

INTERNATIONAL ASSOCIATION

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ACADEMIC COOPERATION ASSOCIATION

ARTICLES OF ASSOCIATION

Between the parties indicated in Annex 1 to the present Articles, which Annex shall form an integral part thereof, it is hereby agreed to establish a non-profit-making International Association whereof the Articles are the following:

TITLE I

NAME, REGISTERED SEAT, PURPOSE

ARTICLE 1

1. An international non-profit association according to Belgian law is hereby established, the name of which shall be ACADEMIC COOPERATION ASSOCIATION (in French: ASSOCIATION POUR LA COOPERATION ACADEMIQUE), or abbreviated to ACA. The Association shall be governed by the Belgian law of 27 June 1921, as modified by the law of 2 May 2002, regarding non-profit associations, international non-profit associations and foundations.
2. The registered office of the Association shall be established at rue d'Egmontstraat, 15, 1000 BRUXELLES/BRUSSEL. The registered office may be transferred to any other location following a decision of the Administrative Council published within a month of such decision in the annexes of the Belgian State Gazette.
3. The Association may also, by a decision of the General Assembly, establish further administrative and operational offices, both in Belgium and abroad. It may also create and/or be a member of such other non-profit or profit-making organisations or companies as may appear beneficial in the pursuit of the Association's aims and objectives.

ARTICLE 2

1. The purpose of the Association, which shall not be for profit and which shall be of a scientific and educational nature, shall be the promotion of internationalisation and innovation in education and training, with a particular focus on higher education, and the promotion of academic cooperation in Europe and between Europe and other world regions. It shall pursue this aim by means of the management of programmes and projects, advocacy measures, information and networking activities, and operations in the area of research, evaluation and analysis.
2. The Association may, as part of its above-mentioned activities, but not only within these limits, acquire any real or personal property, engage in contracts, accept gifts, sell, mortgage, grant liens on assets, transfer any property in accordance with legal provisions, these Articles of Association and any amendments thereto.

TITLE II

MEMBERS AND ASSOCIATE MEMBERS

ARTICLE 3

1. The Association shall be composed of the following:
 - members;
 - associate members.

The number of members and associate members shall be unlimited. In the present Articles of Association, the term “members” shall refer solely to organisations belonging to the Association by virtue of Article 3(3) thereof.

2. The mandate of members and associate members shall be of unlimited duration.
3. A member can be any organisation with legal personality (excluding individual higher education institutions) which:
 - has its registered seat in Europe;

- is responsible, as a primary activity, for the management of international programmes and projects in education and training, with a particular emphasis on higher education, for the mobility or exchanges of students, professors or researchers, or for any other relevant tasks in the field of internationalisation, international cooperation and international education policy, and which:
 - has close links with the higher education community.
4. Organisations with a legal personality, which do not qualify under one or several of the criteria for full membership, can become associate members of the association. This excludes individual higher education institutions. An associate member can be a non-European, European-level or any other relevant organisation that can demonstrate major activities in the field of internationalisation, international cooperation and international education policy.
 5. The liability of the members / associate members for the debts of the Association shall be limited to the amount of each member's / associate member's annual subscription.

ARTICLE 4

1. The admission of a new member / associate member shall be deemed to imply endorsement of the Articles of the Association, any amendments thereto, any Internal Regulations and any amendments thereto. Notwithstanding the provisions of Article 5(3) of the present Articles of Association and the Internal Regulations, the admission of a new member / associate member shall be determined by a decision of the General Assembly taken by a two-thirds majority of the votes cast by the members present or represented.
2. The membership of any member / associate member of the Association shall terminate:
 - upon dissolution of the Association;
 - upon resignation by the member / associate member, notified by registered mail to the Administrative Council;
 - upon decision of the General Assembly (taken by a two-thirds majority of the votes cast on the basis of a proposal by the Administrative Council, also adopted by a two-thirds majority of the votes cast) after the member / associate member concerned has been heard either by the General Assembly or by the Administrative Council, such a decision being motivated by specific reasons such as notably:

- the member / associate member concerned no longer fulfils the criteria for eligibility;
 - the member / associate member concerned has ceased to pay the subscription;
- upon voluntary or enforced dissolution and liquidation of the member / associate member.
3. Members / associate members whose membership ceases and/or their beneficiaries, shall have no rights whatsoever on the Association's assets.
 4. In the event that membership of any member / associate member should cease for any reason whatsoever, the Association shall continue to exist between the remaining members and associate members.
 5. Membership / associate membership shall not be transferable and may not be assigned or transferred for any reason whatsoever.

TITLE III

GENERAL ASSEMBLY

ARTICLE 5

1. The General Assembly shall have the supreme authority to implement the purpose of the Association, unless otherwise provided for in the present Articles of Association.
2. The General Assembly shall have the right of initiative in all matters. The following areas of responsibility shall be within the competence of the General Assembly and may not be delegated:
 - a. amendment of these Articles;
 - b. approval of the Internal Regulations;
 - c. admission and expulsion of members / associate members;
 - d. election, discharge and dismissal of members of the Administrative Council;
 - e. election of the President;
 - f. fixing of the membership fee for both categories of members;
 - g. approval of the budget, work programme and accounts;
 - h. adoption of the President's annual report;

- i. dissolution and liquidation of the Association;
 - j. approval of the association's mission statement.
3. Admission of new members / associate members may be determined by written consultation of the members following a procedure to be defined in the Internal Regulations.
4. Decisions of the General Assembly on all points under article 5.2, with the exception of item 5.2.d, shall be taken on the basis of proposals to be made by the Administrative Council.

ARTICLE 6

1. All members and associate members shall be entitled to attend the General Assembly.
2. The General Assembly shall be chaired by the President of the Association, who may be represented, if necessary, by another member of the Administrative Council (normally the Vice-President).
3. The General Assembly shall be convened at least once per year, at the registered office of the Association or at another place indicated in the notice signed by or on behalf of the President and despatched at least 15 days before the date of the meeting.
4. A General Assembly must be called by the President on the written request of at least one third of the members of the Association.
5. Members may be represented by another member duly authorised in writing by means of a power of attorney. However, no single member shall have the right to represent more than two other members.
6. Only members (not associate members) shall have the right to vote.
7. Notices convening (or requesting the convening of) the General Assembly shall contain the (proposed) agenda of the General Assembly as prepared by the Administrative Council, indicating the place, date and time of the meeting, and no resolution shall be passed on issues which have not been placed on the

agenda, unless a decision to the contrary is taken by the members present or represented.

8. The General Assembly cannot validly deliberate unless at least half of the members are present or represented. However, if this quorum is not attained, a new General Assembly may be convened, which may take valid and definitive decisions even if the 50% quorum is not reached.
9. Unless otherwise provided for in the present Articles, as well as in cases provided for by law, all decisions of the General Assembly shall be taken by simple majority of the votes cast by the members present or represented. All members shall be informed of such decisions. The voting rights of each member shall be defined in the Internal Regulations. The President shall not have the power to vote.
10. The resolutions of the General Assembly shall be kept in a special minute book by the Director, who shall keep it at the members' disposal for consultation.

TITLE IV

ADMINISTRATION

ARTICLE 7

The Association shall be managed by an Administrative Council composed of administrators, one of whom shall be the Vice-President and one the Treasurer; and by the President and Director who shall be *ex officio* members of the Administrative Council.

ARTICLE 8

Administrative Council

1. The Administrative Council prepares the decisions of the General Assembly, oversees their implementation and exercises the main responsibility for the general management of the Association. It shall not have the power to decide on matters reserved explicitly for the General Assembly by the present Articles.

2. The Administrative Council shall consist of a maximum of seven Administrators, one of whom shall be the Vice-President and one the Treasurer. The President and Director of the Association shall be ex officio members of the Administrative Council, but without the right to vote. The members of the Administrative Council (“Administrators”) shall be elected by the General Assembly from the members of the Association and in accordance with the provisions of the Internal Regulations. The composition of the Administrative Council should represent, to the degree possible, an equal representation of men and women.
3. The duration of the mandate of the elected members of the Administrative Council as well as the nomination procedure shall be determined and governed by the Internal Regulations.
4. Members of the Administrative Council may be dismissed by the General Assembly, for which purpose a two-thirds majority of members of the Association present or represented shall be required.
5. The procedures for convening meetings of the Administrative Council, representation by power of attorney and taking decisions shall be determined and governed by the Internal Regulations.
6. The Administrative Council shall be chaired by the President of the Association, who may be represented, if necessary, by another member of the Administrative Council (normally the Vice-President of the Association).
7. The Administrative Council shall meet at least once per year, or more if specially convened by the President either at his/her own initiative or at the request of the General Assembly.
8. Unless otherwise provided for in the present Articles, the Internal Regulations or the law, the resolutions of the Administrative Council shall be adopted by a simple majority of the votes cast by the members of the Administrative Council present or represented.
9. The Administrative Council cannot validly deliberate unless at least half of its members are present or represented.
10. In the event of a member of the Administrative Council being unable to attend a meeting, a written power of attorney may be given to another member of the

Administrative Council, without any member however having the right to represent more than two other members.

11. Except in the case of termination of the mandate of the President, Vice-President, Vice-President, Treasurer, or Director, and the amendment of the present Articles of Association, the Administrative Council may take its decisions by means of a written consultation of its members, according to a procedure to be determined and governed by the Internal Regulations.
12. The resolutions of the Administrative Council shall be entered in a minute book signed by the President and kept by the Director, who shall keep it at the members' disposal for consultation.

ARTICLE 9

President

1. The Association shall have at its head an honorary President, to be elected for a period of three years (once renewable) by the General Assembly on the basis of a proposal from the Administrative Council, of which he/she shall be an *ex officio* non-voting member. If required by exceptional circumstances, the duration of the President's mandate may be extended through decision of the General Assembly.
2. The President should normally be a person in close contact with the academic community and with an outstanding reputation in the field of international cooperation in education and training.
3. The President shall chair the meetings of the General Assembly, Administrative Council and Advisory Board. He/she shall be responsible, together with the Director, Vice-President and Treasurer, for the implementation of decisions of these bodies, for the external representation of the Association and for other top-level duties assigned by the Administrative Council. He/she shall prepare an annual report which shall be submitted for approval to the General Assembly following adoption by the Administrative Council.
4. The mandate of the President may be terminated by the General Assembly on the basis of a proposal from the Administrative Council. For this purpose, a two-thirds majority of the members of the Administrative Council and of the General Assembly shall be required and the person concerned shall have been

given the right to a hearing before the Administrative Council and General Assembly prior to the termination decision.

ARTICLE 10

Vice-President

1. The General Assembly shall elect a Vice-President of the Association, who shall be one of the Administrators of the Association, for a duration determined by the Internal Regulations.
2. The Vice-President shall replace the President in case of need in any of his/her functions, shall assist in the day-to-day management of the Association in cooperation with the President, the Treasurer and the Director, and may be assigned specific top-level tasks by the Administrative Council.
3. The mandate of the Vice-President may be terminated by the Administrative Council. For this purpose, a two-thirds majority of the members of the Administrative Council shall be required and the person concerned shall have been given the right to a hearing before the Administrative Council and the General Assembly prior to the termination decision.

ARTICLE 11

Treasurer

1. The General Assembly shall elect a Treasurer of the Association, who will be one of the Administrators of the Association, for a duration to be determined by the Internal Regulations.
2. The Treasurer shall be responsible for assisting the Director in the management of the Association's financial affairs, shall assist in the day-to-day management of the Association in cooperation with the President, the Vice-President and the Director, and may be assigned specific top-level tasks by the Administrative Council.
3. The mandate of the Treasurer may be terminated by the Administrative Council. For this purpose, a two-thirds majority of the members of the members of the Administrative Council shall be required and the person

concerned shall have been given the right to a hearing before the Administrative Council and the General Assembly prior to the termination decision.

ARTICLE 12

Director

1. The Administrative Council shall appoint the Director of the Association, who shall normally be engaged in a full-time capacity. The Director shall be responsible to the General Assembly, of which he/she shall be an *ex officio* non-voting member and which shall decide on the length of his/her mandate.
2. The Director shall be responsible for the ongoing management of the Association, the development and coordination of its work programme, and the formulation of strategic proposals for its further development. He shall be responsible for the implementation of the decisions of the General Assembly and Administrative Council, for the external representation of the Association, in cooperation with the President and Vice-President and Treasurer, and may be assigned specific top-level tasks by the Administrative Council.
3. The Director may be dismissed by the General Assembly on proposal of the Administrative Council, for which purpose a majority of two-thirds of the members of the Administrative Council shall be required. The Director shall be given the right to a hearing before the Administrative Council and the General Assembly prior to the dismissal decision.

ARTICLE 13

Advisory Board

The Administrative Council may establish an Advisory Board, which may consist of individual persons from in- and outside the Association. The Advisory Board shall be chaired by the President of the Association, who may be represented by another member of the Administrative Council (normally the Vice-President of the Association) in case of need. The Advisory Board may address recommendations, questions and comments to any decision-making body of the Association, though primarily to the Administrative Council, on any matter concerning the future development of the Association. The Advisory Board shall be notified of the response to such recommendations, questions and comments, at the latest on the occasion of its following meeting.

ARTICLE 14

1. Except for special powers of attorney, any act binding on the Association shall be signed by the President or the Vice-President on the one hand, and by the Director or one other member of the Administrative Council on the other hand; they shall not have to justify their powers to any third party. As far as the day-to-day management of the Association is concerned, any act binding on the Association shall be signed by the Director, who shall not have to justify his/her powers to any third party.
2. Any Administrator or the Director shall be entitled to act on the Association's behalf for the purposes of routine dealings with services such as the post office (including the acceptance of registered mail with or without a receipt), telephone/fax and customs authorities.
3. The prosecution and defence of all lawsuits shall be pursued by the Administrative Council, represented by the President or one or more members of the Administrative Council appointed by the President for this purpose.
4. Neither the members of the Administrative Council nor the President, nor the Vice-President, nor the Treasurer, nor the Director shall be deemed personally liable in the performance of their functions; they shall be liable only for the proper execution of their mandate. Except for the Director, they shall perform their mandate gratuitously.

TITLE V

BUDGET AND ACCOUNTS AMENDMENTS TO THE ARTICLES OF ASSOCIATION DISSOLUTION OF THE ASSOCIATION

ARTICLE 15

The financial year shall commence on 1 January and end on 31 December of each year. The Administrative Council shall submit to the General Assembly for approval the annual accounts relating to the past financial year and the draft budget for the next financial year. Upon decision of the Administrative Council, a reserve fund may be created to incorporate the excess of annual receipts over annual expenditure.

ARTICLE 16

The Association shall be funded by membership fees and/or by contributions from other sources.

ARTICLE 18

1. Any proposal to amend the present Articles or to liquidate the Association shall be initiated by the Administrative Council or by at least two-thirds of the members of the General Assembly.
2. Except in the case of unanimous agreement of the members of the Association, the members of the Association shall be notified of such a proposal no less than three months in advance by indicating the date, place and time of the General Assembly which is to decide on the matter.
3. The General Assembly cannot validly deliberate on this matter unless at least two-thirds of the members of the Association are present or represented. However, if less than two-thirds of the members of the Association are present or represented at this General Assembly, a new General Assembly may be convened, according to the conditions set out above in the present Article, which may validly and definitively decide on the aforesaid proposal by a two-thirds majority of members present or represented.
4. Amendments to the present Articles shall become effective only after the approval by royal decree and when the conditions of publication as prescribed by the law of 27 June 1921, as modified by the law of 2 May 2002 regarding non-profit associations, international non-profit associations and foundations have been met.
5. The General Assembly shall determine the manner of the winding-up and liquidation of the Association.
6. In the event of Association's being dissolved, all its funds shall be devoted the Association's objectives as defined in the present Articles. Its assets may only be transferred or made available to an organisation or organisations created for or devoting its/their activities to the pursuit of philanthropic, educational or scientific objectives. No parts whatsoever of the Association's assets shall be given to any civil servant, employee, officer, member of the Administrative

Council, manager or to any other person, except for a reasonable fee for services rendered to the Association in pursuit of its objectives.

7. Under no circumstances may the Association accept a donation which, in accordance with the Law of 25 October, 1919 would revert, or the commercial value of which would revert, to the donor or to any individual or legal entity designated by the donor concerned.

TITLE VI

GENERAL

ARTICLE 19

Anything not foreseen in the present Articles, including the publications to be made in the Belgian State Gazette, shall be handled in accordance with the Law.

Done at Brussels, 22 May 2006

Signatures

INTERNAL REGULATIONS

1. GENERAL ASSEMBLY

- a. Within the General Assembly only full (not associate) members shall have the right to vote. Each member shall have at least one vote. Each member shall have at least one vote. The total members from a given country shall have a total of 12 votes. Members from the country concerned shall mutually agree on the distribution of votes between themselves and shall inform the Secretariat accordingly prior to the General Assembly in question. In the absence of such an agreement, votes shall be distributed equally.
- b. The working language of the General Assembly shall be English.
- c. The General Assembly may make its decisions by means of a written consultation among the Association's members, initiated by the Administrative Council to that effect and by which members shall be given a minimum of 15 days to express their views. In the absence of any response, this shall be considered favourable to the proposal made by the Administrative Council.

2. ADMINISTRATIVE COUNCIL

- a. The members of the Administrative Council shall be elected by a simple majority of the votes cast at the General Assembly. The Association's members shall be informed of the nominations for members of the Administrative Council, by the Secretariat acting on behalf of the President, AT LEAST 15 DAYS BEFORE THE ELECTION.
- b. The Administrators (inclusive of the Vice-President and the Treasurer) shall be elected by the General Assembly for a 3-year mandate, once renewable. Under exceptional circumstances, the length of terms may be extended through decision of the General Assembly.
- c. The Administrative Council shall meet either at the Association's registered seat or in any other location as indicated on the notice signed by or on behalf of the President and sent at least five days before the date of the meeting. Notice shall contain the agenda, date and time of the meeting. The Administrative Council may debate on another subject which has not been included in the agenda, if a decision to this effect is taken by a majority of the votes cast by the members of the Administrative Council present or represented.

- d. The working language of the Administrative Council shall be English.
- e. The Administrative Council may take its decisions by means of a written consultation of its members, except in the case of the termination of the mandate of the Vice-President or the Director. Such a written consultation must allow members of the Administrative Council at least 7 days in which to respond, unless at least two-thirds of the members of the Administrative Council agree to waive this requirement. In the absence of a response after the 7-day period for response has elapsed, the member concerned shall be deemed to be in favour of the proposal submitted.

3. MEMBERSHIP (SUBSCRIPTION) FEES

- a. Each member and associate member shall pay an annual subscription fee. This annual subscription fee shall be determined by the General Assembly on the basis of a proposal from the Administrative Council, in the preceding year.
- b. Subscription fees shall be paid into the Association's accounts, at the latest by 31 January of each year for which they are due. For members / associate members joining too late to meet such deadlines, the subscription fee shall be paid at the latest 31 days after despatch by the Secretariat of the notification of approval of their membership by the General Assembly.
- b. The General Assembly may adopt interim measures, including amendments to the conditions governing subscription fees, in the case of very recently founded member organisations. Such measures shall only affect the first year of membership.
