



CONSTITUTION

Name and Location

Article 1

The name of the Association is 'EAIR - The European Higher Education Society'.
The Association is located in Amsterdam, the Netherlands.

Mission and Objectives

Article 2

The mission of EAIR - The European Higher Education Society is to be a European society with an international membership and view. It aims to strengthen the interaction between researchers, policy makers and practitioners. It is a professional and attractive partner for other associations in Europe and beyond, working in similar and also more specialised areas of Higher Education.

The Association has as its objectives:

- 2.1 To encourage research in the field of Higher Education in Europe;
- 2.2 To support the interaction between Higher Education research, policy and practice;
- 2.3 To promote the development of institutional management, planning and policy implementation;
- 2.4 To disseminate information on good practices in Higher Education;
- 2.5 To cooperate and exchange information with related organisations.

Membership

Article 3

The Association has two types of membership: Applied Membership and Awarded Membership.

- 3.1 Applied Membership
 - 3.1.1 Any individual involved and interested in the objectives of the Association may apply for membership;
 - 3.1.2 The Executive Committee shall decide as to the acceptance or not of any application and similarly decide into which category the applicant shall be placed;
 - 3.1.3 Should the Executive Committee reject an application for membership then the reasons for this shall be communicated to the applicant in question together with the possibility of appeal to the General Assembly. The General Assembly shall then decide on the application in question.
- 3.2 Awarded Membership
 - 3.2.1 EAIR also recognises Distinguished Membership, awarded by the Executive Committee to members or former members who have made distinguished contributions to realising the objectives of EAIR.
- 3.3 The rights of the EAIR membership are set out in the Articles of this Constitution.
- 3.4 Notwithstanding the fee waiver for Distinguished Members, the obligations of membership are:
 - 3.4.1 To endorse the rules of membership;
 - 3.4.2 To pay the annual membership fee;
 - 3.4.3 Not to bring the Association in disrepute.
- 3.5 Membership is personal and non-transferable.

Terminating Membership

Article 4

Membership terminates:

- 4.1 Upon the death of a member.
- 4.2 Upon notification by a member.

- 4.3 Upon notification by the Association.
 - 4.3.1 Termination of membership shall be implemented if a member does not fulfil the obligations of membership;
 - 4.3.2 Termination of membership shall be implemented in case of non-compliance with the annual membership fee.
- 4.4 Upon expulsion of a member.
 - 4.4.1 The Executive Committee is entitled to expel a member;
 - 4.4.2 Expulsion of a member can only be done when a member acts against the Constitution, the Bylaws, the decisions of the Association, or brings the Association in disrepute;
 - 4.4.3 Should the Executive Committee expel a member then the reasons for this shall be communicated to that member together with a notification of the possibility of appeal to the General Assembly. The General Assembly shall then decide on the expulsion in question;
 - 4.4.4 Pending appeal, a member is suspended.

Annual Membership Fee

Article 5

- 5.1 Membership is per calendar year. The Association's membership year runs from 1 January to 31 December in a given year.
- 5.2 The annual membership fee is decided by the General Assembly following a proposal by the Executive Committee.

General Assembly

Article 6

- 6.1 The General Assembly is the assembly of all members. All authority accrues to the Assembly that has not been granted to other bodies by law or by this present Constitution.
- 6.2 The meetings of the General Assembly are the General Meetings.
- 6.3 General Meetings shall be held as frequently as the Executive Committee considers appropriate or as laid down by this Constitution.
- 6.4 Once a year, not later than ten months after the end of the association's year, a General Meeting shall be held, in connection with the Annual Forum, at a place and time determined by the Executive Committee, which shall be the Annual General Meeting.
- 6.5 Furthermore, the Executive Committee shall, at the written request of at least 10% of the Association's members, be obliged to convene a General Meeting within a period of no longer than one calendar month. Should no response be made to such a request within fourteen days, then the persons submitting the request may themselves convene a General Meeting by adhering to that outlined in this Article and in the Bylaws. The parties submitting the request may then charge other persons than members of the Executive Committee to chair and minute this meeting.
- 6.6 Notice of any General Meeting shall be given to all members at least one calendar month in advance of a General Meeting.
- 6.7 Each member of the Association holds one vote. A member may have his or her vote cast by a person who is empowered to do so by a written proxy provided the proxy-holder is a member of the Association. Such a proxy-holder, if empowered accordingly, may cast votes on behalf of more than one member.
- 6.8 Thirty members or 10% of all members (whichever is the lesser), attending General Meetings shall constitute a quorum.
If the quorum is not met, the Executive Committee shall organise another General Meeting as soon as possible. Decisions taken at this second General Meeting can be decided on irrespective of the number of members present or represented, using an ordinary majority of votes of those present and voting, unless the law or this Constitution determine otherwise.
- 6.9 All decisions taken at General Meetings shall be reached using an ordinary majority of votes of those present and voting, unless the law or this Constitution determine otherwise.

Membership of the Executive Committee

Article 7

- 7.1 The Executive Committee is responsible for the management of the activities of the Association.
- 7.2 The Executive Committee consists of nine persons, nominated by and elected from the Association's membership for a period of three years.
- 7.3 In exceptional situations, the Executive Committee can co-opt up to two persons to the Executive Committee for one year, taking article 2:37 section 3 Dutch Civil Code into consideration. They can be co-opted immediately again for the duration of one year up to a maximum of three years. Members who are co-opted for more than one year shall be approved by the General Assembly. The number of members of the Executive Committee shall increase accordingly. Co-opted members of the Executive Committee have the same rights and obligations as elected members.
- 7.4 The Executive Committee is empowered to invite ex-officio persons to its meetings. Ex-officio persons have no voting rights within the Executive Committee.
- 7.5 Candidates for elected membership of the Executive Committee shall be proposed and seconded by members of the Association in accordance with the guidelines as stipulated in the Bylaws. The Executive Committee shall determine whether the proposed candidates meet the criteria and propose an appropriate list of candidates for the election.
- 7.6 The Executive Committee shall, at the written request of not less than 25 of the Association's members, be obliged to include for election a candidate who is originally nominated, but not proposed by the Executive Committee for election.
- 7.7 Should the number of elected members of the Executive Committee decline below nine, then the Executive Committee shall remain authorised. However, it shall then be obliged to fill any vacant office as soon as possible.

Terminating Membership of the Executive Committee

Article 8

- 8.1 Each and every member of the Executive Committee, even if elected for a specific time period, may, at any time, be suspended by a two-third majority of the members of the Executive Committee.
 - 8.1.1 The suspension lasts until the next meeting of the General Assembly at which the members shall decide about the dismissal from or reinstatement to the Executive Committee.
- 8.2 Furthermore, a member of the Executive Committee ceases functioning as such:
 - 8.2.1 Upon his or her death;
 - 8.2.2 By handing in his or her resignation in writing;
 - 8.2.3 By losing his or her capacity and skills to act;
 - 8.2.4 By terminating his or her membership of the Association.

The Functions and Responsibilities of the Executive Committee

Article 9

- 9.1 The Chair, Vice-Chair, Secretary, Treasurer and any other officers are appointed by the Executive Committee from their midst.
- 9.2 The Executive Committee shall only make decisions if the majority of the members of the Executive Committee in office, and not suspended, is present. Representation is not permitted. Each member of the Executive Committee is entitled to cast one vote.
 - 9.2.1 The Executive Committee shall make decisions using an ordinary majority of votes, unless otherwise stated;
 - 9.2.2 An ordinary majority shall be deemed to be more than half of the validly cast votes;
 - 9.2.3 All votes shall be taken orally unless one of the members of the Executive Committee shall request a written ballot;
 - 9.2.4 Should votes tie, the resolution shall be deemed to have been rejected.
- 9.3 The Executive Committee is authorised to have parts of its tasks conducted under its responsibility by persons, workgroups or committees.

- 9.4 A Steering Committee, appointed by and consisting of members of the Executive Committee, shall carry out the necessary business of the Association, on behalf of the Executive Committee, in the interim between regular Executive Committee meetings.
- 9.4.1 All actions taken by the Steering Committee shall be reported to the Executive Committee;
- 9.4.2 The Steering Committee shall be composed of the Chair, Vice-Chair, Secretary and Treasurer;
- 9.4.3 The Steering Committee is empowered to invite other elected and ex-officio persons to their meetings as appropriate.
- 9.5 The Steering Committee is to represent the Association to the outside world together both in and out of court. Furthermore the Association can be legally represented by two members of the Steering Committee in concert. The authority of the Executive Committee to make special representative provisions in certain cases be unimpeded by this.
- 9.6 The Executive Committee is, providing it has the approval of the General Assembly, authorised to make decisions concerning entering into agreements to obtain, alienate and encumber registered goods and to enter into agreements whereby the Association shall act as a guarantor or single and several main debtor, acting on behalf of a third party or providing collateral for a debt incurred by a third party. Third parties may, should such approval be lacking, appeal to this circumstance and similarly, against third parties, the lack of such approval may be appealed to.
- 9.7 None of the members of the Executive Committee shall be severally responsible for any business concerning the Association.
- 9.8 The Executive Committee shall appoint a Director and authorise such other staff positions as shall be needed to carry out the daily operation of the Association.
The Director has an advisory role and normally attends all meetings as relevant. The Director has no voting rights in the Committee.

The President

Article 10

The Association has a President.

- 10.1 The President shall be appointed by the Executive Committee for one period of three years.
- 10.2 The President is an outstanding member of the European Higher Education community.
- 10.3 The role of the President is to promote the mission and objectives of EAIR. The President has no voting rights in the Committee.

Financial Matters

Article 11

- 11.1 In addition to the membership fees, the Association may receive grants, gifts, endowments, bequests or other forms of donations from public or private sources, whether or not allocated to specific purposes covered by its aims.
- 11.2 It may also charge for the operational costs of those services provided by the Association to private or public persons or organisations, whether members or non-members, any overhead being reinvested in the work of the Association.
- 11.3 The Association's financial year shall be from January 1 to December 31 of each and every calendar year.
- 11.4 The Executive Committee shall be obliged to keep records of the financial position of the Association in such a manner that from these records the assets and liabilities can be ascertained.
- 11.5 The Executive Committee shall provide an annual report to the General Assembly at its Annual General Meeting.
- 11.5.1 The Executive Committee shall report on the course of the financial business and the financial policy pursued in the year in question once a year, not later than 10 months after the end of the Association's year, taking article 2:48 en 49 Dutch Civil Code into consideration.
- 11.5.2 The Executive Committee shall submit for approval the balance and the profit and loss account together with clarifying information.
- 11.6 The General Assembly shall each year appoint an Audit Committee from among the members.
- 11.7 The Executive Committee shall retain the documents as formulated in this Article for a period amounting to at least seven years.

Amending the Constitution

Article 12

Amendments to the Constitution are determined by the General Assembly. Every proposal shall be submitted in writing to the Executive Committee. Proposals for amendments to the Constitution may be made either by the Executive Committee or by the membership in a petition.

- 12.1 A petition for an amendment of the Constitution shall require endorsement by thirty members or 10% of all members (whichever is the lesser).
- 12.2 A petition for an amendment of the Constitution shall reach the Executive Committee not later than six months before the General Meeting in which the amendment will be discussed.
- 12.3 The Constitution cannot be changed other than by a decision reached at a General Meeting which has been convened together with the notice that at said General Meeting a proposal shall be discussed concerning amending the Constitution. The full literal text of the proposed amendment of the Constitution shall be communicated to the members at least one calendar month prior to the General Meeting at which the said proposal will be discussed.
- 12.4 A decision for amending the Constitution shall need to have at least two-thirds of the validly cast votes.
- 12.5 An amendment of the Constitution shall not become effective prior to a notarised instrument thereof having been drawn up. Members of the Executive Committee are obliged to lodge an authentic copy of this amendment and a copy of the complete contents of the amended Constitution at the office of the Registry of Associations kept by a Chamber of Commerce in The Netherlands.

Dissolution

Article 13

- 13.1 The Association may only be dissolved by a decision of the General Assembly. Such a decision shall need to have at least two-thirds of the validly cast votes.
- 13.2 The Association cannot be dissolved other than by a decision reached at a General Meeting which has been convened together with the notice that at said General Meeting a proposal shall be discussed concerning dissolving the Association. Said proposal shall be communicated to the members at least one calendar month prior to the General Meeting at which the said proposal will be discussed.
- 13.3 The assets after dissolution will go to a legal entity appointed by the General Assembly based on a recommendation from the Executive Committee.
- 13.4 The Executive Committee shall be responsible for the settlement.

The Bylaws

Article 14

- 14.1 The General Assembly shall determine Bylaws proposed by the Executive Committee.
- 14.2 A proposal to amend the Bylaws shall be communicated to the members at least one calendar month prior to the General Meeting at which the proposal will be discussed.
- 14.3 The Bylaws shall be amended by an ordinary majority of votes of those present and voting. An ordinary majority shall be deemed to be more than half of the validly cast votes.

Final Stipulations

Article 15

- 15.1 In all cases not provided for by either the present Constitution, the law, or the Bylaws of the Association, such cases shall be decided by the General Assembly.
- 15.2 'EAIR – The European Higher Education Society' is an international association, governed by Dutch law.
- 15.3 A Dutch translation has been made of this Constitution. In case of differences of opinion about the interpretation of this Constitution, the Dutch text shall prevail to the English version of the Constitution.