

CESAER

INTERNAL REGULATIONS

AMENDED ON 17TH OCTOBER 2019

AD ARTICLE 1 NAME AND REGISTERED OFFICE

The Secretariat is established in house Jerusalem, close to the registered office (seat) of CESAER.

AD ARTICLE 2 AIMS

We are the European Association of leading specialised and comprehensive universities of science and technology that champion excellence in higher education, training, research and innovation; influence debate; contribute to the realisation of open knowledge societies; and deliver significant scientific, economic, social and societal impact.

Our mission is structured around the following five aims:

1. to influence key bodies: aid policy-makers and funders to shape European strategies, policies and funding programmes;
2. to learn from each other: share information and best practice in the areas of higher education, research, innovation and governance;
3. to boost participation in European funding programmes;
4. to promote our strengths globally: support our Members in displaying their excellence and distinctiveness at European level and beyond;
5. to advance debate on key issues: promote reflection and understanding of the role of science & technology in open knowledge societies.

AD ARTICLE 3 ACTIVITIES

The activities undertaken by the Association, in pursuit of the above aims, shall include, but are not limited to:

- monitoring European policies and programmes and informing Members about them;
- liaising with European institutions and other stakeholders;
- undertaking consultations and surveys amongst Members and representing their collective interests;
- publishing press releases, input statements and papers;
- sharing experiences, identifying best practice and providing guidance;
- deploying task forces and committees;
- organising events, such as meetings, workshops and conferences;
- supporting Members' communication activities both inside Europe as well as in other countries of importance to the network Members;
- liaising with Members and encouraging the embedding of activities within their institutions;
- continuously improving the functioning of the Association.

AD ARTICLE 4 MEMBERSHIP

AD ARTICLE 4.1 REQUIREMENTS

As a condition of membership, Members are required to:

- have powers to award doctorates in their own right;
- provide excellent science and technology education, as evaluated along the following dimensions:
 - a) number of students graduating with bachelor and master degrees, evaluated by the relevant national higher education system;
 - b) percentage of academic staff with doctorates;
 - c) student mobility - number of incoming exchange students;
 - d) volume of research publications - size normalised;
 - e) number and proportion of top-cited publications;
 - f) citation rate;
 - g) number of co-publications with industrial partners;
 - h) number of spin-out companies.
- occupy a demonstrably leading position in their region, their country and beyond.

AD ARTICLE 4.2 RIGHTS AND DUTIES

Members must at all times have a formal Legal Representative (usually the President, Rector or equivalent), a Delegate to the General Assembly and an Institutional Liaison.

The Board may waive the annual subscription for a Member hosting the seat of Association and Secretariat.

AD ARTICLE 4.3 ADMISSION

The General Assembly admits new Members `by invitation only` during the ordinary annual meeting. The admission is administered by the following procedure and timeline:

1. The General Assembly determines the strategy and principles for the admission of new Members and issues a mandate to the Presidency.
2. The Presidency establishes a list of potential new Members, asks the Secretariat to carry out an in-depth screening based on publicly available data and proposes a long list to the Board (October). The indicators are:
 - a. scale metrics on staff, students and turnover;
 - b. metrics from U-Mulitrak on science and technology;
 - c. position in major international rankings;
 - d. participation and turnover in European Union funding programmes.
3. The Board approves the list and identifies a champion for each potential new Member to check whether the university wishes to be considered for membership (early spring).
4. The champions report to the Secretary General (spring).
5. The Presidency may decide to visit potential new Members in order to seek further information.
6. The Presidency formulates their advice and proposes a shortlist to the Board.
7. The Board decides upon a shortlist.

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8. The Board consults the General Assembly on the shortlist (summer) and proposes those universities approved by a two-thirds majority of all Members for invitation to the General Assembly (autumn).
9. The General Assembly formally invites the universities to become Members by a two-thirds majority of all Members present and voting (October).
10. New Members must confirm acceptance of the invitation, in writing, to the Board (by the end of November). Membership commences on 1st January of the following year.

ARTICLE 4.5 TERMINATION AND SUSPENSION

The suspension and termination of membership are administered by the following procedure:

1. The Board may consider the suspension and termination of membership (e.g. in light of failing to uphold the Association's common values or to pay the subscription, etc.). In such a case, the Board gives initial consideration to the case and, as necessary, through a two-thirds majority vote, can suspend the membership, temporarily removing the suspended Member's voting rights, and propose to the General Assembly to terminate membership therewith.
2. 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. It may terminate the membership once views have been received from the Member concerned. In case a two-thirds majority is not reached, the suspension is lifted and the Member is reinstated as Member with full rights and duties.

Members being considered for potential suspension or termination should not be present during votes nor have the right to vote on the outcome.

The common values of the association referred to in the Articles of Association are:

- research integrity, academic freedom and institutional autonomy as laid down in the [European Code of Conduct for Research Integrity](#), the [European Charter for Researchers and a Code of Conduct for the Recruitment of Researchers](#), the [Lima Declaration on Academic Freedom and Autonomy of Institutions of Higher Education](#), the [Utrecht Declaration on Academic-Freedom](#) and the [Magna Charta Universitatum](#);
- sustainable peace and prosperity incorporating respect for the rule of law and human rights, democratic citizenship, evidence-based policy making and the free circulation of knowledge, as laid down in the [United Nations Sustainable Development Goals](#), the [Charter of the United Nations](#), the [Universal Declaration of Human Rights](#), the [European Convention on Human Rights](#) and the [Treaty on the Functioning of the European Union](#).

All of the documents listed above are publicly available on the [webpage of CESAER](#).

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AD ARTICLE 5 BODIES

The General Assembly, the Board, the Presidency, the Presidency Operations Board, Task Forces and Committees and the Secretariat will convene either physically or virtually, as agreed by a simple majority of the participants. The participants may propose, and the Chair may invite, Observers and Guests deemed useful and appropriate for the content of any meeting and its follow up.

Members of the Board and the Presidency may grant a power of attorney to another Member of that body to exercise their voting right on their behalf. However, deputising is not permitted.

AD ARTICLE 5.1 GENERAL ASSEMBLY

The Secretary General acts as Secretary to the General Assembly and delivers a State of Association address, reporting to the General Assembly on any recent significant developments across the membership of the Association.

The General Assembly elects the President and Directors as follows:

1. The General Assembly may establish a Selection Advisory Committee (SAC) to support the search for qualified and motivated candidates and to prepare the elections.
2. The Board proposes the total number of Directors for adoption by the General Assembly. The number of vacancies per annum takes account of the number of Directors completing their four-year term, and any additional standing down. The Board (in accordance with its power to enact Internal Regulations in line with the Articles of Association) adopts procedures for the election.
3. The Presidency (in conjunction with the SAC, if required) invites all Members to nominate candidates for any vacancies identified. Only nominations received by the specified deadline will be considered.
4. The Presidency (in conjunction with the SAC, if required) may liaise with the nominated candidates to ensure compliance with the Articles of Association. In line with the Articles of Association, the Board shall not normally contain more than one Director from any country and its composition must reflect the geographical spread of Members. Subject to these requirements, further consideration will be given to achieving a diverse and balanced membership of the Board, in terms of the type, size, and performance of institutions and the gender or other individual characteristics of Directors.
5. The Presidency (in conjunction with the SAC, if required) finalises a list identifying the candidates for election. This list is sent, together with relevant background information on the candidates and a proposal for the procedure for the election, to the Delegates.
6. The election of Directors is organised in rounds whereby a number of the vacancies are filled through each round (e.g. half of the vacancies in the first round). The election ballot will contain all names and each Member, for each round, the number of votes will correspond to the number of vacancies to be filled in the round and may vote only once for each candidate. The candidates with the most votes are elected to the vacant positions. In the case of a tie, a separate round is inserted to select between the tied candidates. The candidates who were not elected may go forward to the next round (-s).

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7. To be elected President a candidate must achieve at least 50% of the votes cast. Where there are more than two candidates and no candidate receives 50% of the votes in the first round, a second round is held between the two candidates with the highest numbers of votes.

AD ARTICLE 5.2 BOARD OF DIRECTORS

Directors are expected to attend meetings of the Board and to execute the powers as described in article § 5.2 of the Articles of Association. The Secretary General acts as Secretary to the Board.

The newly elected President proposes a Presidency of at least two Vice-Presidents amongst the Directors, for election by the Board at its first meeting.

The Board may install and discharge committees. Each committee should operate under an agreed standing order (procedural guidelines), which must be regularly reviewed, but at least every two years in line with the term of office of a Presidency.

The Board may install and discharge task forces. The terms of reference of a task force shall be reviewed at least every two years in line with the term of a Presidency.

The Board shall establish and maintain a risk register, including mitigation activities.

The Board may only enact Internal Regulations fully inline within the Articles of Association and must not independently amend Regulations which reflect text taken from the Articles of Association. The Board reserves the right - in exceptional circumstances - to occasionally deviate from these Internal Regulations, within the remit of the Articles of Association. Where this proves necessary, any such deviations should be recorded (and hence made available to the General Assembly) and may result in future amendments to the Internal Regulations.

AD ARTICLE 5.3 PRESIDENCY

The Presidency shall meet whenever required by the President.

Complementing the powers of the President as laid down in the Articles of Association, the Presidency will also:

- enhance relationships and foster cooperation with strategic partners and other institutions in order to raise the Association's impact;
- decide on necessary measures between meetings of the bodies of the Association; (reporting back to the next available meeting of the Board or General Assembly on any material matters, as appropriate);
- supervise the Secretary General.

The Secretary General acts as Secretary to the Presidency.

The Presidency may establish a Presidency Operations Board composed of representatives of the Presidency and the Secretariat to support and advise the Presidency in any matter.

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AD ARTICLE 5.4 SECRETARIAT

The Secretariat shall ensure that the adoption of inputs, positions, mandates and commitments is normally conducted through written proposals discussed via regular meetings as follows:

1. Inputs are adopted when supported by the Presidency.
2. Formal policy positions and mandates, on behalf of the Association, are adopted when supported by the Presidency and by a simple majority of the Directors.
3. Commitments, on behalf of the Association, are adopted when supported by the Presidency and by simple majorities of the Directors and the Delegates.
4. The Association can neither adopt positions nor commitments on behalf of an individual Member.
5. Responses from Institutional Liaisons are considered valid votes when the respective Director and Delegate are copied into the correspondence concerned.

Inputs, positions and commitments may be prepared by committees and task forces feeding into decision making. The Board may decide to start by hearing all Members and instruct the Secretariat to consult the Institutional Liaisons. The Board may also instruct the Secretariat to consult, collaborate directly, or align with other stakeholders on both the national and European levels. However, the association usually does not promote information from third parties to its Members. It does not participate as a partner in externally funded projects, but might contribute to the dissemination and application of project results by accepting a position in advisory or steering committees. The association does not sign positions drafted by third parties, but might provide support to their content, or co-sign positions drafted jointly.

The President supervises the Secretary General who supervises the staff of the Secretariat. The Secretariat is currently composed of the Secretary General, an Advisor for Research & Innovation, an Advisor for Higher Education, a Communication Officer and an Office Manager. The position of the Secretary General - in statutory terms - is administrative and no defined term of office applies. However, in order to ensure that the Board has a mechanism to dismiss a Secretary General, the employment contract of the Secretary General will contain a 'dissolution of contract' clause in case of loss of confidence of the Board or other issues of equal weight. Such a clause shall enable the Board to dismiss the Secretary General using the regular voting procedure.

The Board may amend or add the roles and functions as agreed by the General Assembly and maintains profiles for all functions outlining the requirements and responsibilities of all functions.

COMMITTEES

The committees are intended to support the Board in carrying out its mandate through coordination of activity across relevant task forces, and through the provision of information and insights into developments within our Members, in the European policy landscape, and internationally.

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The committees support the Board and operate under its authority as advisory groups. The areas of work are to:

- finalise proposals for positions and mandates for the Board;
- steer, monitor and evaluate the activities and deliverables of the task forces;
- monitor and assess national and international developments relevant to the strategic theme concerned;
- contribute to policy development and engage in advocacy on behalf of the association.

The membership may consist of relevant members of the Board, relevant support staff from the Secretariat, the Chairs of associated task forces, and other experts (normally senior leaders from our Members) as invited. Experts are appointed for a year, unless otherwise regulated, but their membership can be renewed.

Meetings will be held in advance of meetings of the Board to provide updates to the Board. Meetings may be held face to face or virtually. Summary notes of the meetings will be taken and will be made available to the General Assembly. As the committees have advisory status, there is no *quorum*.

TASK FORCES

The task forces are the main bodies to implement the biennial work plans of a Board. They are chaired by representatives of Members. The institution delivering the Chair of a task force is encouraged to deliver a Secretary as well. The task forces are composed of members from the Members and staff from the Secretariat. The Chair on an incidental basis may invite Observers from non-member institutions bringing in extra unique expertise that complements the expertise of the network. The Chair and Secretary of a task force announce the budgetary needs by spring to the Presidency for inclusion into the budget for the next fiscal year and report to the Board on its activities and deliverables. The Chair of a task force shall aim to compose a diverse group in regards to gender as well as other relevant factors.

AD ARTICLE 6 TERMS OF OFFICE

The President shall be an individual whose role represents the highest executive authority of a Member institution (i.e. President, Rector or equivalent). Newly elected members of the Board and the Presidency normally take office on the 1st January following the meeting of the General Assembly at which they were elected.

The Secretariat keeps track of all elections, appointments and terms of office to ensure compliance with the Articles of Association and the Internal Regulations.

Delegates are appointed and dismissed by the legal representative of the Member, who may also nominate themselves as the Delegate. The appointment or dismissal of a Delegate should be reported to the Secretary General.

Institutional Liaisons are appointed and dismissed by the Delegate. The appointment or dismissal of an Institutional Liaison should be reported to the Secretary General.

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Representatives of Members (e.g. those serving on task forces or committees) must have institutional endorsement. The Institutional Liaison announces the appointment and dismissal of any Representative to the Chair of the body concerned and to the Office Manager.

AD 7 LEGAL REPRESENTATION

All Members of the Presidency and the Board are insured for liability directly via the [Association Internationale Sans But Lucratif](#) (AISBL).

The Presidency may mandate the Secretary General to conclude contracts on behalf of the Association.

AD ARTICLE 8 FINANCES

The Secretariat will invoice the annual subscription in March and Members are expected to pay within two months, bearing any transfer costs. The Secretariat will send reminders and all invoices must be paid before the end of the financial year (before the end of September). Outstanding subscriptions are noted as `debt annual subscriptions`. The Presidency may propose subscriptions as `non-receivable` for approval by the Board.

The following workflow for the adoption accounts and budgets applies:

1. The Secretariat provides quarterly financial reports to the Presidency on expenditures related to the budget, i.e. in January, April and July, alongside the account by the beginning of October.
2. The Secretariat provides the Chairs of the task forces with semi-annual overviews of expenditures related to the budget of their task forces in April and gathers their input for the budget of the next fiscal year.
3. The Secretariat drafts a budget for the next fiscal year by June and offers it to the Presidency for feedback and approval by the end of July.
4. The Secretariat processes all feedback and offers by September the proposals from the Presidency for the annual subscription and the budget for the next year for feedback and approval to the Board.
5. The Secretariat processes all feedback and offers by beginning of October the account of the past fiscal year and the proposals from the Board for the annual subscription and the budget for the next year to the General Assembly.
6. The Treasurer offers the account of the past year and the proposals for the annual subscription and budget for the next year for discussion and adoption to the General Assembly during its meeting usually later in October.

The Secretary General and the Office Manager are authorised to make (approved regular) payments within the remits of the overall budget as approved by the General Assembly. The Secretariat applies a two-person principle for all payments.

The Association determines a maximum up-front budgetary allowance for organising the CESAER Annual Meetings (CAM). The costs of conferences, workshops and meetings will be paid upon receipt of invoices, up to a maximum total spend specified by the Board on an annual basis.

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AD ARTICLE 11 INTERNAL REGULATIONS AND PROVISIONS

The Board is authorised to enact or amend Internal Regulations in line with the Articles of Association. Notwithstanding this, the Board requires the prior approval of the General Assembly to amend the detail of the common values of the Association, as described in these Internal Regulations.

The working language of the Association is English.

AMENDED OCTOBER 2019