

**European Union of Private Higher Education (EUPHE)
International Non-Profit Association,
Rue Belliard, 20 box 1 1040 Etterbeek, Brussels, Belgium**

The international non-profit association (INPA) "**European Union of Private Higher Education**", abbreviated: **EUPHE**, company number 715.444.977, whose registered office is established at 1040 Etterbeek, Rue Belliard 20 box 1, incorporated under the terms of a deed received by the aforementioned Notary Régis Dechamps, dated June 26, 2018, published in the annexes of the Belgian Monitor of December 14, 2018, filing 18179453.

The statutes of the association were amended by resolution of the General Assembly of June 15th 2022 and certified by Maître Régis Dechamps, notary in Schaerbeek, on October 4th 2022, to be published in the annexes of the Belgian Official Gazette.¹

Statutes

CHAPTER I: NAME, PLACE, PURPOSE, DURATION of the ASSOCIATION

Article 1 - Name

The association is an international non-profit association within the meaning of Article 1:6, § 2 of the Belgian Code des sociétés et des associations 2019 (CSA) and bears the name "European Union of Private Higher Education", abbreviated: EUPHE.

Article 2 - Headquarters

- (1) The association has its headquarters in the Brussels-Capital Region.
- (2) The Board of Directors has the right to transfer the headquarters of the association in the Brussels-Capital Region.
- (3) The transfer of the registered office to another place in Belgium requires a decision of the General Assembly.
- (4) The competent company court must be notified of the change of the legal seat of the association.

Article 3 - Purpose and Activities of the Association

The objectives of the international non-profit association are to create the conditions for a context conducive to the development of a common European policy for private higher education at the first, second and third cycles (LMD system) and further education, acting as an element to foster the connection and mediation of private higher education institutions and business and engineering schools, fostering collaboration and cooperation between them in Europe and around the world, guaranteeing quality of education and academic excellence.

It will achieve its goal through the following activities in particular, this list being non-exhaustive:

¹ Authoritative is the French version published in the annex of the Moniteur Belge

- To share experiences and best practices;
- To formulate common positions within the framework of political debates relating to higher education;
- To intervene with the European Union, the Council of Europe, Unesco, all international institutions and more generally any public institution;
- To monitor higher education policies in European countries, their results and European initiatives in this area.

Article 4 - Duration

The association is constituted for an indefinite period.

CHAPTER II: MEMBERS

Article 5 - Number of Members

The number of members is not limited. The minimum number is three. The first members are the signatory members of the founding charter of the association.

Article 6 - Type of Members

The association is made up of:

- a) Association members: These are associations or unions of non-state universities in the member states of the European Union.
- b) Institutional Members: These are individual private universities in the Member States.
- c) Benefactor members. They may be natural or legal persons who do not fall under a) and b) but which actively promote the subject matter of association.

Article 7 - Acquisition of Membership

- (1) Application for membership must be submitted in writing to the Board of Directors. The latter decides on the candidacy by an absolute majority of the directors.
- (2) The association has the right to reject the application. The refusal must be communicated to the applicant in writing.

Article 8 - Rights of Members

- (1) Upon admission to the association, the member has the rights and obligations provided for by law and the statutes.
- (2) According to the CSA, associative members and institutional members have the following rights, which they exercise according to the provisions of these statutes:
 - a) to take note of the register of members, of all the minutes and resolutions of the General Assembly and the Board of Directors and all accounting documents of the association at the registered office of the association,
 - b) to request the convocation of the General Assembly if one fifth of the members so request,
 - c) to propose an item on the agenda,
 - d) to participate in the General Assembly or be represented by another member in accordance with Article 19 paragraph 4,

- e) to vote at the General Assembly using their right to vote in accordance with section 19,
- f) be excluded only according to the procedure provided for in Article 13,
- g) to propose the dissolution of the association,
- h) in the event of liquidation, to decide on the destination of the assets in the General Assembly or to transmit this decision to the court,
- i) to withdraw from the association at any time in accordance with Article 12.

Article 9 - Obligations of Members

- (1) The members are obliged to actively promote the object of the association and to fulfill the obligations deriving from the CSA and these statutes.
- (2) Upon joining the association, members are obliged to pay the contribution for the current year in accordance with Article 10 of the statutes.

Article 10 - Contribution

- (1) The responsibility of each member towards the association is limited to the amount of its dues due. The membership fee is determined each year by the General Assembly. The contribution for association members, institutional members and benefactor members can be set differently. The annual membership fee must not exceed five thousand euros (€5,000.00). Half of the contribution is to be paid on January 1st and the other half on July 1st.
- (2) The General Meeting may decide on a single admission fee, the amount of which it determines.
- (3) If a member is more than 6 months in arrears with the payment of contributions due, the First Treasurer will remind him in a verifiable manner in writing or electronically. If the contribution is not paid at the end of the month of the reminder, the member will be excluded from the association.

Article 11 - End of Membership

- (1) Membership ends:
 - a) Regarding the associative members and the institutional members, by resignation, dissolution of the member or exclusion.
 - b) Regarding benefactor members by resignation, dissolution, exclusion or by death in the case of a natural person.

Article 12 - Resignation of a member

- (1) Any member may withdraw from the association at any time. The declaration of resignation must be received by the Board of Directors by registered mail or in verifiable electronic form.
- (2) If a declaration of resignation is sent to the Board after March 1st, the annual contribution of this member is due for the whole year.

Article 13 – Exclusion of a Member

- (1) A member may be expelled from the association,
 - if he does not pay the contribution after a reminder,
 - due to a serious breach of statutory obligations,
 - because of a serious violation of the interests of the association.

- (2) Exclusion can only be decided by a two-thirds majority of the members present or represented. The exclusion must be mentioned in the invitation to the General Assembly.
- (3) The General Assembly decides after hearing the member concerned, who has previously had the opportunity to speak.
- (4) A resigning or expelled member has no right to the property of the association and cannot claim reimbursement of the contributions paid.

CHAPTER III: BOARD OF DIRECTORS, ADMINISTRATION OF THE ASSOCIATION

Article 14 - Board of Directors

- (1) The Board of Directors, which consists of at least 5, but not more than 11 natural persons is responsible for the management of the association. Each associative or institutional member who is member for at least two years, can suggest in writing to the EUPHE a natural person representative.
- (2) The directors are then appointed from among the persons proposed by the General Meeting by an absolute majority for a period of 2 years and may be revoked by the same majority at any time without explanation. Re-election is possible. The resigning members of the incumbent Board resign on the day of the election of the new Board.

Article 15 - Composition and Responsibilities of the Board

- (1) The Board of Directors elects from among the persons elected by the General Assembly by an absolute majority:
 - the President,
 - the 1st and 2nd Vice-President,
 - the 1st and 2nd Treasurer,
 - the Secretary General,
 - as well as the Assessors, if more than 6 people have been elected per the general Assembly.
- (2) If the position of a member becomes vacant before the end of the term, the General Assembly may elect a successor for the remaining term of office.
- (3) The Association is represented by the President in court, and in acts vis-à-vis third parties. The Board of Directors may draw up internal regulations that are not binding on third parties, providing that the President must act with another board member.
- (4) The Board of Directors is responsible for the administration of all matters which are not reserved for the General Assembly by law or these statutes. The General Assembly may decide that the conclusion of matters and contracts of particular financial or structural importance require its prior approval.
- (5) The Board of Directors may transfer individual matters of day-to-day business to the Secretary General for settlement by internal regulations.
- (6) The Board of Directors submits an annual activity report.

Article 16 - Internal organization of the Board of Directors

- (1) Board meetings are convened by the President, or if he is unable to attend, by the 1st or 2nd Vice-President in writing or in electronic form (e-mail), specifying the date, the time, place and agenda with at least 15 days' notice.
- (2) The Board meets under the chairmanship of the President at least once every six months or when the President or at least 2 members so request.
- (3) Meetings take place at the place indicated in the convocation. They can also take place in the form of telephone or video conferences or in a hybrid format.
- (4) If a member of the Board of Directors is unable to attend, he may be represented by another member and transfer his voting rights to him. The representation of several members by a single member is not permitted.
- (5) At the request of the President or another member, persons who are not members of the Board may be invited to a meeting with an advisory function.

Article 17 - Resolution of the Board of Directors

- (1) The Board of Directors has a quorum if at least half of its members are present or represented.
- (2) The Board of Directors makes its decisions by an absolute majority of the members present or represented. In the event of a tie, the vote of the President is decisive.
- (3) In the event of a conflict of interest, the rules of the CSA provided for non-profit associations apply.
- (4) The Board of Directors may also take its decisions in writing. To this end, the President sends the proposed resolution in writing or by e-mail to the members. The proposal is considered accepted if the absolute majority of the members has approved it within 15 days of its sending.
- (5) The minutes of the Board of Directors are signed by the President and the Secretary General mentioning the place, the date, the hour and the resolutions adopted. They must be approved by the Board at the next meeting. The minutes are archived in written or electronic form by the President and can be consulted by the delegates of the members of the association.

Article 18 - Management and Responsibility of the Board of Directors

- (1) The Board manages the day-to-day affairs of the association with joint responsibility. Its members exercise their mandate on a voluntary basis.
- (2) The day-to-day management includes acts and resolutions which do not go beyond the necessities of the daily life of the association and which, because of their importance and their urgency, do not need a discussion in the General Assembly.
- (3) The legal provisions of the CSA apply to the Board's liability.

CHAPTER IV: GENERAL ASSEMBLY

Article 19 - Composition of the General Assembly

- (1) The General Assembly is composed of delegates appointed by the member associations, the institutional members and the benefactor members.
- (2) Each Association Member and each Institutional Member may send two delegates who shall exercise the voting rights of the member in accordance with paragraph 3 unanimously.
- (3) Only association members and institutional members have the right to vote at the general meeting. Association members each have five votes, institutional members one vote each.
- (4) Each member may be represented at the General Assembly by another member or by a proxy. A member can only represent one other member.

Article 20 - Competence of the General Assembly

The General Assembly is the supreme body of the association. It decides in particular on:

- a) the amendment of the statutes of association,
- b) the election and dismissal of the members of the Board of Directors,
- c) the enactment of rules of procedure,
- d) the approval of the annual budget,
- e) the approval of the annual accounts and the acceptance of the annual report,
- f) the discharge of the Board,
- g) the appointment of the company auditor,
- h) the exclusion of members,
- i) the dissolution of the association and the use of the assets after the dissolution.

Article 21 - Convocation of the General Assembly

- (1) The General Assembly is convened at least once every six months. If necessary and at the request at least one fifth of its members or of the Board an extraordinary meeting must be convened.
- (2) The convocation is made by the President in writing or electronically (e-mail) with one month's notice, specifying the date, time and place and the agenda. Meetings may also take place by telephone, videoconference or hybrid-format if the convocation so provides.

Article 22 - Internal organization of the General Assembly

- (1) The General Assembly is chaired by the President or, in his absence, by one of the Vice-Presidents. The chairman appoints the meetings secretary.
- (2) The General Assembly is validly constituted if at least half of the Association and Institutional members are present or represented, provided that no other quorum is provided for in these statutes.
- (3) The General Assembly decides by an absolute majority of the votes of the members present, provided that no other quorum is provided for in these statutes. In the event of a tie, the vote of the President is decisive.
- (4) The minutes of the General Assembly are signed by the President and the secretary, indicating the place, the date, the time and the resolutions adopted.

The minutes must be approved by the General Assembly at the next meeting. The minutes are archived in written or electronic form by the President and can be consulted by the delegates of the members of the association.

- (5) On the proposal of the President, the General Assembly may, by a majority of two thirds of the members present or represented, decide on internal regulations for the administration of the association, also valid with regard to third parties. This also applies to changes of the rules of procedure.

CHAPTER V: FISCAL YEAR, FINANCES, ACCOUNTING

Article 23 - Finances of the Association

- (1) The financial resources of the Association may only be used to fulfill the statutory purposes in accordance with Article 3.
- (2) The fiscal year is the calendar year.
- (3) The First Treasurer submits the budget for the coming year with a recommendation for the determination of the contribution of the members to the Board of Directors and the General Assembly no later than November 30th of each year and the annual financial statements for the year elapsed no later than February 28th for approval.
- (4) After having approved the annual accounts, the General Assembly decides on the discharge of the Board of Directors.
- (5) The annual accounts are audited by a registered auditor approved in Belgium.
- (6) The annual accounts and the budget must be submitted to the competent company court.

CHAPTER VI: AMENDMENT, DISSOLUTION, FINAL PROVISION

Article 24 - Amendment of the Statutes of Association, Voluntary Dissolution

- (1) The General Assembly can validly deliberate and decide on amendments of the statutes only if the proposed amendments have been specified in the convocation and if at least two-thirds of the Association and Institutional members are present or represented at the meeting.
- (2) If the quorum is not reached, a new convocation is required and the new assembly deliberates and decides validly regardless of the number of members present or represented. The second meeting may take place at the earliest fifteen days after the first meeting.
- (3) An amendment shall not be accepted unless it receives two-thirds of the votes cast; Abstentions count as refusals.
- (4) A modification of the statutes modifying the object of the association and the decision of voluntary dissolution of the association require the presence or the representation of two thirds of the Association and Institutional members. The resolution requires a majority of four-fifths of the votes of the members present or represented. Abstentions count as refusals.
- (5) If the attendance quorum is not reached, paragraph 2 applies accordingly.

Article 25 - Dissolution, Liquidation

- (1) In the event of a voluntary dissolution, the General Assembly appoints one or more liquidators and determines their powers. It decides how to use the remaining net worth after paying off the debts. In any case, the use must correspond to an altruistic goal coming as close as possible to the founding object of the dissolved association.
- (2) It is forbidden to leave the remaining assets for the benefit of the members.
- (3) Legal provisions must be observed for voluntary dissolution.

Certified statutes of EUPHE, certified as compliant on October 4, 2022 by Régis Dechamps, notary in Schaerbeek, Brussels, Belgium