

Annex IV: EQAR Statutes

Statutes

as of 4 March 2008

Preamble

On Tuesday 4 March 2008, before Maître Dimitri Cleenewerck de Crayencour,

- ENQA (European Association for Quality Assurance of Higher Education), represented by Peter Williams;
- ESU (European Students' Union), represented by Koen Geven;
- EUA (European University Association), represented by Lesley Wilson; and
- EURASHE (European Association of Institutions in Higher Education), represented by Lars Lynge Nielsen;

hereafter referred to as "the Founding Members", have formed an international non-profit association and have agreed upon the following statutes of the association:

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Art. 1 - Name and seat

- (1) The Association is called "European Quality Assurance Register for Higher Education AISBL". The short name/acronym is "EQAR". Hereafter it is referred to as "the Association".
- (2) The Association's registered office is located at *[provisionally]* Rue d'Egmontstraat 13, 1000 Brussels, Belgium. The registered office can be moved by decision of the Executive Board within the Capital Region of Brussels or by the General Assembly.

Art. 2 - Objective of the Association

- (1) The Association pursues the objective of furthering the development of the European Higher Education Area by enhancing confidence in higher education and by facilitating the mutual recognition of quality assurance decisions. The Association does not pursue to gain any profit from its activities.
- (2) In order to achieve its objectives, the Association establishes and manages a list of quality assurance agencies (hereafter referred to as "the Register") that operate in substantial compliance with the Standards and Guidelines for Quality Assurance in the European Higher Education Area, as adopted by the European ministers responsible for higher education in Bergen on 20 May 2005, or any succeeding document (hereafter referred to as "the European Standards and Guidelines"), and can demonstrate in particular that
 - a. they operate independently, without interference in their decisions and operations from economic, governmental, institutional or other interests,
 - b. they operate in an objective and responsible manner, and

- c. their quality assurance is based on well described procedures, which involve their stakeholders, and the results thereof are substantiated.

I. Members

Art. 3 - Members

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- (1) The Association's full members are the Founding Members, the Social Partner Members and the Governmental Members. Only full members shall have voting rights in the General Assembly.
- (2) The Founding Members and the Social Partner Members constitute the group of Nongovernmental Members.
- (3) A member can resign from the Association at any time. Upon resignation the member's rights and duties terminate. Membership also ends in the event of a member losing legal personality or failing to maintain the conditions for membership. Any outstanding financial obligation of the member towards the Association shall be honoured.
- (4) The Executive Board shall decide on applications for membership.
- (5) Any former member, which has left the Association for whatever reason, shall not have any claim on the Association's assets.

Art. 4 - Founding Members

- (1) The Founding Members are expected
 - a. to promote the objectives of the Association to their members and third parties,
 - b. to support the Association in its work to the extent that their means allow,
 - c. to take responsibility for the proper operation of the Association and
 - d. to contribute to the further development of the Association.
- (2) The Founding Members have the right
 - a. to participate and vote in the General Assembly,
 - b. to propose members of the Register Committee,
 - c. to propose candidates for the Executive Board and
 - d. to receive regular and appropriate information on the Association's work.

Art. 5 - Social Partner Members

- (1) Those consultative members of the Bologna Follow-Up Group, as defined in the Communiqué of the Conference of European Ministers Responsible for Higher Education, signed in Bergen on 20 May 2005, and in any subsequent documents, or any succeeding body, that represent the interests of employers or employees may become Social Partner Members.
- (2) The Social Partner Members are expected

- a. to promote the objectives of the Association to their members and third parties,
 - b. to support the Association in its work to the extent that their means allow and
 - c. to contribute to the further development of the Association.
- (3) The Social Partner Members have the right
- a. to participate and vote in the General Assembly,
 - b. to propose members of the Register Committee and
 - c. to receive regular and appropriate information on the Association's work.

Art. 6 - Governmental Members

- (1) All parties to the European Cultural Convention, signed in Paris on 19 December 1954, may become Governmental Members.
- (2) A constituent part of one party to the Convention can become Governmental Member independently, provided it has the power to represent and commit the state externally autonomously as regards higher education.
- (3) Those consultative members of the Bologna Follow-Up Group, as defined in the Communiqué of the Conference of European Ministers Responsible for Higher Education, signed in Berlin on 19 September 2003, and in any subsequent documents, or any succeeding body, that are intergovernmental organisations, may become Governmental Members.
- (4) The Governmental Members are expected
- a. to support the Association in its work and
 - b. to promote the objectives of the Association.
- (5) The Governmental Members have the right
- a. to participate and vote in the General Assembly in accordance with Art. 9 (3) and
 - b. to receive regular and appropriate information on the Association's work.

II. Structure of the Association

Art. 7 - Bodies

The Association's bodies are

- a. the General Assembly,
- b. the Executive Board,
- c. the Appeals Committee,
- d. the Register Committee and

- e. the Secretariat.

Art. 8 - Majorities

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- (1) Any member of any body participating in a vote can either vote in favour, against or abstain (abstention). Any other vote shall be considered invalid.
- (2) As regards all bodies,
 - a. a simple majority is reached if more votes are cast in favour than against, and the abstentions do not exceed the total of votes in favour and against;
 - b. a 2/3 majority is reached if at least two thirds of the votes of the members present are cast in favour.
- (3) As regards decisions of the General Assembly,
 - a. a double majority is reached if a simple majority as defined in par 2 lit a is reached both amongst the Nongovernmental Members and amongst the Governmental Members;
 - b. a double 2/3 majority is reached if a 2/3 majority as defined in par 2 lit b is reached both amongst the Nongovernmental Members and amongst Governmental Members;
 - c. a statutory majority is reached if at least three quarters of the votes of the Governmental Members present are cast in favour and at least three quarters of the votes of the Nongovernmental Members present are cast in favour.
- (4) In case of a tie, the chair of the body voting shall have the casting vote.
- (5) The majorities according to par 3 only apply if the Association has at least four Nongovernmental Members and at least four Governmental Members. Otherwise, the simple majority and the 2/3 majority according to paragraph 2 shall be used instead and at least three quarters of the votes of the members present shall replace the statutory majority.

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III. General Assembly

Art. 9 - Composition

- (1) The General Assembly comprises all members of the Association. Only Full Members shall have voting rights in the General Assembly.
- (2) Each member shall carry one vote.
- (3) In the case of Art. 6 (2), all Governmental Members of one party to the Convention shall carry an equal fraction of one vote.
- (4) A full member's votes can be cast by another full member as a proxy. Each full member may hold only one proxy.

Art. 10 - Functions

The General Assembly is the highest decision making body of the Association. It shall decide on all matters which are not explicitly assigned to any other body. In particular, without limitation, the General Assembly

- a. approves the nominations for the Register Committee collectively;
- b. may dismiss the Register Committee as a whole with a double 2/3 majority;
- c. elects the members of the Executive Board collectively;
- d. discharges the Executive Board;
- e. may dismiss members of the Executive Board with a double 2/3 majority;
- f. elects the members of the Appeals Committee;
- g. may dismiss the Appeals Committee as a whole with a double 2/3 majority;
- h. adopts the Appeals Procedure;
- i. adopts the budget of the Association with a simple majority;
- k. approves the accounts of the Association with a simple majority;
- l. decides on membership fees with a simple majority;
- m. may expel a member with a double 2/3 majority;
- n. may adopt Rules of Procedure regulating the details of its operation;
- o. decides on amendments to the Statutes, in accordance with the provisions of Art. 24 hereof; and
- p. decides on the dissolution of the Association, in accordance with the provisions of Art. 25 hereof.

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Art. 11 – Operation

- (1) The General Assembly will be convened annually by the President before the end of November. The President will also convene the General Assembly upon decision of the Executive Board or if one fifth or more of the Association's members so request.
- (2) An invitation with a preliminary agenda shall be sent to all members no later than 30 days before the General Assembly. Elections, statutory changes, adoption or changes of supplementary regulations and the dissolution of the Association are only possible if this is indicated on the invitation to the General Assembly.
- (3) The General Assembly shall not take any decisions unless at least one tenth of the members are present. Should this quorum not be reached, a postponed General Assembly shall be convened, which shall proceed irrespective of the number of votes present.
- (4) Unless otherwise specified in the Statutes, the General Assembly shall take its decisions with a double majority.
- (5) An organisation that does not provide quality assurance and that supports the objectives of the Association may be invited as an Observer by the President or the Executive Board. The President may invite Observers to speak in the General Assembly.

- (6) All members shall be notified of decisions by the General Assembly in writing. All decisions shall be kept at the registered office and shall be available to all members on request.

IV. Executive Board

Art. 12 - Composition

- (1) The Executive Board shall consist of five members, one from each Founding Member, and the Chair of the Register Committee as an ex officio member without voting rights.
- (2) The General Assembly elects the members of the Executive Board for a mandate of two years, renewable up to three times for each member. The mandate of a member also ends by dismissal, resignation or death. Upon resignation, a member is obliged to serve as an acting member until a successor is elected.
- (3) The Executive Board designates the President of the Association, two Vice-Presidents and the Treasurer from among its members.

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Art. 13 - Functions

- (1) The Executive Board
- a. conducts the ongoing affairs in conjunction with the Director;
 - b. approves applications for membership of the Association;
 - c. may suspend a member of the Association with a 2/3 majority until the following General Assembly, should a member's actions jeopardise the objectives of the Association;
 - d. appoints and discharges the Director in consultation with the Chair of the Register Committee;
 - e. may dismiss the Director with a 2/3 majority;
 - f. may adopt Rules of Procedure regulating the details of its operation.
- (2) The President represents the Association vis-à-vis third parties and in court. The President may delegate this competence either temporarily or permanently, either generally or within certain limits, to the Director or to another member of the Executive Board.
- (3) In the case of serious misconduct, the President, in consultation with the Executive Board and the Chair of the Register Committee, may suspend a member of the Register Committee until the following General Assembly.
- (4) The Treasurer supervises the Association's finances.

Art. 14 - Operation

- (1) The Executive Board is convened by the President. One of the Vice-Presidents shall deputise for the President in his/her absence.
- (2) The Executive Board shall not take any decisions unless more than half of its voting members are present.

- (3) Unless otherwise specified the Executive Board shall take its decisions with a simple majority. The Rules of Procedures may allow decisions to be taken by written consent in lieu of a meeting.

V. Register Committee

Art. 15 - Composition

- (1) Each Founding Member shall nominate 2 members of the Register Committee. The Social Partner Members shall nominate in total 2 members of the Register Committee. The Register Committee shall appoint an additional member as its Chair.
- (2) All members shall act solely in their individual capacity. A member of the Register Committee may not hold any other office in the Association, or in the organisation s/he has been nominated by, at the same time.
- (3) Five governmental authorities shall be nominated by the Bologna Follow-Up Group, or any succeeding body, as observers on the Register Committee.
- (4) The Register Committee shall elect a Vice-Chair from among its members.
- (5) The Register Committee shall be approved by the General Assembly for a mandate of two years. A member may be re-nominated up to three times. The mandate of a member of the Register Committee ends by the expiry of the mandate, resignation, dismissal or death. If the mandate of a Register Committee member ends early, a replacement shall be nominated and approved for the remainder of the regular mandate.

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Art. 16 – Functions

The Register Committee

- a. receives, evaluates and decides upon applications for inclusion in the Register;
- b. adopts Procedures for Applications with a 2/3 majority and in consultation with the General Assembly; and
- c. may adopt Rules of Procedure regulating the details of its operation.

Art. 17 - Operation

- (1) The Register Committee is convened by its Chair. The Vice-Chair shall deputise for the Chair in his/her absence.
- (2) The Register Committee shall not take any decisions unless more than half of its members are present.
- (3) Unless otherwise specified, the Register Committee shall take its decisions with a simple majority. The Rules of Procedures may allow decisions to be taken by written consent in lieu of a meeting.
- (4) The Register Committee deliberates and takes its decisions independently of any other body.

- (5) A member of the Register Committee may not take part in the consideration of any case where s/he has a conflict of interest.

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VI. Appeals Committee

Art. 18 - Appeals Committee

- (1) The Appeals Committee consists of three members, elected by the General Assembly, including a Chair. The Chair shall be a senior judge, lawyer or legal expert, proposed by the Executive Board.
- (2) Unless otherwise specified the Appeals Committee shall decide by simple majority. The Rules of Procedures may allow decisions to be taken by written consent in lieu of a meeting.
- (3) The General Assembly shall elect a deputy member for each member.
- (4) A member of the Appeals Committee may not take part in the consideration of any case where s/he has a conflict of interest.

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VII. Secretariat

Art. 19 - Secretariat

- (1) The Association shall have a Secretariat under the responsibility of a Director.
- (2) The Secretariat
 - a. carries out the daily management of the Association;
 - b. facilitates the work of the Register Committee;
 - c. supports the other bodies of the Association in their work;
 - d. represents the Association as far as mandated by the President; and
 - e. administers the Association's finances within agreed budgets and in conjunction with the Treasurer.

VIII. The Register

Art. 20 - The Register

- (1) Any entity, whether established in the European Higher Education Area or elsewhere, may seek inclusion into the Register.
- (2) The Register Committee evaluates and decides upon the inclusion of the applicant.
- (3) To be included applicants shall demonstrate that they operate in substantial compliance with the European Standards and Guidelines, which will be demonstrated through the submission of appropriate evidence.
- (4) Full membership of ENQA (European Association for Quality Assurance in Higher Education) normally constitutes satisfactory evidence for inclusion in the Register.

- (5) Further provisions shall be made in the Procedures for Applications. The Procedures for Applications shall provide transparent and reliable provisions on the evaluation of applications, ensuring a fair and equal treatment of applicants. The Procedures for Applications shall be binding all bodies of the Association.

Art. 21 - Appeals

- (1) The applicant can file an appeal against decisions of the Register Committee on procedural grounds or in the case of perversity of judgement.
- (2) The Appeals Committee shall either reject or allow the appeal. If the appeal is rejected, the Register Committee's decision is final. If the appeal is allowed, the Register Committee shall reconsider the Application, taking due account of the grounds of the appeal and the Appeals Committee's decision.
- (3) Further provisions shall be made in the Appeals Procedure.

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IX. Finances**Art. 22 - Membership and other fees**

- (1) All members shall pay a membership fee to the Association, depending on their category of membership. The General Assembly shall decide on the membership fees for the various membership categories.
- (2) The Association may charge a fee from organisations who apply to be listed in the Register. The Association may charge an annual fee from organisations as a condition of their continued listing in the Register. The amount of such fees as well as further details shall be decided upon by the Executive Board.
- (3) The Association may accept donations from organisations which are willing to support its objectives.

Art. 23 - Budget and accounts

- (1) The Executive Board shall present the annual accounts to the General Assembly and propose the annual budget to the General Assembly.
- (2) The financial year of the Association begins on 1 January.
- (3) The accounts are audited by an external auditor who is approved by the General Assembly on the proposal of the Executive Board.

X. Statutes, dissolution**Art. 24 - Changes to the statutes**

- (1) The statutes may only be changed by the General Assembly by a statutory majority. The articles concerned and the intended change(s) must be clearly mentioned in the invitation to the General Assembly.

- (2) The General Assembly shall not amend the statutes unless at least two thirds of all Governmental Members' votes and at least two thirds of the Nongovernmental Members are present. Should this quorum not be reached, a postponed General Assembly shall be convened, which may amend the statutes irrespective of the number of votes present.

Art. 25 - Dissolution

- (1) The General Assembly may decide to dissolve the Association by a statutory majority. It shall decide on the mode of dissolving and liquidation.
- (2) The General Assembly shall not decide to dissolve the Association unless at least three quarters of all Governmental Members' votes and at least three quarters of the Nongovernmental Members are present. Should this quorum not be reached, a postponed General Assembly shall be convened, which may dissolve the Association irrespective of the number of votes present.
- (3) Upon dissolution all assets of the Association shall be designated to a non-profit legal entity.

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