

UNICA Statutes

(as approved by the UNICA General Assembly 2023, Brussels, 15 June 2023)

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Chapter I. General Principles

Article 1. Form and Name

The International not for profit Association (AISBL), hereinafter referred to as “the Association”, shall be named “UNICA – Institutional Network of the Universities from the Capitals of Europe”.

Article 2. Registered Headquarters

The headquarters of the Association are located in the Brussels-Capital Region. 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, provided that the change of location of the headquarters doesn't involve a translation of the Statutes.

Article 3. Purpose and Activities

The association is devoid of any lucrative purpose, and has the following disinterested purpose:

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

UNICA pursues the achievement of this purpose by all means and in particular, although not limited to, by the following activities:

- a. Act as a platform to make connections between Member Universities and other stakeholders in the area of Higher Education,
- b. Act as a partner for international institutions, like the European Union,
- c. Organization and arrangements of conferences, workshops, seminars and other in-person and online activities at international or national level, accessible to all Members and if deemed relevant to other relevant stakeholders,
- d. Participation in internationally, European or national funded projects, both as coordinator and as partner,
- e. Lead or assist with the development of applications/proposals for the obtention of funding aimed for Education and Higher Education stakeholders at national and/or international level,
- f. Participation in consultations at the global, regional or European level,

- g. Leading or participating in initiatives, in cooperation with/or to support other organizations and stakeholders active in the field of Research, Education and Training, primarily focusing on Higher Education, and
- h. Perform advocacy and representation work through both direct engagement with policymakers and the organisation or support of campaigns, the dissemination of information and the issuance of publications.

To achieve its objectives, the association may receive any material or financial assistance or contribution from public or private entities and natural persons. The funds and materials thus received shall be exclusively used for the non-profit objectives of the association.

The association can perform any activities directly or indirectly related to its purpose. It can cooperate and contribute to any activities having a similar purpose.

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:

- a) the institutions mentioned in the constitutive act;
- b) any legally constituted university complying with the membership criteria listed below 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.

Membership criteria:

- The university must be based in the capital city of a member state of the Council of Europe.
- The university must be committed to high quality teaching and research and strive for excellence in both areas at the European and international level.
- One member per capital is the rule. However, well-motivated exceptions can be accepted. Before considering the candidature of a university located in an "already-UNICA capital", the previous member(s) in the capital shall be notified and asked if they have nothing against as to the membership of the university-candidate.
- The university must be publicly funded.
- The university should be comprehensive providing degrees at Bachelor, Master and Doctoral level. However, universities lacking the full range of faculties and/or degrees are not ineligible, as there may be valid national reasons for the restricted range. Judgement is required on each application.

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 whose possible exclusion is proposed.

Article 7. Subscription

The annual membership fee shall be fixed by the General Assembly.

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 Head of the Institution or, in her/his 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:

- a. the admission and exclusion of members;
- b. the election and dismissal of the members of the Steering Committee and, if necessary, of the auditors;
- c. the election of the President;
- d. the approval of the appointment of the Secretary General;

- e. the determination of the amount of the annual subscription;
- f. the approval of the budget, the accounts and the annual balance sheet;
- g. any modification of the statutes;
- h. the approval of internal rules and regulations proposed by the Steering Committee;
- i. the approval of the agenda proposed by the Steering Committee;
- j. the dissolution of the Association;
- k. all other cases where required based on the law or the statutes.

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 by email 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, or represented, each member holding one vote.

However,

- a. 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;
- b. 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, upon simple request.

With the exception of amendments to the Statutes, members may, unanimously, take in writing any decision within the power of the General Assembly.

To this purpose, the Steering Committee will send a communication (by e-mail or any other tool) to all the members and to any commissioners, with the agenda and the proposals for decisions, asking the members to approve the proposed decisions and return the communication duly signed by the deadline indicated in the communication, to the email or to the address—indicated in the communication.

The decisions shall be considered as not valid if all the members entitled to vote have not approved all the items on the agenda and the written procedure, by the aforementioned deadline.

The decision must consist of one or more documents containing the resolutions signed by each member manually or by electronic signature in accordance with the requirements of Belgian law. The date of such resolution is the date of the last signature.

The decisions taken according to this procedure are considered as taken at the registered headquarters of the Association.

The members of the Steering Committee and the potential commissioners have the right to be informed of the decisions taken, at the headquarters of the Association.

The members of the association can participate remotely in the General Assembly through digital tools made available by the association. Members who take part remotely in the General Assembly are considered as present at the place where the General Assembly is held as far as the compliance with the conditions of attendance and majority are concerned.

The Steering Committee can define the procedures based on which members can participate remotely in the General Assembly and can therefore be considered as present.

The association must be able to verify, through the digital tools used, the quality and the identity of the members attending the General Assembly remotely. The conditions to verify and ensure the quality and identity of the members wishing to attend the meeting remotely are defined by the Steering Committee. The use of digital tools may be subject to additional conditions set by the Steering Committee for the sole purpose of guaranteeing the security of the aforementioned digital tools.

For the application of the above paragraph, without prejudice to any restrictions imposed by or under the law, the digital tools shall at least allow members - directly, simultaneously and continuously - to become acquainted with the discussions during the assembly and, with regard to the members having the right to vote, to exercise the right to vote on all the points the assembly is called upon to decide. The invitation to the General Assembly shall include a clear and precise description of the statutory procedures, or of the procedures established according to the statutes, relating to the remote participation in the General Assembly.

The minutes of the General Assembly shall mention any technical problems and incidents that have prevented or disrupted the remote participation in the General Assembly and/or the digital vote.

The members of the desk of the General Assembly cannot attend the general meeting electronically.

Section 2. The Steering Committee

Article 13. Composition

The association is managed by an administrative body called "Steering Committee".

The Steering Committee of the Association is composed of the President and of 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 not include more than one representative from each member University and more than one representative from the same country.

The Steering Committee members shall designate the Vice President of the Association from among the Members of the Steering Committee.

One member of the Steering Committee should be proposed by a Member University located in Brussels.

The Steering Committee shall be elected for a period of two years (except for the President of the Association, who is elected for four years). Its members may be re-elected twice, starting on the date of the General Assembly during which they were elected, for a total of three mandates.

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

The office of the Steering Committee members is not remunerated.

The Steering Committee may invite specialists to attend its meetings if necessary.

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:

- a. submit proposals to the General Assembly concerning the policy of the Association;
- b. prepare the agenda for meetings of the General Assembly;
- c. make recommendations to the General Assembly in relation to the admission and exclusion of members;
- d. manage and allocate the funds of the Association in accordance with the budget approved by the General Assembly;
- e. take all necessary decisions concerning the programmes of the Association;

- f. form and organise working parties and committees commissioned to carry out research or activities on specific issues;
- g. draw up internal rules and regulations;
- h. render an account of its activities to the General Assembly in an annual report.
- i. propose the annual budget;
- j. propose to waive part or all outstanding unpaid membership fees of a member under special circumstances.

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. The convocation shall be sent to the SC members by email at least one week prior to the meeting.

The meetings may also be convened upon request of at least half of the members of the Steering Committee.

The Steering Committee may meet by conference call or videoconference, provided that all participants in the meeting can communicate directly with the others. Steering Committee members who participate in a Steering Committee meeting remotely will be considered as present.

Article 16. Decision Making

The decisions of the Steering Committee shall be taken validly in the presence, in person or remotely, of at least half of 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.

The decisions of the Steering Committee can be taken by unanimous decision of all the Steering Committee members, expressed in writing by email.

The decisions of the Steering Committee shall be kept in a file accessible to the members.

Section 3. The President of the Association

Article 17. Election

The President of the Association is elected by the General Assembly for a period of four years.

She/he shall be eligible for re-election once only, starting on the date of the General Assembly during which she/he was elected, for a total of two mandates. She/he shall be selected from those persons holding or having held the office of Rector, Vice-Rector, Chancellor, Vice-Chancellor, President or Vice-President, Principal or Vice Principal of one of the member universities. The President is as of right a member of the Steering Committee. The office of the President is not remunerated.

Article 18. Powers

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

If the President ceases his/her activities, the Vice-President shall take up her/his 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, following a public call. This appointment shall, however, be approved by the General Assembly at its next meeting.

The Secretary General shall have:

- a high level administrative or academic profile,
- excellent knowledge and understanding of the European Higher Education and Research landscape and of its main stakeholders and developments,
- experience in developing strategies and policies related to Higher Education and Research,
- experience in working at and/or with European Higher Education and Research stakeholders.

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 reports to the President of the Association. She/he shall exercise her/his functions under the responsibility of the Steering Committee and the President and within the approved budget.

The Secretary General shall have the powers specifically granted by these Statutes. In particular, in collaboration with and under the authority of the President and the Steering Committee, the Secretary General shall have the following powers:

- The Secretary General shall assume the responsibility for the daily management of the Association and have power of signature pertaining to her/his office;
- She/he is authorised to represent the Association before its members or before third parties;
- The Secretary-General shall be a permanent observer at all bodies of the Association and shall have the right to attend all meetings of the aforementioned bodies without voting rights and with the right to be heard.

Article 21. Functions

In collaboration with and under the authority of the President and of the Steering Committee, the Secretary General shall have the following functions:

- the coordination and the organisation of the meetings of the Steering Committee;
- the coordination and the organisation of the meetings of the General Assembly;
- the execution of the decisions taken by the General Assembly and by the Steering Committee;
- the preparation of the draft annual work plan, of the draft annual accounts and of the draft budget to be submitted to the Steering Committee for finalisation and approval;

- support the development and implementation of the strategy and policy initiatives of the Association and supervise their execution,
- ensure the follow-up of the activities of the network and of the working groups ~~workshops~~ and committees;
- Fundraise and grow the capacity of the Association;
- The supervision of the financial affairs of the Association and the management of the funds of the Association in accordance with the budget and with the decisions of the General Assembly and of the Steering Committee;
- Promote and encourage collaboration between members and members' engagement,
- Ensuring the public relations of the Association, particularly regarding communication and cooperation with third parties and with high-level public and European authorities and stakeholders,
- Manage the Secretariat 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 by the President or the Secretary General, each of them individually. 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 lawsuits, 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, in person or online.

Article 25

The purpose of the annual meeting of the International Relations Officers is to co-ordinate 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:

- a. the procedure concerning the election of the President, of the members of the Steering Committee, of the IRO Observer to the Steering Committee, and of the Coordinators of the UNICA Working Groups;
- b. the procedure concerning the appointment of the Secretary General;
- c. the role of Office Coordinator;
- d. the formation, the composition of and the powers conferred to working groups and committees;
- e. the rules concerning the start and termination of membership.

Chapter V. Dissolution. Liquidation

Article 27

The Association may only agree to its dissolution/liquidation in accordance with the procedures 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.

The assets resulting from the liquidation of the association will be allocated to a disinterested purpose (e.g. non-profit organization in the field of Higher Education).

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