General Assembly together with its chair(s).

### Article 18. Composition

(1) The Administrative Committee consists of minimum five and up to seven individuals, as appointed by the General Assembly:

1. the BFUG Vice-Chair, as nominated by the host country of the next ministerial conference;
2. three to five representatives of members;
3. one representative of consultative members, without voting rights.

(2) The members of the Administrative Committee are appointed in their individual capacity for a period of up to three years, ending with the General Assembly immediately following the next ministerial conference. Members can be reappointed once. The Chair and Treasurer shall be designated by the General Assembly.

(3) Members of the Administrative Committee serve in their individual capacity, must act in the interest of the association as a whole, and do not represent the specific interests of their countries or organisations. The association shall take out appropriate liability insurance for the members of the Administrative Committee and shall, to the extent permitted by Romanian law, hold them harmless for acts performed in good faith within their mandate.

(4) Membership of the Administrative Committee also ends by:

1. resignation or any other reason preventing the member from continuing the task;
2. dismissal by the General Assembly;
3. notification of the nominating organisation that the individual no longer represents the country/organisation in the BFUG.

### Article 19. Operation

(1) The Administrative Committee executes the decisions of the General Assembly, and oversees and supervises the technical and managerial work of the Secretariat, including its financial management.

(2) The Administrative Committee meets at least twice a year. It deliberates validly if at least two thirds of its members are present.

(3) Meetings of the Administrative Committee may be held by means of video conference. The Committee may also decide by written procedure via email, where no member objects to that procedure within five days of the proposal being circulated.

(4) A representative from the European Commission attend the meetings of the Administrative Committee, with the right to speak but with no right to vote.

(5) The Head of Secretariat usually attends the meetings of the Administrative Committee, except where the Committee decides otherwise. The Head of the Secretariat is not a member of the Committee, and therefore has no right to vote.

(6) The Administrative Committee usually takes decisions by consensus. When consensus cannot be reached but a decision needs to be taken, it may bring the issue to the General Assembly. In exceptional cases, where this is not possible due to the urgency of the matter, it may decide by a simple majority.

(7) The Administrative Committee reports on the activities and finances of the association to the General Assembly and the BFUG at least once a year and whenever requested by them.

## Secretariat

### Article 20. Functions of the Secretariat

(1) The association's Secretariat is led by the Head of Secretariat. The Head of Secretariat:

1. manages the execution of the tasks per Article 7 and of the budget;
2. directs the association's staff;
3. recruits staff within the approved budget, organisational chart and staff policy;
4. represents the association, acting alone, in relations with third parties, before courts and public authorities, and concludes legal acts in its name and on its behalf; the Administrative Committee shall take a corresponding decision in line with Art. 26 of the GO 26/2000, including the limits to this power as decided by the General Assembly.

### Article 21. Appointment of the Head of Secretariat

(2) The Head of Secretariat is selected through a Europe-wide open and advertised competitive selection process, which is transparent, inclusive, respectful of ethical conditions and merit-based. The position is open to nationals of EHEA countries. The BFUG decides on the details of the selection procedure.

(3) The General Assembly appoints the Head of Secretariat for a term of up to 36 months, which is renewable. The Head of Secretariat reports regularly to the General Assembly and to the BFUG. The General Assembly may dismiss the Head of Secretariat; the BFUG is consulted before any early termination of the appointment.

(4) The employment relationship of the Head of Secretariat and of the staff is governed by Romanian labour law.

(5) The association is the controller within the meaning of the EU General Data Protection Regulation (GDPR) for all personal data processed by the association. The Head of Secretariat ensures compliance with the respective provisions of the GDPR.

(6) Members and consultative members may second staff to the Secretariat. The Head of Secretariat shall decide on offers to second staff. The secondment arrangements shall ensure that seconded staff work under the direction of the Head of Secretariat and are bound by Article 5 for the duration of the secondment. The host of the next Ministerial Conference is invited to second one staff member for liaison.

## Finances

### Article 22. Initial patrimony

(1) The initial patrimony of the association is one thousand (1 000) RON, constituted by the founding members jointly. The contribution shall be paid into the association's bank account within 30 days of its registration and may be paid by a third party on behalf of the founding members.

## Article 23. Financial year, budget and accounts

(1) The financial year is the calendar year.

(2) The Treasurer oversees the execution of the budget based on regular reports from the Head of Secretariat.

(3) The Administrative Committee submits to the General Assembly the annual accounts together with the draft budget for the following financial year. The approved budget, the annual accounts and the report of the Auditor are communicated to the BFUG.

## Article 24. Income

(1) The income of the association consists of:

1. membership fees;
2. funding obtained through application for programme or project grants, subject to the agreement of the General Assembly;
3. voluntary contributions by members or consultative members, or other parties, in cash or in kind, including premises and services provided by the host country, subject to the agreement of the General Assembly, provided that they are not likely to affect the independence of the Secretariat;
4. funding obtained for implementing specific projects or rendering service that are compatible with the association's objective;
5. income from the prudent placement of the association's reserves.

(2) The resources of the association shall be used exclusively for the realisation of its objective.

(3) The association shall constitute and maintain a reserve in order to secure continuity of operations and to cover its obligations towards its staff, at a level determined by the General Assembly, but regularly not exceeding one annual budget.

## Article 25. Membership fees

(1) Members must pay an annual contribution according to a fee scale adopted by the General Assembly. The fee scale should take account of the different sizes and economic strengths of the EHEA countries based on transparent and objective criteria. The fee scale may provide for an annual indexation mechanism, to be applied by the Head of Secretariat, that adjusts the fees to consumer price changes.

(2) Where multiple entities from one country are members of the association based on article 8 (3), the fee is divided between them.

(3) The European Commission may provide its contribution by providing a grant to the association, instead of paying a membership fee.

(4) Observers should support the association's activities financially at the same level as the member's contributions, in line with terms set by the General Assembly when granting observer status.

(5) The General Assembly may, in exceptional cases and upon reasoned request, grant an

individual member a deferral of payment.

(6) Consultative members can, but are not obliged to, pay a voluntary contribution; the conditions of Article 24 (1) c. apply.

### Article 26. Auditor

(1) Financial control is exercised by the external Auditor (cenzor within the meaning of Art. 27 of Government Ordinance no. 26/2000). The Auditor:

1. verifies at least once a year the manner in which the patrimony of the association is administered;
2. draws up a report and presents it to the General Assembly together with the annual accounts.

(2) The Auditor is appointed by the General Assembly. The Auditor must have the qualification to be a financial auditor according to the Romanian law. Members of the Administrative Committee, the Head of Secretariat and other staff members may not serve as Auditor.

## Final provisions

### Article 27. Amendments of the statutes

(1) The statutes may be amended by decision of the General Assembly taken in accordance with Article 16(4). Any amendment affecting the objective, the tasks, the membership or the governance of the association, or its relationship with the EHEA bodies, requires the prior endorsement of the BFUG.

(2) The amendment takes effect upon its registration in the Register of Associations and Foundations.

### Article 28. Dissolution

(1) The association is dissolved:

1. de jure, in the cases provided for by law, including where the realisation of its purpose has become impossible;
2. by a court decision, in the cases provided for by law, including where the association pursues objectives or activities other than those for which it was established or where the association becomes insolvent;
3. by decision of the General Assembly in accordance with Article 16(4), following a corresponding proposal by the BFUG or of the Ministerial Conference, or after having informed the BFUG or the Ministerial Conference about the proposed dissolution.

(2) The General Assembly (in case c) or the court (in cases a or b) shall appoint liquidators when the dissolution is decided. The mandate of the Administrative Committee ceases upon the appointment of the liquidators.

(3) The General Assembly shall designate one or more legal persons of private or public law having an identical or similar purpose to which the remaining assets are to be transferred, giving priority to a legal person which takes over the functions of the Secretariat of the

European Higher Education Area. The remaining assets may not be transferred to natural persons.

(4) Where the General Assembly does not make that designation, or where the transfer of assets cannot be carried out within six months, the liquidators shall request the competent court to attribute the remaining assets to a non-profit legal person having an identical or similar purpose, or a purpose that supports the goals of the EHEA.

(5) Assets acquired or constructed from public funds shall be recorded separately in the accounts and shall be allocated in accordance with the law applicable to them.

### Article 29. Incompatibilities

(1) A person convicted by a final judgment of fraudulent management, breach of trust, forgery, embezzlement, false testimony or bribery is not eligible for appointment as a member of the Administrative Committee, as Auditor, or as Head or staff of Secretariat.

## Transitional provisions

### Article 30. Initial composition of governing bodies

(1) The initial Administrative Committee is composed of:

1. [name, personal number, domicile], as [office];
2. ...

(2) The initial Committee serves until the first regular election for the Administrative Committee composed in line with the provisions of Art. 15; this election shall be held no later than October 2027.

(3) The initial Auditor is [name, personal number, domicile].

(4) The Head of Secretariat shall be appointed in accordance with Article 16(2) once the association has acquired legal personality. Until then, the association is represented by the Chair of the Administrative Committee.

### Article 31. Proxy for registration

[name, personal number, domicile], acting as representative of the founding members, is empowered to carry out the procedure for the acquisition of legal personality, to sign and submit the application for registration and all accompanying documents, to represent the association before the Ministry of Justice, the court and any other authority, and to remedy any irregularity identified in the course of that procedure.

This statute was adopted and signed by the founding members on [date], at [place], in [number] original copies.

[*signatures*]