Statutes
EHEA Secretariat Association

draft for review

Chapter I. 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 in accordance with Government Ordinance no. 26/2000 on associations and foundations, with subsequent amendments and additions.

(2) The founding members are:

a. 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];

b. Ministry of Education and Research of **Norway**, having its registered office at [address], fiscal identification code [code], represented by [name], [position], acting on the basis of [decision or authorisation];

c. **Austrian** Federal Ministry of Women, Science and Research, having its registered office at [address], fiscal identification code [code], represented by [name], [position], acting on the basis of [decision or authorisation].

(3) 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 9.

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" or "EHEA-S" as its working designation.

(2) The association is a legal person without patrimonial purpose, under Romanian private law. Romanian courts thus have jurisdiction by default on any matters concerning the association.

(3) The association is governed by this statute, 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 the General Assembly, as well as by the Rules of Procedure of the European Higher Education Area and the Rules of Procedure of the Bologna Follow-Up Group.

(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 this statute, as registered with the court, is the authoritative text for the purposes of Romanian law. The English version is the working text for the members and authoritative for all other purposes. In case of divergence, the Romanian version prevails.

Chapter II. 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) Neither the host country nor any member may give instructions to the staff of the association, other than through the competent bodies of the association.

Article 6. Objective

(1) The objective of the association is to support European cooperation in higher education by operating the Secretariat of the ~~European Higher Education Area (~~EHEA~~-S)~~, providing administrative, operational and technical support to the EHEA bodies.

Article 7. Activities

(1) The association maintains the EHEA Secretariat, which:

a. provides administrative and operational support to the Bologna Follow-Up Group (BFUG), to its Board and to all its sub-structures;

b. supports the management and implementation of the work plan of the EHEA;

c. ensures consistent communication within and outside the EHEA bodies;

d. serves as a contact point of the EHEA and represent the EHEA at external events and meetings;

e. supports the organisation of EHEA ministerial conferences and associated events;

f. maintains the archive and the institutional record of the EHEA and the Bologna Process;

g. carries out any other task entrusted to it by the General Assembly, provided it is consistent with the objective 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.

Chapter III. Members

Article 8. Categories of members

(1) The association has:

a. full members with voting rights;

b. consultative members without voting rights;

c. observers without voting rights.

(2) Full membership is open to the public authority responsible for higher education 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 full members.

(3) When impossible to join, the public authorities mentioned in paragraph (2) can nevertheless mandate in writing another public or private law entity to join the association on their behalf.

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

(5) Consultative membership is open to the consultative members of the EHEA.

(6) Observer status can be granted to entities that would be eligible for full membership but cannot obtain this status. Observer status is granted at the General Assembly's discretion and no entity has a right to be granted observer status. The General Assembly decides on the conditions for obtaining observer status and grants it on a case by case basis.

~~(7)~~ ¶

Article 9. Obtaining~~Acquisition of~~ membership

(1) Applications for full or consultative membership shall be submitted to the Steering Committee in writing. Through the submission of the application, the applicant accepts these statutes and, in the case of full members, undertakes to pay the annual membership fee.

(2) The Steering Committee shall inform the General Assembly, which decides on the application .

Article 10. End of membership

(1) Membership ends by:

a. withdrawal, notified in writing to the Steering Committee, taking effect at the end of the financial year in which the notification is received;

b. exclusion, decided by the General Assembly for serious or repeated breach of these Statutes or the obligations arising from it after the member concerned has had the opportunity to be heard, taking effect immediately;

c. dissolution or cessation of the legal existence of the member, taking effect immediately;

d. loss of the status of member or consultative member of the 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 contribution due for the financial year in which membership ceases.

Article 11. Rights and obligations of members

(1) Members have the right to:

a. participate in the General Assembly;

b. nominate candidates for Steering Committee;

c. participate in the association's activities and benefit from its work;

d. receive information on the association's activities.

(2) Members have the following obligations:

a. contribute to the objectives and activities of the association;

b. comply with the statutes, the decisions of the General Assembly and of the Steering Committee;

c. provide the information which the association requires in order to comply with its legal obligations.

d. pay the membership fees, or provide the equivalent contribution in another form;

(3) A full 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 20.

(4) Consultative members and observers participate in the General Assembly with the right to speak but without the right to vote.

Chapter IV. Organisational structure

Article 12. Bodies

(1) The association's governing bodies are:

a. General Assembly

b. Steering Committee

c. Secretariat

d. Auditor

Article 13. General Assembly

(1) The General Assembly is the supreme governing body of the association representing the EHEA and the Bologna Follow-Up Group. The General Assembly:

a. decides on the strategy to realise the objectives of the association, in line with the decisions of the EHEA and of the Bologna Follow-Up Group;

b. approves the budget and the annual accounts;

c. approves the membership fees;

d. appoints and dismisses members of the Steering Committee;

e. appoints and dismisses the Auditor;

f. appoints the Head of Secretariat based on a proposal by the Steering Committee and following the decision of the BFUG;¶

~~f.~~g. defines the limits of the legal mandate of the Head of Secretariat following the decision of the BFUG;

~~g.~~h. excludes members in the case of Article 10.(1) b;

~~h.~~i. decides on the establishment of branches and establishments;

~~i.~~j. decides on amendments to the statutes;

~~j.~~k. 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.

(3) The General Assembly shall be convened by the Steering Committee at least once a year. It shall also be convened at the request of at least one third of the full and consultative members within 30 days of the request.

(4) 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.

(5) The General Assembly is validly constituted if at least two thirds of full 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.

(6) 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:

a. amend the statutes;

b. exclude a member;

c. dissolve the association.

(7) Minutes shall be drawn up for each meeting, recording the members present or represented, the votes and the decisions taken.

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

(9) The General Assembly may take decisions by written procedure via email, with a deadline of at least ten days of the proposal being circulated. The same quorum as mentioned in (4) applies.

(10) The General Assembly may adopt Internal Regulations to regulate the details of the association's operation. ¶

~~(10)~~(11) The General Assembly is chaired by the BFUG co-chairs in function at the moment of the General Assembly meets. If the BFUG co-chairs are not members of the General Assembly, the Steering Committee proposes a different chair for the meeting.

Article 14. Voting and voting rights

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

(2) Each full member holds two votes in the General Assembly. If there are several members from a single country according to Article 8.(2), the two votes are distributed among those members in equal shares.

Article 15. Steering Committee

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

(2) The Steering Committee ~~steers and~~ supervises the work of the association between the General Assembly meetings, within the framework set by the General Assembly's decisions. In particular, the Steering Committee:

a. submits ~~presents an annual report to the General Assembly, accompanied by~~ the draft annual accounts and a draft budget for the following period;

~~b. regularly attends the meetings of the BFUG and the BFUG Board to ensure information sharing and best synergies between the BFUG and the Association~~;¶

~~c.~~b. concludes legal acts in the name and on behalf of the association where they exceed the mandate of the Head of Secretariat, as decided by the General Assembly;

~~d.~~c. ~~organises the selection process for~~employs the Head of Secretariat based on selection process decided by the BFUG ~~decision on the selection process and presents a candidate for appointment by the General Assembly~~;

~~e.~~d. ~~Oversees the work of the Secretariat, regarding all operational matters, to ensure that it is fit and able to support the work of the BFUG and its substructures in the best possible manner~~.

~~f.~~e. prepares the meetings of the General Assembly and proposes its draft decisions.

~~(3) The Steering Committee may empower the Head of Secretariat to conclude legal acts in the name and on behalf of the association.~~¶

~~(4)~~(3) The Steering Committee consists of five individuals:

a. ~~one representative nominated by the European Commission~~;

b. one representative nominated by the host country of the next ministerial conference;

c. three~~wo~~ representatives of full members and

d. one representative of consultative members, as selected by the General Assembly.

(4) The members of the Steering Committee are appointed by the General Assembly in their individual capacity for a period until the General Assembly immediately following the next ministerial conference. Members can be reappointed. The Chair and Treasurer shall be designated by the General Assembly.¶

(5) Members of the Steering Committee serve in their personal capacity, regardless of the nominating body. Members of the Steering Committee must accept the personal liability consequences that arise from the role under Romanian law.

(6) Membership of the Steering Committee also ends by:

a. resignation or any other reason preventing the member to continue the task;

b. dismissal by the General Assembly;

c. notification of the nominating organisation that the individual no longer represents the country/organisation in relation to the EHEA or the BFUG.

(7) The Steering Committee executes the decisions of the GA, and oversees and supervises the work of the Secretariat.

(8) The Steering Committee meets at least twice a year. It deliberates validly if at least three of its members are present.

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

(1) [*If the European Commission has observer status*] A representative from the European Commission attends the meetings of the Steering Committee, with the right to speak but with no right to vote.¶
~~(9)~~(10)

~~(10)~~(11) The Head of Secretariat usually attends the meetings of the Steering Committee~~-~~, except where the Steering Committee decides otherwise . The Head of the S~~E~~ecretariat is not a member of the Steering Committee, and therefore has no right to vote.

~~(11)~~(12) The Steering Committee usually takes decisions by consensus. When this cannot reached but a decision needs to be taken, it may bring the issue to the General Assembly. In exceptional cases, where this is not possibl~~ye~~, it may vote with each member having one vote.

Article 16. Secretariat

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

a. manages the execution of the work plan and of the budget;

b. directs the association's staff;

c. recruits staff within the approved budget, organisational chart and staff policy;

d. represents the association legally as mandated by the General Assembly~~according to Error: Reference source not found~~.

(2) The Head of Secretariat is selected through an open and merit-based competition, which shall be advertised Europe-wide.

(3) The General Assembly appoints the Head of Secretariat for a term of up to six years; renewal is possible. The Head of Secretariat reports to the General Assembly regularly.

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

~~(4)~~(5) The Secretariat is the Data Controller in the sense of the EU General Data Protection Regulation (GDPR) for all personal data handled by the association and ensures compliance with the respective provisions of the GDPR.

~~(5)~~(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.

Chapter V. Finances

Article 17. Initial patrimony

(1) The initial patrimony of the association is [amount] RON, constituted by contributions in money of the founding members in equal parts.

Article 18. Financial year, budget and accounts

(1) The financial year is the calendar year.

(2) The Steering Committee submits to the General Assembly the annual accounts together with the draft budget for the following financial year.

Article 19. Income

(1) The income of the association consist of:

a. membership fees;

b. funding obtained through application for European programmes;~~contributions by the European Commission~~;

c. voluntary contributions by members or consultative members, or other parties, including premises and services provided by the host country, subject to the agreement of the General Assembly;

d. funding obtained for implementing specific projects or rendering service that are compatible with the association's objective;

~~e. contributions in kind, including premises and services provided by the host country, based on a formal agreement approved by the General Assembly;¶~~

~~f.~~e. interest and dividends resulting from the placement of the association's assets.

(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.

Article 20. Membership fees

(1) Full members must pay an annual contribution according to a fee scale adopted by General Assembly. 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) The European Commission may provide its contribution by providing a grant to the association, instead of paying a membership fee.

(3) Observers support the association's activities financially in a comparable way to a member's contributions.

(4) The General Assembly may, in exceptional cases and upon reasoned request, grant an individual member a deferral of payment.

(5) Consultative members pay no contribution.

Article 21. Internal Auditor

(1) Internal financial control is exercised by the Internal Auditor. The Internal Auditor:

a. verifies at least once a year the manner in which the patrimony of the association is administered;

b. draws up a report and presents it to the General Assembly together with the annual accounts.

(2) The Internal Auditor is appointed by the General Assembly. Members of the Steering Committee, the Head of Secretariat and other staff members may not serve as Internal Auditor.

(3) The General Assembly decides whether the annual accounts shall in addition be subject to an independent external audit by a recognised auditor.

Chapter VI. Final provisions

Article 22. Amendments of the statutes

(1) The statutes may be amended by decision of the General Assembly taken in accordance with Article 13.(6).

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

Article 23. Dissolution

(1) The association is dissolved:

a. de jure, in the cases provided for by law, including where the realisation of its purpose has become impossible;

b. 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;

c. by decision of the General Assembly in accordance with Article 13.(6).(2)

(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 Steering 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 legal person having an identical or similar purpose.

(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 24. Incompatibilities¶

~~(5)~~(1) A person convicted of offences such as fraudulent management, breach of trust, forgery, embezzlement, false testimony, or bribery is not eligible for appointment as a member of the Steering Committee, as Auditor role, or as Head of Secretariat.

Chapter VII. Transitional provisions

~~Article 24.~~Article 25. Initial composition of governing bodies

(1) The initial Steering Committee is composed of:

a. [name, personal number, domicile], as [office];

b. …

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

(3) The Head of Secretariat shall be appointed in accordance with Article 16.(2) once the association has acquired legal personality.

~~Article 25.~~Article 26. 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]