

CESAER

ARTICLES OF ASSOCIATION

ARTICLE 1 NAME AND REGISTERED OFFICE

In accordance with the Belgian law of October twenty-fifth, nineteen-hundred and nineteen, amended by the law of December sixth, nineteen-hundred and fifty-four and by the law of May second, two thousand and two a not-for-profit international association was set up pursuing a pedagogic and scientific aim, under the name of the `Conference of European Schools for Advanced Engineering Education and Research` - in short and thereafter `CESAER`.

The registered office of CESAER is established in 3001 *Heverlee-Leuven* (Belgium), *Kasteelpark Arenberg* 1. The registered office may be moved upon decision by the Board of Directors (Board) to be published in the annexes to the Belgian Official Journal (*Belgisch Staatsblad*).

ARTICLE 2 AIMS

The aims of the Association are:

- to serve as a close network and platform for the exchange between Technical Universities and Engineering colleges/faculties striving toward excellence in education and training, research and innovation;
- to contribute proactively to European developments by conducting a regular dialogue with and influencing European institutions and stakeholders on the basis of forward-looking consensual positions of CESAER members;
- to inspire reflections and policy decisions of stakeholders at European and national level as regards the role of higher engineering education, research and innovation in the modern innovation systems and knowledge-based societies;
- to foster public understanding of the role of engineering in societal and economic development considering the principles of sustainable development.

ARTICLE 3 ACTIVITIES

The aims of the Association will be achieved by:

- promoting excellence in engineering education and lifelong learning integrated with research and innovation in the `knowledge triangle`;
- supporting research-based engineering education and learning that prepare students for addressing complex problems on a sound basis of disciplinary fundamentals and the ability to work in interdisciplinary and inter-sectoral teams and in intercultural environments;
- promoting advances at the frontiers of engineering research while covering the whole innovation process from basic research to applied research and technological development and demonstration;
- increasing the awareness of engineering graduates of the specific needs and opportunities of the future development of European industry and society in a global context and to make them conscious of their social responsibility for technologies contributing to competitiveness, quality of life, sustainable development, and the solutions of grand societal challenges;
- stimulating cooperation and sharing of best practice among European universities of technology towards strengthening Europe as an attractive location for excellent and relevant research in international environments and for advanced education and enriched learning;
- providing excellent research infrastructures and promote them also as meeting places for cooperation with industry and other national and international innovation actors;
- working with industry and other societal actors towards strengthening innovation in Europe and to develop advanced approaches for smart, sustainable and inclusive growth and global competitiveness utilizing also the potential of open innovation approaches.

ARTICLE 4 MEMBERSHIP

ARTICLE 4.1 REQUIREMENTS

Members are specialised and comprehensive universities of science & technology, are legal personalities, endorse the aims of the Association and meet the following requirements which are specified in the Internal Regulations:

- award doctorates;
- provide excellent science & technology education based on internationally recognised research and innovation;
- play a leading role in their region, their country and beyond.

The minimum number of Members may not fall below ten.

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ARTICLE 4.2 RIGHTS AND DUTIES

Members shall nominate a Delegate to the General Assembly, bear all rights and duties in accordance with applicable law, pay an annual subscription and appoint an Institutional Liaison. The Members do not have any rights to the assets of the Association.

ARTICLE 4.3 ADMISSION

Upon nomination by the Board, the General Assembly decides to invite new Members by a majority of two-thirds of the votes cast. Membership becomes effective upon acceptance by the invited institution in writing to the Board.

ARTICLE 4.4 RESIGNATION

After full compliance with their duties, in particular the payment of the annual subscription, Members can withdraw from the Association at the end of the fiscal year by sending their written resignation to the Board. Resignation does not absolve the Member from any outstanding obligation or financial dues.

ARTICLE 4.5 TERMINATION AND SUSPENSION

The General Assembly may terminate the membership of a Member by a majority of two-thirds of the votes cast, once the Member concerned has been heard. The request and decision for termination may only be motivated on the basis of one or more of the following reasons:

- The Member does not fulfil its duties.
- The Member's annual subscription for at least two years is still due after two reminders for payment.
- The Member does not meet the membership requirements anymore.
- The Member has committed an infringement of the common values of the Association as defined in the Internal Regulations resulting in the loss of mutual trust and confidence.

Pending the final decision by the General Assembly, the Board by a majority of two-thirds of the votes cast may suspend a Member temporarily removing its voting rights. The General Assembly during its next meeting decides on the status of a suspended Member by a majority of two-thirds of the votes cast.

Termination or suspension does not absolve the Member from any outstanding obligation or financial dues, particularly outstanding annual subscription.

ARTICLE 5 BODIES

The following bodies constitute the structure of the Association:

- the General Assembly;
- the Board of Directors;
- the Presidency;
- the Secretariat.

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All bodies may convene physically or virtually upon prior notice.

ARTICLE 5.1 GENERAL ASSEMBLY

The General Assembly is the highest decision making body and supervises the Association in accordance with these Articles. It is composed of the Delegates and chaired by the President.

The General Assembly has the exclusive power to:

- decide upon the strategy;
- elect and dismiss the Directors;
- elect and dismiss the President;
- approve the work plan and the annual report;
- discharge the accountable officers from responsibility;
- approve the budget for the forthcoming year and the accounts;
- set the amount for the annual subscription;
- decide to invite new Members and terminate memberships;
- modify these Articles;
- dissolve the Association.

The General Assembly convenes once a year for an ordinary meeting. At least one-fifth of all Members of the Association or five Directors may request an extraordinary meeting in writing to the President. The President shall send (electronic) notice of ordinary and extraordinary meetings of the General Assembly at least two months in advance. The President in conjunction with the Secretary General shall prepare the agenda and documents for the meeting and send them at least two weeks prior to the meeting to the Delegates and the Institutional Liaisons. At least one-fifth of the Members may request a specific item to be put on the agenda of a meeting of the General Assembly by a request in writing to the President and Secretary General no later than one month before the meeting in question.

The quorum of the General Assembly is half the total Delegates present or represented.

Each Member has one vote. A Delegate to the General Assembly may - subject to a written power of attorney - represent one additional Delegate.

The General Assembly elects the President for a period of two-years, with the possibility of one immediate re-election.

Apart from the exceptional circumstances laid down in these Articles, decisions are adopted by simple majority of the Members present or represented. No decision can be taken on any item which is not included in the agenda, except by unanimous decision of all the Members present or represented.

Resolutions adopted by the General Assembly are recorded in the Register of Decisions signed by the President and one of the Vice-Presidents. This Register is kept at the Secretariat, where it is available for perusal by all Members.

ARTICLE 5.2 BOARD OF DIRECTORS

The Association is governed by a Board consisting of Directors which are elected from amongst the Members. The Board enacts the decisions of the General Assembly and is vested with the widest powers with regard to the steering of the Association not reserved for the General Assembly. It is composed of at least nine Directors, excluding the President who chairs its meetings.

The Board has all other powers not reserved for the General Assembly, including to:

- steer the activities of the Association in accordance with the strategy;
- adopt positions on behalf of the Association and issue mandates for its representation taking the Members views into account;
- propose new Members to the General Assembly;
- suspend a Member;
- seek nominations for elections and appointments when appropriate;
- appoint and dismiss at least two Vice-Presidents of which the second acts as Treasurer;
- advise and support the Presidency;
- appoint and dismiss the Secretary-General;
- submit the budget, the accounts, work plan and annual report to the General Assembly;
- enact Internal Regulations;
- specify the delegated authorities to execute payments in the Internal Regulations.

The Board convenes on the invitation of the President or upon request by at least five Directors. The President shall send (electronic) notice of meetings at least four weeks in advance. The President in conjunction with the Secretary General prepares the agenda and documents for the meeting and sends them at least two weeks prior to the meeting to the Directors and their Institutional Liaisons.

Each Director has one vote. A Director may - subject to a written power of attorney - represent one additional Director. The Board may only validly deliberate if at least half of its Directors are present or represented.

When adopting positions outside a regular Board meetings, Directors provide written feedback within a given timeframe of no less than two working days. Such positions are only valid if at least half of the Directors have approved them.

Apart from the exceptional circumstances laid down in these Articles, decisions are adopted by simple majority of the Directors present or represented. In the event of a tie, the President has the casting vote. Decisions taken by the Board are registered in the Register of Decisions signed by the President. This Register is kept at the Secretariat, where it is available for perusal by all Members.

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The Members which are elected in the Board appoint an individual to execute the mandate and to serve the four years` terms of office, with the possibility of one immediate re-election. The Board shall not normally contain more than one Director from any one country and its composition must reflect the geographical representation of the Members.

Directors can withdraw from the Board by sending their written resignation to the President at least three months before a General Assembly. The resignation becomes effective after election or appointment of a new Director by the General Assembly. The General Assembly can decide to dismiss a Director upon a majority of two-thirds of the votes cast.

The Board elects at least two Vice-Presidents *ad personam* from amongst the Directors to serve a two-year term of office with the possibility of one immediate re-election. The second Vice-President acts as Treasurer.

ARTICLE 5.3 PRESIDENCY

The Presidency in conjunction with the Secretariat is responsible for the ongoing affairs of the Association and the preparation and implementation of the decisions by the General Assembly and the Board. The Presidency appoints and dismisses the Deputy Secretary General.

The Presidency is composed of the President and at least two (first and second) Vice-Presidents each of whom, in this capacity, represents the interest of the Association rather than those of their institutions. Members represented in the Presidency shall nominate new Delegates to the General Assembly in order to exercise their voting rights.

The President:

- leads and represents the Association;
- convenes meetings of the General Assembly, Board and the Presidency;
- chairs meetings of these bodies.

The Vice-Presidents support the President and act as deputies as required. In the event that the President is prevented from exercising powers or resigns, the first Vice-President takes over the office and enacts an election of a new President as soon as possible.

The Treasurer proposes the budget and accounts to the Board, exercises general oversight over the financial affairs of the Association and is in charge of collecting the annual subscriptions. The Treasurer may execute payments as authorised by the Board.

ARTICLE 5.4 SECRETARIAT

The Secretariat ensures the execution and implementation of the decisions by the General Assembly, the Board and the Presidency and manages the daily operation of the Association. The Secretary General is responsible for Secretariat. Staff of the Secretariat may execute payments as authorised by the Board.

ARTICLE 6 TERMS OF OFFICE

The terms of office of representatives of Members in bodies of the Association will legally end upon notice by the respective Member or when the representative is no longer employed by this Member.

ARTICLE 7 LEGAL REPRESENTATION

The Association is legally bound towards third parties by the signatures of both the President and the first Vice-President. In the unlikely event that both aforementioned are prevented from exercising their powers, the Board must convene chaired by the second Vice-President, take the required measures to assure the proper functioning of the Association and enact an election of a new President and Vice-Presidents as soon as possible. All lawsuits, whether the Association appears as the plaintiff or as the defendant, are pursued and followed by the President or a Director appointed by the Board for this purpose.

ARTICLE 8 FINANCES

The Association has the legal capability to own the means and goods necessary to pursue its aim and to receive gifts provided they are used for the realisation of its goals without prejudice to the special authority by Royal Decree as provided for in the law. The financial year of the Association runs from October first until September thirtieth. The Board submits the accounts and the budget for approval to the General Assembly.

ARTICLE 9 AMENDMENT OF ARTICLES OF ASSOCIATION

Only the General Assembly has the authority to deliberate on the amendment of the Articles of Association. The General Assembly may be convened to an extraordinary meeting. The proposed amendment must be explicitly stated in the meeting notification.

Any amendment to the Articles of the Association can only be decided upon by a two-thirds majority of the Members present or duly represented. Furthermore, any decisions in this respect shall be taken by a unanimous vote, excluding abstentions.

The amendment to the Articles of the Association is only legally valid if the statutory obligations in this regard have been met.

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ARTICLE 10 DISSOLUTION

Only the General Assembly may dissolve the Association by unanimous vote taken by the Members present or represented, provided this item is explicitly stated in the meeting notification and a minimum of two thirds of the Members are present or represented. In the event that no activity has been carried out during a period of five consecutive years, the dissolution of the Association may be pronounced by an ordinary majority of votes of the Members present or represented during a General Assembly specially convened for this purpose. If the minimum number of Members falls below ten, the General Assembly must dissolve the association.

In the event of the dissolution of the Association, the net assets shall be allocated to one or more similar associations, to be designated by the General Assembly.

ARTICLE 11 INTERNAL REGULATIONS AND PROVISIONS

The Board may enact Internal Regulations in line with these Articles. Anything not explicitly provided for in these Articles is governed by the statutory provisions on not-for-profit international associations under Belgian law.