

Statutes

UNICA

**Institutional Network of the Universities from the Capitals of Europe
International Association formed for Scientific and Educational Purposes
1050 Brussels**

The UNICA National Number is 465-298-508

The undersigned Parties :

- the **Université Libre de Bruxelles**, an institution bearing legal status under the Belgian law of 28th May 1970, situated at B-1050 Bruxelles, Av. Roosevelt 50, represented, according to article 44 of its statutes, by Mr. Robert Tollet, President of the Board of Directors, and by the Rector, Mr. Jean-Louis Vanherweghem;
- the **Universiteit van Amsterdam**, an institution bearing legal status under the Dutch law on Higher Education and Scientific Research, art. 1.8, situated at NL-1012 WX Amsterdam, Spui 21, represented according to article 9.10 of the law by Dr Sybolt J. Noorda, acting chairman of the Board of the University, and by Mr. R.H.T. Bleijerveld, Secretary General;
- the **Freie Universität Berlin**, a public institution bearing legal status under the Law on Higher Education of the State of Berlin (Berliner Hochschulgesetz, BerlHG), art 2, 1, situated at D-14195 Berlin, Kaiserswerther-strasse 16-18, represented, according to article 56 BerlHG, by Mr. Johann W. Gerlach, President;

have together decided to form, in accordance with the law of 25th October 1919, an international association subject to Belgian law with the purpose of furthering scientific and educational objectives. They have fixed the statutes as set forth herein:

Chapter I. General Principles

Article 1. Name

The Association shall be named "UNICA - Institutional Network of the Universities from the Capitals of Europe", hereinafter referred to as "the Association".

Article 2. Registered Headquarters

The headquarters of the Association shall be located at the Université Libre de Bruxelles, avenue F. D. Roosevelt, 50, 1050 Brussels, Belgium. These headquarters can be located anywhere else in Belgium based on a decision of the Steering Committee to be published in the Annexes of the Belgian Official Journal.

Article 3. Purpose

The purpose of the Association is

- to strengthen and structure the collaboration between universities in the fields of higher education, research, training, and high administration,
- to favour the reflection on and implementation of common strategies and projects,
- to centralise and circulate essential information (European programmes, cooperation agreements, etc.),
- to facilitate and promote contacts and exchanges of information and experience.

The main characteristic of UNICA is that the member universities are located in the capitals of

Europe. They may thereby profit from their situation and from the similar political and social environment with which they are each confronted. Special attention shall be paid to co-operation in fields which result from this situation.

Article 4. Duration

The Association shall be constituted for an unlimited period.

Chapter II. Membership

Article 5. Admission

Membership of the Association shall be granted to:

1. the institutions mentioned in the present deed;
2. any legally constituted university in a capital of a European country which submits a request to the Steering Committee and has been admitted to the Association by decision of the General Assembly following the proposal of the aforementioned Steering Committee.

Article 6. Termination of Membership

Membership may be terminated by written resignation to the Steering Committee, effective at the end of the calendar year.

Any member failing to pay the subscription at the end of the year for which the former is due may be excluded from the Association by decision of the General Assembly. The Assembly takes a decision only after having heard the member threatened with exclusion.

Article 7. Subscription

The annual membership fee shall be fixed by the General Assembly but shall not exceed 10'000 Euros.

Article 8. Rights and Duties

By virtue of their subscription, members have no other rights or duties in respect to the Association other than those which originate from law or from the present statutes. Resigned or excluded members as well as entitled parties of a resigned, excluded or disbanded member have no legal claim to any part of the nominal assets of the Association.

Chapter III. Bodies of the Association

The Association is embodied by two main entities, these being the General Assembly (section 1) and the Steering Committee (section 2).

Section 1. The General Assembly

Article 9. Composition

The General Assembly is composed of all the member universities of the Association. The members are represented by the President, the Rector or the Vice-Chancellor of the university or, in their absence, by a delegate duly invested with power to this effect.

Article 10. Functions

The General Assembly is the supreme body and the highest authority of the Association. The General Assembly determines the policy of the Association and takes all decisions concerning the organisation, the activities and the programmes of the Association. It exercises all powers which are not conferred or delegated by the present statutes to another body.

In particular, the General Assembly is solely competent for:

- the admission and exclusion of members;
- the election of members of the Steering Committee;

- the election of the President;
- the approval of the appointment of the Secretary General;
- the determination of the amount of the annual subscription;
- the approval of the budget, the accounts and the annual balance sheet;
- any modification of the statutes;
- the approval of internal rules and regulations proposed by the Steering Committee
- the approval of the agenda proposed by the Steering Committee
- the dissolution of the Association.

The General Assembly may delegate the daily management of the Association. With the exception of the powers mentioned in the preceding paragraph, the General Assembly may delegate all other powers which it especially designates.

Article 11. Meetings

The General Assembly meets once a year in ordinary session after prior notice given by the Steering Committee. An extraordinary general meeting may also be convened by the aforementioned Committee when necessary, or upon request of at least a third of the members. The Steering Committee establishes the agenda which shall be sent to each member at least two weeks prior to the meeting.

The meetings of the General Assembly are presided over by the President of the Association.

Article 12. Resolutions

The General Assembly shall pass resolutions by an absolute majority of the votes cast by the members present, each member holding one vote.

However,

1. all decisions concerning the admission or exclusion of members and those changing the amount of the annual subscription shall be taken by a majority vote of all the members of the Association;
2. all modifications to the statutes shall be approved by at least two thirds of all the members of the Association. Any modifications to the statutes will need to be approved by Royal Decree and published in the Annexes of the Belgian Official Journal.

For the adoption of resolutions concerning the above mentioned issues, absent members may vote by proxy. In this instance, a member may be authorised to represent another member. However, no member may hold more than one proxy vote.

All the decisions of the General Assembly shall be kept in a file accessible to the members.

Section 2. The Steering Committee

Article 13. Composition

The Steering Committee of the Association is composed of the President and five persons elected by the General Assembly. These persons must be engaged in the higher management of a member university on the day of their election. They shall be proposed by their university of origin. They shall attend the Steering Committee personally and shall act in a personal capacity. The Steering Committee may invite specialists to attend its meetings if necessary.

The Steering Committee may not include more than one representative from each member University. In accordance with Belgian law, at least one member of the Steering Committee should be of Belgian nationality and be proposed by a University located in Brussels.

The Steering Committee shall be elected for a period of two years. Its members may be re-elected twice.

When a member of the Steering Committee ceases his activity due to resignation, death or exclusion of his/her university, the General Assembly shall elect, in principle, a new member at its next meeting who shall complete the term of office of the member he/she is replacing.

Article 14. Functions

The Steering Committee is the executive body of the Association. It manages the activities of the Association, is responsible for the implementation of the decisions of the General Assembly. It consults member universities regularly. The Steering Committee shall, in particular:

1. submit proposals to the General Assembly concerning the policy of the Association;
2. prepare the agenda for meetings of the General Assembly;
3. make recommendations to the General Assembly in relation to the admission and exclusion of members;
4. manage and allocate the funds of the Association in accordance with the budget approved by the General Assembly;
5. take all necessary decisions concerning the programmes of the university network;
6. appoint the Secretary General;
7. form and organise working parties, workshops and committees commissioned to carry out research on specific issues;
8. draw up internal rules and regulations;
9. render an account of its activities to the General Assembly in an annual report.
10. propose the annual budget.

Article 15. Meetings

The meetings of the Steering Committee are convened by the President as often as is necessary and at least twice a year.

Article 16. Decision Making

The decisions of the Steering Committee shall be taken validly in the presence of at least half its members.

The decisions of the Steering Committee shall be taken by a simple majority of the votes cast by the members present. In the case of a parity of votes, the President holds the casting vote.

These decisions shall be kept in a file accessible to the members.

Section 3. The President of the Association

Article 17. Appointment

The President of the Association is elected by the General Assembly for a period of four years. He/she shall be eligible for re-election once only.

He/she shall be selected from those persons holding or having held the office of Rector, Vice-Rector, Vice-Chancellor, President or Vice-President of one of the member universities.

Article 18. Powers

The President of the Association presides over the General Assembly and the Steering Committee. He/she shall represent the Association in relation with third parties.

If the President ceases his/her activities, a member of the Steering Committee shall take up his/her responsibility until a new President may be elected at the next General Assembly

Section 4. The Secretary General

Article 19. Appointment

The Secretary General shall be appointed by the Steering Committee. This appointment shall, however, be approved by the General Assembly at its next meeting.

Article 20. Status

The Secretary General is subject to the authority of the Steering Committee. Between the meetings of the aforementioned Committee, the Secretary General is subordinate to the President of the Association. He/she shall exercise his/her functions under the responsibility of the Steering Committee and the President.

Article 21. Functions

The Secretary General shall assume the responsibility for the daily management of the Association and have power of signature pertaining to his/her office; he/she shall manage the personnel. He/she may be authorised to represent the Association before its members or before third parties.

In collaboration with and under the authority of the President, the Secretary General shall

1. promote and encourage collaboration between members, draw up the projects of the Association and supervise their execution, develop relations with third parties, particularly with the public authorities, ensure the follow-up of the activities of working groups, workshops and committees;
2. contribute to the drafting of the agenda for the meetings of the General Assembly and of the Steering Committee and prepare the meetings;
3. manage the funds of the Association in accordance with the budget and with the decisions of the General Assembly and of the Steering Committee;
4. ensure the execution of the actions decided upon by the General Assembly and by the Steering Committee;
5. prepare the annual budget;
6. manage the office and supervise the staff.

Section 5. Representation of the Association

Article 22. Liabilities

All transactions which engage the responsibility of the Association and not concerning the daily management shall be signed jointly by the President and the Secretary General. These persons are not obliged to validate their powers with respect to third parties.

Article 23. Legal Representation

All legal proceedings, whether they be defence actions or law suits, shall be initiated or upheld in the name of the Association on behalf of the Steering Committee, by the President or by the Secretary General.

Section 6. The Group of International Relations Officers within the Universities of the Association

Article 24. The Group of International Relations Officers within the Association shall meet at least once a year at a work-session. The meeting shall be organised in collaboration with the Steering Committee and with the Secretary General. The meeting shall be presided over by the President of the Association or by a member of the Steering Committee.

Article 25. The purpose of the annual meeting of the International Relations Officers is to coordinate activities, exchange programmes and promote any common action which shall be taken.

Chapter IV. Internal Rules and Regulations

Article 26. In accordance with legal requirements and the present statutes, the Steering Committee shall present to the General Assembly certain internal rules or regulations which shall govern in particular :

1. the procedure concerning the election of the President and the members of the Steering Committee;
2. the formation, the composition of and the powers conferred to working groups, workshops and committees.

See the Internal Rules section

Chapter V. Dissolution. Liquidation

Article 27. The Association may only agree to its dissolution in accordance with the procedure and the methods prescribed for the modification of the statutes of the Association. In such instance, the General Assembly shall designate the liquidator(s) and establish the powers of this (these) person(s). The appropriation of the nominal net assets of the Association shall be determined by the General Assembly.

Chapter VI. Miscellaneous and Transitory Provisions

Article 28. Financial Year of the Association

The financial year of the Association shall commence on 1st January and finish on 31st December. The first financial year shall commence 1st January 1999 and finish 31st December 1999.

Article 29. President. Steering Committee. Secretary General.

See the Board and General Secretariat section