

CESAER

The strong and united voice of universities
of science and technology in Europe

Internal Regulations

Amended on 24 June 2022

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Ad Article 1 Name and registered office

The Secretariat is established in House Jerusalem at *Kasteelpark Arenberg 14* on S&T Campus of KU Leuven and the postal address is *Kasteelpark Arenberg 1*, Box 2200 in 3001 LEUVEN.

Ad Article 2 Aims

Our Association adheres to the following principles to support our aims:

- Defend academic freedom and institutional autonomy;
- Safeguard equality, diversity and inclusion;
- Encourage cooperation amongst Members;
- Foster strategic partnerships;
- Balance ‘as open as possible and as closed as necessary’;
- Adopt a global perspective.

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

- Scientific 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.

Anybody involved with the Association is expected to promote these values and to defend scientific integrity, academic freedom and institutional autonomy.

Ad Article 4 Membership

Membership is directed towards providing the following benefits and added value:

- A strong and united voice of universities of science and technology in Europe, taking into account a range of needs and positions;
- Collective and acknowledged representation, connections and advocacy on key issues such as the European Research, Education and Innovation Areas, and the EU funding programmes to senior policymakers, politicians and funders at the heart of European decision-making;
- Privileged access to and exchange with leaders, experts and volunteers from leading universities of science and technology;
- Amplified efforts and impact at regional and national levels through international best practice by the collective of Members;
- Opportunities to set agendas, inspire and pave the way for developments shaping knowledge societies for a sustainable future;
- Support to positioning leaders and experts of Members at the European level;
- Access to intelligence and resources in the Extranet exclusively for Members;
- Participation in a range of bodies that strengthen Members' expertise in learning and teaching, excellent research and innovation, leadership, and strategic influence;
- Being part of a network of peer leading, research-intensive universities of science and technology fostering and multiplying cooperation, including learning and teaching, excellent research and innovation, and infrastructures;
- Attractive range and programme of events such as CESAER Annual Meetings and workshops every year;
- Collective safeguarding of scientific integrity, academic freedom and institutional autonomy;
- Inclusive and respectful working environment that celebrates equality and diversity;
- Sharing of best practice and tailored benchmarking data between Members from various data sources and surveys;
- Exclusive access to dedicated training;
- Stewardship and professional support from the Secretariat.

Ad Article 4.2 Rights and duties

Members must at all times have a formal Legal Representative (normally a Rector, President and equivalent), a Delegate to the General Assembly and an Institutional Liaison. The Delegate normally voices the position of a Member. An Institutional Liaison may only voice the position of a Member in the exceptional case of answering on behalf of the Delegate and putting the Delegate in cc. The Legal Representative may supersede a position by the Delegate.

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

Ad Article 4.3 Admission

We focus on both excellence and inclusion, with our current Members from Europe and beyond, and in the admission of new Members. In our long-term strategy for admitting a limited number of new Members adding strength to our Association, we therefore aim at (i) attracting the very best universities in their relative contexts, (ii) being represented all over Europe, and (iii) welcoming back former Members.

We apply the following four guiding considerations for the admission of new Members:

1. We give priority to inviting universities with high scores on all statutory requirements.
2. We strive towards optimal representation of excellent universities of S&T from the best performing S&T systems of the countries of the Council of Europe and other countries associated with the EU funding programmes.
3. We aim to assure good geographical coverage of our membership across the countries of the Council of Europe and other countries associated with EU funding programmes.
4. We give priority to welcoming back former and especially founding Members.

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 Board asks the Secretariat to screen potential new Members based on publicly available data (spring year 1) and establishes a longlist (summer year 1).
2. The Board proposes objectives and considerations to the General Assembly (autumn year 1).
3. During its ordinary annual meeting, the General Assembly determines the objectives and considerations for admitting new Members and issues a mandate to the Board.
4. The Board identifies a champion (being a Rector, President and equivalent) for each potential new Member to explore membership (until spring year 2).
5. The champions report on the interest of the potential new Member to the Board (spring year 2).
6. The Board decides upon a shortlist (early summer year 2).
7. The Board consults the General Assembly on its shortlist (summer year 2) and proposes those universities approved by a two-thirds majority of all Members for invitation to the General Assembly (autumn year 2).
8. The General Assembly formally invites the universities to become Members following a two-thirds majority in favour at its ordinary annual meeting of all Members present or represented.

In addition:

- A Rector, President and equivalent from a current Member acts as ‘champion’ for a potential new Member.
- The Secretary General supports the champion.
- The Board only accepts letters signed by the highest (academic) authority (Rector, President and equivalent; possibly coinciding with the position of legal representative) of a potential new Member.

New Members must confirm acceptance of the invitation in writing and signed by the Rector, President and equivalent to the Board by 1 November following the ordinary annual meeting of the General Assembly. Membership commences on 1 January of the following year.

Ad Article 4.5 Termination and suspension

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

Ad Article 5 Bodies

All bodies may convene either in-person and online upon prior notice. 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 General Assembly, Board and Presidency may grant a power of attorney to another member of that body to exercise their voting rights. 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 activities, deliverables and achievements of the Association and 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).
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

One or several Member institutions may nominate candidates for the election as Director *ad personam*. If they are no longer employed by one of our Members, they can only be substituted through an election.

Directors deliberate, take decisions and issue mandates in their personal capacity as governors and leaders of this Association and do not represent their employing Member institutions.

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 dissolve 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 dissolve task forces. The terms of reference for any task force shall be reviewed at least every two years in line with the term of a Presidency.

The Board may appoint well-connected (senior) representatives from our Members who engage with key stakeholders on specific objectives during a specified period of time as thematic high-level 'Envoys' on behalf of our Association. Task forces may identify where Envoys could be helpful in their work. The President and the Secretary General nominate a candidate to the Board for appointment as Envoy.

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

The Board shall establish and maintain profiles outlining the requirements and responsibilities of all functions within the Association.

The Board may only enact Internal Regulations fully in line 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 to amplify 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.

Ad Article 5.4 Secretariat

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

1. Inputs are adopted when supported by the Presidency.
2. Positions and mandates, on behalf of the association, are adopted when supported by a simple majority of the Directors.
3. Declarations, on behalf of the association and the Members, are adopted when unanimously supported by the Presidency, the Board of Directors and the General Assembly.
4. The Board can never adopt positions on behalf of Members and cannot adopt mandates to represent Members.
5. Responses from Institutional Liaisons are considered valid votes when the respective Director and Delegate are copied into the correspondence concerned.

Inputs, positions and declarations 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 accordingly. The Board may also instruct the Secretariat to consult, collaborate directly, or align with strategic partners.

The Secretariat normally 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 normally 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 six full time equivalents. 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 its regular voting procedure.

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.

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

- Finalise proposals for elections by the General Assembly and 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 as in-person or online meetings. 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 the General Assembly. They are (co-)chaired by representatives from Members. The President and Secretary General (possibly in conjunction with an outgoing Chair) nominate a candidate to the Board for appointment as Chair. The institution delivering the Chair of a task force is assumed to deliver a Secretary as well. The task forces are composed of representatives from the Members and supported by staff from the Secretariat. The Chair may invite Observers from non-member institutions bringing in extra unique expertise that complements the expertise of the network at their discretion. The Chair and Secretary of a task force announce the budgetary needs by spring to the Presidency for inclusion in 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 form a diverse group in regards to gender and other relevant factors. Any employee of a Member with access to the Extranet can register as a task force member. Institutional Liaisons can also nominate members of task forces to the Secretariat. The Chair decides upon the membership of a task force.

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. Rector, President and equivalent). Newly elected members of the Board and the Presidency normally take office on 1 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 and 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.

Ad Article 7 Legal representation

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

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 themselves. The Secretariat will send reminders and all invoices must be paid before the end of the financial year (i.e., 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 the proposals from the Presidency for the annual subscription and the budget for the next year for feedback and approval to the Board by September.
5. The Secretariat processes all feedback and offers 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 by the beginning of October.
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, normally later in October.

The Secretary General and the Office Manager are authorised to make (approved regular) payments within the remit 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.

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.