



## REVISED STATUTES

Approved at the General Assembly meeting in Tallinn (Estonia), 06-08 November 2008

### (I) THE ASSOCIATION

- Art. 1 These are the statutes of the European University Continuing Education Network (EUCEN) that is a not for profit international association governed by the Heading III provisions of the Belgian law of 27 June 1921 concerning not for profit association, foundation and not for profit international association.
- Art. 2 The seat of the Association shall be at the Université catholique de Louvain, avenue Emmanuel Mounier 50, BE-1200 Brussels (Woluwé-Saint-Lambert), Belgium.
- The seat can be transferred to any other address in Belgium by simple decision of the General Assembly to be published within Moniteur Belge Appendices.
- Art. 3 The objectives of the Association shall be :
- (1) to contribute to the economic and cultural life of Europe through the promotion and advancement of lifelong learning within higher education institutions in Europe and elsewhere ;
  - (2) to foster universities' influence in the development of lifelong learning knowledge and policies throughout Europe.
- Art. 4 In furtherance of the above-mentioned objectives the Association shall have, amongst its functions, the following :
- (1) to provide a forum for the development, interchange and dissemination of innovation and good practice on lifelong learning within European higher education ;
  - (2) to encourage high standards in all areas of lifelong learning and to harmonise levels of quality for lifelong learning among its members ;
  - (3) to represent the interests of the lifelong learning community within higher education and to European policymakers ;
  - (4) to facilitate communication, liaison and collaboration with other appropriate bodies and organisations ;
  - (5) to promote and conduct research into lifelong learning and to disseminate the results of this research ;
  - (6) to obtain, collect and receive money, funds and other property and to administer them in pursuance of the objectives of the Association.
- Art. 5 The Association shall ensure that its objectives and activities remain non profit-making.

### (II) MEMBERSHIP

- Art. 6 There shall be three categories of membership: full, associate and affiliate membership. The members rights are limited to those defined by the present statutes. All members have, in particular, the right to participate in General Assembly, but only full members have voting rights. The members do not have any obligation other than to respect the present statutes and to pay annual fee as determined by General Assembly in accordance to sections 12 and 17, 7°.
- Art. 7 Full Membership of the Association shall be open to:
- (1) higher education institutions with legal status, located geographically in Europe, pursuing activities under the objectives of the Association, which offer the highest level degree or diploma in their own country

- (2) national or international networks of institutions referred in Art 7. (1), located geographically in Europe, pursuing activities under the objectives of the Association.
- Art. 8 Associate Membership shall be open to :
- (1) higher education institutions with legal status, in geographical Europe, pursuing activities under the objectives of the Association, but who do not offer the highest degree or diploma in their own countries;
  - (2) higher education institutions with legal status, outside geographical Europe, which offer the highest degree or diploma in their own country.
- Art. 9 Affiliate Membership shall be open to:
- (1) national or international lifelong learning organisations with legal status;
  - (2) individuals concerned with lifelong learning networks.
- Art. 10 All members have the right to participate in the activities and meetings of the Association. Only full members have membership of the General Assembly and voting rights.
- Art. 11 The number of members is unlimited but shall be not less than three.
- Art. 12 The annual membership fee shall not exceed 1000 EUR.
- Art. 13 All applications for Full, Associate or Affiliate Membership shall be considered by the Steering Committee and approved by the General Assembly, and shall be subject to the Association's Internal Regulations.
- Art. 14 Membership may end :
- (1) in the case of voluntary resignation; to avoid payment of the annual membership fee, resignation must be received by the 31 December of the preceding year;
  - (2) in the case of exclusion by the General Assembly; the exclusion of a member may only be decided by the General Assembly, by a majority of two thirds of the full members present or represented: the member may be heard before a decision is taken if a request is made in writing within two months of receiving notice of the exclusion procedure;
  - (3) in the case of non-payment of subscription fees for two years, when such default has been denounced by the Steering Committee and noticed by the General Assembly;
  - (4) in the case of dissolution.
- Art. 15 A member which ceases to belong to the Association shall have no right to draw on the Association's funds.

### (III) THE GENERAL ASSEMBLY

- Art. 16 The General Assembly, comprising the full members of the Association, shall be the supreme governing body of the Association.
- Art. 17 The General Assembly shall have the following powers:
- (1) to elect the President of the Association;
  - (2) to elect, dismiss and release a Steering Committee;
  - (3) to appoint or confirm the appointment of an auditor every two years on the proposal of the Steering Committee; however, if the appointment of a legal auditor is mandatory according to the Belgian law, this legal auditor will be appointed by the Steering Committee, for three years, among the recognised legal auditors in Belgium; the Steering Committee decides the fees to be allocated to the legal auditor for the whole period; when a legal auditor has been appointed, the General Assembly may decide not to appoint anymore the non-legal auditor provided for by this article of the Statutes;
  - (4) to approve the Internal Regulations; moreover, the Steering Committee may amend the Internal Regulations with a unanimous resolution, subsequently ratified by the next General Assembly

- (5) to approve the accounts of the preceding financial year and the budget of the forthcoming financial year;
  - (6) to discharge the President, the other members of the Steering Committee and the auditor;
  - (7) to set the level of subscription for all categories of member for the forthcoming calendar year;
  - (8) to amend the Statutes;
  - (9) to dissolve the Association.
- Art. 18 Every full member may be represented by another full member by proxy. Each full member shall have no more than two proxies. Except where the provisions of article 33 apply, the meeting shall be quorate if one third of full members are present or represented. If this quorum is not reached, a second meeting may be held not less than 24 hours later. This second meeting will be quorate. All decisions shall be taken by a simple majority of the present and represented full members.
- Art. 19 The General Assembly shall meet every year at the seat of the Association or at the place indicated in the Notice of Meeting. Notice of the Meeting shall be sent by the Steering Committee one month in advance by mail or email addressed to each member. No decision shall be taken on any item not on the agenda of the meeting. The President or Vice-President will chair the General Assembly.
- Art. 20 Extraordinary meetings of the General Assembly shall be convened by the President on the request of at least one fifth of the full members.
- Art; 21 All decisions of the General Assembly shall be kept in a register, signed by the President, and communicated to all members within one month of the meeting.

#### **(IV) THE STEERING COMMITTEE**

- Art. 22 To assist it to carry out its objectives, the General Assembly shall elect a Steering Committee to manage the business of the Association. The Steering Committee is always responsible to the General Assembly.
- Art. 23 The Steering Committee shall consist of a President and from six up to nine other members, elected by the General Assembly for a period of two years, renewable according to the provisions of the internal regulations. All members of the Steering Committee have to come from a full member of the Association, and be in good standing.
- Art. 24 The Steering Committee will meet at least three times per year. Notice of the meeting shall be sent two weeks in advance by the President or, in case he cannot do it, by the Vice-President, by mail or email addressed to each Steering Committee member. No decision shall be taken on any item not on the agenda of the meeting, except if accepted by three quarters of the total membership of the Committee. With the unanimous consent of this membership, a meeting can be replaced by an other decision-making process, like exchange of e-mails.
- Art. 25 The quorum of presence of the Steering Committee is half of the members plus one.
- Art. 26 The Steering Committee may co-opt, on the basis of their competence, appropriate persons as advisers or observers. Co-opted members shall not have a vote. Co-opted members will not be counted for the application of articles 24 and 25.
- Art. 27 The Steering Committee shall appoint a Vice-President among the members elected by the General Assembly. The Steering Committee shall appoint a Treasurer and a Secretary General among the elected or co-opted members.
- Art. 28 The Steering Committee shall prepare for presentation to the General Assembly of the year:
- (1) the annual report of activities and an audited financial report of the preceding year;
  - (2) a draft programme of activities and a budget for the forthcoming year.
- Art. 29 Every full member of the Steering Committee has one vote. The resolutions of the Steering Committee shall be passed by a majority of the members present subject to the provisions of article 24 and 25. Voting by proxy is not possible. The President shall have a casting vote.

- Art. 30 The resolutions of the Steering Committee shall be kept in a register, signed by the President, or, if he cannot sign, by the Vice-President, and made available to the members of the Association.
- Art. 31 The Steering Committee may delegate its authority for certain actions and tasks to one or more of its members or, with the agreement of the General Assembly, to another person who is not a member of the Association.
- Art. 32 Membership of the Steering Committee shall end :
  - (1) by coming to the end of the period of office ;
  - (2) by voluntary resignation ;
  - (3) by absence from three consecutive meetings ;
  - (4) in the case of dismissal by the General Assembly ;
  - (5) in the case of the member's institution ceasing to be a member of the Association.

**(V) ALTERATION OF STATUTES, LEGAL ACTION, DISSOLUTION AND LIQUIDATION**

- Art. 33 Any proposal aiming at an amendment of the statutes or the dissolution of the Association shall come from the Steering Committee or at least one fifth of the full members. Amendments to the statutes shall be made only by the General Assembly.
- Art. 34 At a meeting of the General Assembly called to amend the statutes, full members of the Association may be represented by another full member by proxy. Each full member shall not have more than two proxies. At least fifty percent of full members must be present or represented at the meeting. If this quorum is not reached, a second meeting may be held not less than 24 hours later. This second meeting will be quorate.
- Art. 35 A proposal to amend the statutes shall require the approval of at least fifty-five percent of full members present or represented at the meeting of the General Assembly.
- Art. 36 All changes of the Statutes are only legally binding after the completion of the procedures provided for by the Belgian law, included if needed approval by Royal or Minister Decree, signing of an authentic deed and publication.
- Art. 37 All documents engaging the Association are to be signed by the President and the Treasurer. If needed, the Vice-president may substitute either the President or the Treasurer. The Association can also be represented by any other person having received a special proxy from the Steering Committee. Legal actions, whether as plaintiff or defendant, shall be taken by the Steering Committee represented by the President, the Vice-President or by any other designated member of the Steering Committee.
- Art. 38 In the case of dissolution of the Association, the General Assembly shall designate one or more liquidators and fix their powers within Belgian law. Net assets will be allocated to a not for profit association with similar objectives.
- Art. 39 All cases not foreseen under these Statutes shall be settled in accordance with the provisions of the Belgian Law.

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