

Statutes of the ECStA

as adopted by the General Assembly on September 15, 2016 in Venice

International non-profit association (“association internationale sans but lucratif”, AISBL)

The General Assembly of 15 September 2016 unanimously decided to adopt the proposals related to new Articles of Association. The old Articles of Association are nullified and replaced by the following. The new coordinated text of the Articles of Association are drawn up as follows:

Between the Undersigned:

1. *Centre national des Oeuvres universitaires (Cnous)*, 60, Boulevard du Lycée, 92170 Vanves, France, represented by the President Emmanuel Giannesini ; and
2. *Deutsches Studentenwerk (DSW)*, Monbijouplatz 11, 10178 Berlin, Germany, represented by the Secretary General Achim Meyer auf der Heyde.

Have established a non-profit international association whose Articles of Association (Statutes) are as follows:

Title I – Name, registered office

Article 1

A “non-profit international association” is hereby established under the name of European Council for Student Affairs, abbreviated as ECStA.

Article 2

The association’s registered office shall be located at the Université Libre de Bruxelles (ULB), CP 136, Avenue Roosevelt 50, 1050 Brussels, Belgium. It may be relocated to any place in Belgium by a simple majority resolution of the Board of Management, whereupon such decision shall be published within a month of being passed in the appendix of the *Moniteur Belge*.

Title II - Objectives

Article 3

1. The object of the association shall be, either directly or by means of support for other organisations, to develop the social infrastructure in establishments of higher education and cooperation by the competent European institutions with authority in development of programmes and projects, information and networks of activities together with the production of studies relating to said topics.
2. The object of the association shall also be to promote exchanges and cooperation on the development of various national systems, professional practices and student mobility within the European context and international reception of students between organisations entrusted with services for students within the European region.
3. In order that ECStA may become an independent player in the creation of the grand European area in higher education alongside university institutions and higher education establishments, it will use, according to its means and to achieve such objectives, the opportunity to organise conferences or symposia, to carry out studies or surveys and to run any other specific event.

Article 4

The association may, without prejudice to any other power deriving from the Act, articles of association of amendments thereto, acquire and sell all property, both personal and immovable property, conclude all contracts, accept all donations, mortgage property or rights over immovable property, grant security and transfer the property in any goods, such list not to be construed restrictively.

Title III – Members

Section I – Number, Status and quality

Article 5

1. The association shall be made up of ordinary members and associate members. The number of ordinary members shall not be less than three. For the purposes of the present Articles of Association, the term "Members" shall refer only to organisations or individuals which belong to the association.
2. All members shall have a deliberative voice in the association but only ordinary members can participate in elections and decisions taken by a vote of the general assembly.
3. Ordinary Membership shall be open to any organisation having legal personality and that:
 - a. has its registered office in one of the member states of the European Union (EU) or the European Higher Education Area (EHEA).
 - b. carries on its activities in student affairs and services within one of the member states of the European Union or EHEA (financing of studies, student accommodation, student meals, guidance and counselling, international reception, sporting or cultural activities for the benefit of students).
 - c. has close contact with higher education institutions and student organisations within the EU or EHEA.
4. In countries where student service organisations are not completely autonomous and not fully independent from the higher education institutions which they serve and where these responsibilities are carried out by departments that are an integral part of the respective higher education institution, ordinary membership shall be open to the higher education institution itself.
5. Associate membership shall be open to any other institution that does not wish to be a member or does not meet the conditions for being one but nonetheless operates in the field of the social infrastructure of higher education institutions and seeks to contribute to the aims of the association.
6. Associate membership shall be open to any person working in student affairs and services.
7. Honorary member can be appointed by the Board of Management for their achievements in international cooperation in student affairs and services.

Article 6

Any organisation or individual that wishes to become a subscribing member must apply in writing. The application shall be submitted to the Board of Management. The Board of Management shall examine the application at its next meeting. Its decision is final and it need not provide reasons to justify its decision. Its decision shall be reported to the candidate by fax, ordinary mail, or electronic mail. The unsuccessful applicant may not reapply for one year from the date of the decision of the Board of Management.

Section II – Resignation, exclusion, suspension

Article 7

1. Members may withdraw from the association at any time by registered letter sent to the Board of Management.
2. An ordinary member may only be excluded on a resolution of the General Assembly passed by a two-thirds majority of the votes cast, after the member in question has been heard, for good and reasonable cause, in particular:
 - a. where the member in question no longer meets the criteria for membership of the association;
 - b. where the member concerned has stopped paying the membership fee.
3. *An associate member may be excluded on a resolution of the Board of Management by simple majority vote, after the member in question has been informed for good and reasonable cause.*

Article 8

Members or associate members whose membership ceases shall have no rights whatsoever over the assets of the association. The departure of a member or associate member for any reason whatsoever shall in no wise affect the continuity of the association.

Title IV – Membership fees

Article 9

The Membership fee shall be set annually by the General Assembly on the recommendation of the Board of Management. Members must pay the amount of the subscription no later than 3 months after the call for subscriptions. A maximum amount of EUR 5000,- is fixed as membership fee per year. The liability of members for the debts of the association shall be limited to the sum of the annual membership of each member.

Title V – General assembly

Article 10

All members shall be entitled to attend the General Assembly. Only ordinary members shall be entitled to vote.

Article 11

The General Assembly shall have full authority to implement the objectives of the association subject to the provisions of the Articles of Association. The following matters shall fall exclusively within the competence of the General Assembly and may not be delegated:

- a. Amendments to the Articles of Association;
- b. Admission and exclusion of ordinary members ;
- c. Election, discharge and dismissal of members of the Board of Management;
- d. Setting of membership fees for each category of member;
- e. Adoption of the budgets and annual accounts;
- f. Adoption of the President's annual Report;
- g. Dissolution and liquidation of the association;
- h. With the exception of item c) and d) above, decisions of the General Assembly must be taken on the basis of a motion from the Board of Management.

Article 12

The General Assembly should be convened at least once a year, at the registered office of the association or anywhere else in Europe. Notice of the meeting must have been given at least one month before the date of the meeting of the General Assembly.

Article 13

The General Assembly must be arranged by the Board of Management and called by the Secretary General in agreement with the President or on the basis of a written request from at least one third of the ordinary members of the association. The agenda and relevant documents should be sent to the members at least two weeks before the date of the General Assembly.

Article 14

Ordinary members may be represented by other members. A written proxy is required. However, no member may hold more than three proxies.

Article 15

In the allocation of votes, members shall be grouped by nationality. Each national group of members shall have two votes in the General Assembly irrespective of the number of members it comprises. In countries where there exists a student services institution on the national level, this institution holds the

two votes. In all other cases, it shall be for members from this country to agree in advance on the vote that will be cast in their name and to appoint one or two delegates to cast the vote concerned. One of these delegates may be a student holding an elective mandate from one of the member organisations.

Article 16

The convening of a General Assembly, or a request that one be convened, must include notice of the agenda of the General Assembly as drawn up by the Board of Management, giving the place, date and time of the meeting. No resolution may be passed on matters not on the agenda unless the ordinary members present or represented agree on a different procedure beforehand.

Article 17

The General Assembly shall be chaired by the President of the association who may, if necessary, be represented by another member of the Board of Management (normally by the Vice-President).

Article 18

The General Assembly shall have a quorum only if at least half the ordinary members are present or represented (by proxy or video-conference). If there is no quorum, a new General Assembly shall be called by the Board of Management after an interval of one month. The Extraordinary General Assembly may then conduct business regardless of the number of ordinary members present or represented save in the case of business relating to the Articles of Association.

Article 19

Unless otherwise specified in the Articles of Association or by the Act, resolutions of the General Assembly shall be passed by a simple majority of the members present or represented. All members must be informed of resolutions passed.

Article 20

Resolutions and meeting minutes of the General Assembly must be signed by the President and Secretary General And communicated to all members within one months after the meeting.

Article 21

Any amendment to the Articles of Association shall be filed without delay at the court office and published in the appendix of the Belgian Official Journal (*Moniteur Belge*). The same applies to any documents related to the appointment or termination of board members and, if necessary, of commissioners.

Title VI – Management

Article 22

The association shall be managed by a Board of Management consisting of at least three members. The board members shall be elected by the General Assembly from lists put forward by members grouped by nationality as provided by Article 15. Each national group shall have two votes allotted to one or two representatives. In the event of two representatives being appointed, one shall be substantive, the other a deputy, each being entitled to vote. In the Board of management the number of autonomous student service organisations must outdo the number of higher education institutions.

Article 23

The Board of Management shall elect the President in accordance with the provisions of Article 33. The President shall be entitled to vote. The Board shall also elect one or more Vice-President(s) (see Article 34), the Secretary General (see Article 35) and the Treasurer (see Article 36).

Article 24

The Board shall be vested with all powers of management and administration subject to its remit from the General Assembly. If France is a member of the Board of Management, it shall be represented by

the *Centre national des Oeuvres universitaires et scolaires* (CNOUS), and if Germany is a member of the Board of Management, it shall be represented by the *Deutsches Studentenwerk* (DSW), both being founding members of the association. Any country that has a national organisation that conforms to article 5 paragraph 3 shall be represented by that organisation.

Article 25

The Board of Management may also invite observers to its meetings but they shall not be entitled to vote.

Article 26

Members of the Board of Management are elected for a term of two years. The members may be dismissed by the General Assembly on a two-thirds majority of the ordinary members present or represented.

Article 27

The President of the association shall chair the Board of Management. The President may, where necessary, be represented by another member of the Board of Management (normally the Vice-President). Where votes are tied, the President's vote shall be the casting vote.

Article 28

The Board of Management shall meet at least twice a year. It may also meet when specially convened by the President or upon application by at least one third of its members. The Secretary General shall, at least one month before the date set, send elected members of the Board of Management a written invitation (via letter, fax or electronic mail) to the meeting and include the agenda, date and place. He shall include with the invitation a proxy allowing absent members of the Board of Management to be represented. The Board of Management shall be properly constituted if there is a majority of the members present or represented.

Article 29

In the absence of any provision to the contrary in the Articles of Association or the Act, resolutions of the Board of Management shall be passed by a simple majority of the members present or represented.

Article 30

A member of the Board of Management unable to attend may have himself represented:

- a. by another member of the board; or
- b. by another person from his institution.

Article 31

Minutes shall be taken of meetings of the Board of Management. These shall be signed by the President and Secretary General and communicated to all members.

Article 32 – President

1. The Board of Management shall elect a President from among its members. The President shall be elected for a period of two years, which period can be renewed once.
2. The President shall chair the General Assembly, the Board of Management and the Board of Trustees. The President shall be responsible, together with the Secretary General, Vice-President and Treasurer, for implementing the decisions of the association, for representing it in its external affairs, and for other duties at the highest level allocated him by the Board of Management. He must draw up an annual report which, once approved by the Board of Management, shall be presented to the General Assembly for ratification.
3. The president is responsible for organising a European conference on student affairs and services during his Presidency, ideally in conjunction with a general assembly of a Board meeting.
4. The term of office of the President may be terminated by the General Assembly on a motion from the Board of Management. In such event, a quorum comprising at least two-thirds majority of the members of the Board of Management and the General Assembly is required. The person

concerned must be given the right to be heard by the Board of Management and by the General Assembly before the final decision.

Article 33 – Vice-President

1. The Board of Management may elect one or more Vice-Presidents of the Association from among its members.
2. If necessary, the Vice-President(s) shall replace the President in all his functions.
3. The Vice-President(s) are charged with specific responsibilities.
4. The Board of Management may terminate a Vice-President's term of office. Before a final decision is taken, a two-thirds majority of the members of the Board of Management is required. In addition, the person concerned must be given the right to be heard by the Board of Management.

Article 34 – Secretary General

1. The Secretary General shall be elected by the Board of Management from among its number for a period of two years, which period can be renewed several times. The Secretary General shall be liable to the Board of Management.
2. The Secretary General shall be responsible for the day-to-day management of the association.
3. The Secretary General shall be responsible for the development and coordination of the biannual working programme and drawing up strategic proposals for development of the association. He shall be responsible for implementing the resolutions passed by the General Assembly and Board of Management. He may, in addition, be entrusted with specific tasks by the Board of Management.
4. He may be dismissed by a resolution of the Board of Management passed by a two-thirds majority. The Secretary General must have the right to be heard by the Board of Management and by the General Assembly before any final decision is made.
5. The Secretary General shall be assisted by a secretarial staff. He shall have authority over the staff.

Article 35 – Treasurer

1. The Board of Management shall elect the Treasurer of the association from among its members.
2. The Treasurer shall assist the Secretary General in the management of the financial affairs of the association.
3. The term of office of the Treasurer may be terminated by the Board of Management. The motion shall be passed by a two-thirds majority of the members of the Board of Management and the person concerned must be given the right to be heard by the Board of Management before the final decision.

Article 36

1. With the exception of a special proxy, any deed binding upon the association must be signed by the President or the/a Vice-President or the Treasurer and by the Secretary General. These shall not be entitled to delegate their powers to a third party. As regards daily management, any deed binding upon the Association must be signed by the Secretary General who shall not be entitled to delegate his powers to a third party.
2. Legal proceedings and the defence of all legal matters shall be the responsibility of the Board of Management represented by the President or by one or more of the members of the Board of Management appointed for this purpose by the President.
3. Neither members of the Board of Management nor the President, Vice-President(s), Secretary General or Treasurer shall be personally liable for the performance of their duties.

VII. MISCELLANEOUS

Article 37

1. The financial year shall begin on 1 January and end on 31 December each year. The Board of Management shall submit to the General Assembly for adoption of the annual business report and annual accounts of the business relating to the past financial year and the budget for the coming financial year. The Board of Management may decide to create a reserve fund.

2. The Association must keep accounts in accordance with Belgian law and the Statutory Scheme of Accounts. At the time of the ordinary General Assembly, the balance sheet shall be submitted to the members of the association by the Treasurer or, in his absence, by the President.

Article 38

The Association shall be financed by the subscription charges of its members and/or by any source whether private (private individuals or corporations) or public (in particular, governments and the European Union).

Article 39

1. Any motion to amend the Articles of Association or to dissolve the Association must be tabled by the Board of Management or by at least two-thirds of the members of the Association.
 2. The Board of Management must, at least three months in advance, advise the members of Association of the date, place and time of the meeting of the General Assembly that is to decide upon said motion.
 3. The General Assembly may validly consider such a motion only if at least two-thirds of the members of the Association are present or represented. The General Assembly must pass the motion by a majority of two-thirds of the votes of the members present or represented. However, if that General Assembly cannot call together two-thirds of the members of the Association, a new General Assembly, convened on the same conditions as above, shall make a final and valid decision on the motion at issue, such motion to be passed by a majority of two-thirds of the members present or represented.
 4. Amendments to the Articles of Association shall come into effect only on adoption by order of the competent authority in compliance with Article 50(3) of the Belgian Act of 27 June 1921 and after publication in the *Moniteur Belge* in compliance with Article 51(3) of said Act.
1. The General Assembly shall set the manner of the dissolution and liquidation of the Association.

Article 40

In the event of dissolution of the Association, its assets shall be devoted to the objects of the Association. The assets may be assigned or they may be disposed of to the benefit of an organisation or organisations having a philanthropic, educational or scientific object. In no event may the Association's assets be distributed to an employee, manager, holder of a public office, member of the Board of Management, the Secretary General or any other person except by way of compensation for the performance of services provided within the scope of the objects of the Association. In the absence of any provision and if the Board of Management is unable to agree, the remaining balance after payment of all creditors shall be given to the King Baudouin Foundation.

Article 41

In no event may the Association accept gifts made on covenant or subject to the property constituting their object or its financial equivalent reverting to the maker of the gift or his successors in title in the event of the dissolution of the Association or previously.

Article 42

All matters not provided for by these Articles of Association and, in particular, the publications to be made in the appendices of the *Moniteur Belge* shall be governed in accordance with the provisions of the Title III of the Act of 27 June 1921 governing non-profit international associations.

Signed in Venice on 15 september 2016

Jean-Paul Roumegas, Achim Meyer auf der Heyde