

Articles of Association of CEENQA

Section 1: Name

1. The name of the Association is “Central and Eastern European Network of Quality Assurance Agencies in Higher Education” (CEENQA). The Association is a not-for-profit organisation and as such does not pursue any commercial objectives.
2. Following entry in the Registry of Associations, the acronym e.V. which stands for “eingetragener Verein” (registered association) will be added to the name.

Section 2: Headquarters

The Association shall be registered in Düsseldorf, Germany. The location of the Secretariat shall be determined by the General Assembly together with the appointment of the Secretary-General.

Section 3: Purpose and objectives of the Association

The purpose of the Association is the cooperation between the member organisations in the development and harmonisation of their activities in the field of quality assurance and quality improvement in higher education in Central and Eastern Europe, thereby contributing towards the development and implementation of the European Higher Education Area.

CEENQA is a non-profit association. It exclusively and directly pursues non-profit-oriented goals as defined by the section “Tax-privileged purposes” of the German revenue code. The Association’s activities are altruistic. It does not pursue goals primarily serving its own economic interest. The resources of the Association may be used only for statutory purposes. Members do not receive payouts or other monetary benefits, other than expenses incurred in the course of their work for the Association. No person may profit from expenses, which would be contrary to the purposes of the Association, or from disproportionately high allowances.

To achieve its purpose the Association has the following objectives

1. To assist each other in elaborating measures for harmonizing activities in quality assurance in the Central and Eastern European region, in order to participate in the European dimension of higher education, and to play a proactive role in shaping the European higher education area,
2. To serve as a clearing house for issues on quality assurance in higher education in the Central and Eastern European countries and to exchange information about background, aims, procedures and outcomes of activities of member agencies,
3. To share experiences and to foster cooperation in all fields of activity among member agencies.

The Association will comply with the German Civil Code.

Section 4: Activities of the Association

The Association will pursue the following activities:

1. Providing information and “best practice” examples in quality assurance and quality development in higher education,
2. Launching or participating in projects for the sake of better quality in higher education,
3. Seeking possibilities for applying for funds to support projects,
4. Organizing events, seminars, workshops, and conferences in its field,
5. Exchanging quality experts among CEENQA members,
6. Maintaining relations with other European and non-European organisations, which are important in terms of the purpose of the Association,
7. Maintaining a website in order to inform about these activities.

Section 5: Entry in the Register of Associations

The Association shall be registered in the Register of Associations.

Section 6: Admission of members and membership

1. Membership in the Association is open to organisations which are recognised by the authorities of the respective countries as national or regional agencies in the field of quality assurance in higher education.
2. Membership is subject to formal admission. Applications must be addressed in writing to the President of the Association. Admissions shall be approved by the General Assembly, following consideration of the application by the Executive Board. Membership shall become effective upon receipt of a written declaration of admission.
3. Membership in the Association does not bar members from membership in other international or national organisations.
4. Membership is subject to the obligations mentioned in these Statutes.

Section 7: Resignation, membership fees, exclusion

1. Members are entitled to resign from the Association at the end of each calendar half-year by giving 4 weeks’ notice (receipt by the secretariat). Notice must be addressed in writing to the President.
2. Each member is under an obligation to pay the membership fee by 1 April of each year. The membership fee shall be determined each year by the General Assembly for the subsequent year.
3. The voting rights of members whose membership fee has not been received in the bank account of the Association at least four weeks prior to the date of the General Assembly shall be suspended by force of these Statutes for the duration of the General Assembly.

The voting rights shall be restored in case the membership fee which was overdue has been paid.

4. The General Assembly may decide to exclude a member on the basis of a recommendation by the Executive Board if the member (a) has failed to meet its financial obligations towards the Association for two consecutive years; (b) has violated the Statutes or Articles of the Association by its actions or behaviour; or (c) brings the Association into disrepute. In the case of (b), the Executive Board may, in urgent cases, temporarily suspend a member until the General Assembly has reached a final decision. No member shall be excluded before having been granted the opportunity to present their case in writing or orally before the General Assembly. The Executive Board shall inform the member concerned of its intention to exclude the latter at least two weeks prior to the General Assembly.

Section 8: Membership with observer status

1. Agencies as defined in Section 6 (1) and other organisations which support the objectives of the Association may apply for membership with observer status. Decisions concerning admissions shall be made by the General Assembly, following consideration by the Executive Board.
2. With the exception of the passive and active right to vote in the General Assembly, members with observer status are entitled to participate in all functions, initiatives, and activities of the Association.
3. Members with observer status shall pay an annual membership fee which shall be determined by the General Assembly.

Section 9: The General Assembly

The General Assembly is the highest decision-making and supervisory organ of the Association and consists of representatives of the members. The functions of the General Assembly are:

1. to elect the members of the Executive Board,
2. to elect the President and Vice President from among the members of the Executive Board members,
3. to elect the Treasurer from among the Executive Board members,
4. to appoint or recall a Secretary-General,
5. to consider the recommendations of the Executive Board concerning new membership applications and to decide upon admissions,
6. to consider the recommendations of the Executive Board regarding the exclusion of members and to make decisions to that effect,
7. to discuss and confirm the work programme of the Association, following preparation of the programme by the Executive Board,
8. to vote on the financial statements for the financial year, the financial budget for the next year and the membership fees,
9. to discuss and adopt the procedures for internal audits,
10. to elect the internal auditors,

11. to decide on other issues on the proposal of the Executive Board or one or more members.

Section 10: Scope and membership in the General Assembly

Members may delegate a representative and a deputy representative to the General Assembly.

Section 11: Meetings of the General Assembly

1. The General Assembly of the Association shall be convened at least once every other year.
2. The General Assembly shall be convened by the President in writing at least one month prior to the date of the Meeting. The President may delegate this task to the Secretary-General. The convening notice must state the subject of the resolution(s) to be adopted (agenda). The notification period shall commence upon posting of the notice to the last known member address.
3. The President shall act as chairman of the Meeting. In case the President is unable to attend, the Vice President shall chair the Meeting. If he or she is unable to attend, the Meeting shall elect a chairman for that Meeting.
4. Minutes of the resolutions shall be kept for each session of the General Assembly. Upon adoption by the General Assembly, the minutes shall be approved by the President and made available to the members of the Association.

Section 12: Quorum and casting of votes in the General Assembly

1. Every General Assembly which has been properly convened shall be quorate. Resolutions shall be adopted by simple majority of the votes cast by the members present in the General Assembly. Each member which is represented in the General Assembly shall have one vote. Voting on personal matters shall be by secret ballot. Ballots on other matters shall be open unless at least one requests a secret ballot. The minutes shall be signed by the Chairman of the Meeting. Each member shall be entitled to inspect the minutes.
2. For resolutions on the dissolution of the Association, or any amendment of or supplement to these Articles of Association two thirds of the members with voting rights are required to attend the Meeting. If a General Assembly for the purpose of dissolving the Association is not quorate, a further Meeting with the same Agenda must be convened within four weeks of the date of the first Meeting. This Meeting is to be held at the earliest two and at the latest four months after the date of the first Meeting. The convening notice for the further Meeting must point out that the quorum requirement will be reduced. The new Meeting will be quorate irrespective of the number of members present.
3. Resolutions by the General Assembly required between general assembly meetings may also be adopted in the form of a circular resolution by e-mail. In the case of circular resolutions, votes must be cast within 21 calendar

days from the date the circular ballot was requested in writing. Decisions by circular resolution shall be adopted by simple majority of all members. If a resolution cannot be adopted because the turnout in the ballot was too low, a further ballot on the agenda item concerned may be held within six weeks of the date of the first written notice. In this case, too, votes must be cast within 21 days from the date the circular resolution was requested in writing. The notice requesting a further ballot must point out that the quorum requirement will be reduced. The new ballot shall be valid irrespective of the number of votes cast. Resolutions shall therefore be adopted by simple majority of the votes cast.

4. In case of circular resolutions on the dissolution of the Association, or any amendment of or supplement to these Articles of Association, the votes must be cast within six weeks from the date the circular resolution was requested in writing. A two-thirds majority of the members is required for such a resolution to be adopted.

Section 13: Executive Board

1. The General Assembly shall elect an Executive Board to carry out all ongoing tasks and work between the General Assemblies. The Executive Board consists of 8 members who represent 8 member organisations from different countries. Of these Executive Board members, at least one should represent an organisation based in each of the following regions: a) EU member states, b) European non-EU member states, c) Eastern Mediterranean, d) Central Asia and Caucasus. The Executive Board members (including the President and Vice President) shall be elected for a period of two years. Members may be re-elected for two additional periods of office.
2. If the position of President, Vice President or Treasurer or that of another Executive Board member becomes vacant during the period of office, the Board may appoint an interim President, Vice President, or Treasurer from among the Executive Board members, or an Executive Board member, who will act in this function until the next General Assembly.
3. The Executive Board shall meet at least once a year.
4. The Executive Board shall have a quorum if more than 50 % of the members attend the meeting or if more than 50 % of the members take part in decisions in the form of a circular resolution by e-mail. Decisions shall be adopted by simple majority. In case of a tie of votes, the vote of the President (or chairman of that Meeting) shall be decisive.
5. The President shall act as chairman of the Meetings of the Executive Board. In case the President is unable to attend, the Vice President shall chair the Meeting. If he or she is unable to attend the Meeting shall elect a chairman for that Meeting.

Section 14: Functions of the Executive Board

1. The Executive Board shall act on behalf of the General Assembly in areas where this is necessary between General Assemblies. Excluded from this authorisation are the admission of new members, the election of the

President and Vice President or the election of Executive Board members and the adoption of the budget of the Association. The General Assembly shall have exclusive power to make decisions concerning the above aspects.

2. The main functions of the Executive Board are to:
 - prepare the work programme and coordinate the activities of the Association
 - consider and prepare the Association's budget
 - propose the membership fees
 - review membership applications and make recommendations to the General Assembly
 - discuss proposals concerning the exclusion of members and make corresponding recommendations to the General Assembly

Section 15: President and Vice President

1. Following the election of the Executive Board, the General Assembly shall elect a President from among the Board members. The General Assembly shall also elect a Vice President. The President and the Vice President shall be elected for a period of two years. They may be re-elected twice.
2. The President and the Vice-President both individually shall act as the legal representative of the Association in all civil matters and all lawsuits, whether as claimant or as defendant. In litigation proceedings each may be represented by someone acting on the basis of a special power of attorney to that effect. Both of them shall implement the decisions of the General Assemblies and shall act as President and Vice President of the General Assemblies. The President and the Vice President shall have sole power of representation in legal matters.
3. The President and, alternately, the Vice President have the right to dispose of the financial means of the Association after approval by a majority of the Executive Board. Either the President or, if the President is incapacitated or otherwise unable to perform this task, the Vice President must undersign transactions exceeding the amount of € 2,500.

Section 16: Secretary-General

1. The General Assembly shall appoint a Secretary-General who will assist with the management of the Association.
2. The Secretary-General shall have the right to represent the Association in matters not requiring legal jurisdiction.
3. The Secretary-General shall have the right to dispose of financial means of the Association for transactions not exceeding € 2,500.

Section 17: Treasurer

The Treasurer may be appointed by the General Assembly for a term of office of two years and may be re-elected twice. The Treasurer shall be responsible for the compilation of the annual accounts and the budget.

Section 18: Internal auditor(s)

The internal auditor(s) shall be appointed by the General Assembly for a period of office of two years and may be re-appointed twice.

Section 19: Amendment of these Statutes

1. These Statutes may only be amended by the General Assembly in accordance with Section 12 above. Any amendments to these Statutes shall become effective internally immediately upon adoption by the General Assembly. However, amendments shall not be legally in force until made public by way of entry in the Register of Associations in accordance with Section 71 of the German Civil Code.
2. Any proposal for an amendment of or supplement to the Statutes must be submitted in writing to the President of the Association at least six weeks prior to the General Assembly.
3. An amendment of or supplement to the Statutes by circular resolution is possible. See Section 12.
4. The Executive Board is authorised to carry out amendments of, or supplements to the Statutes if this is deemed necessary by the Register Court or fiscal authorities for entry and/or legal recognition as registered association, provided that the purpose of the Association remains unchanged.

Section 20: Dissolution of the Association

The Association may be dissolved by resolution of the General Assembly (Section 12 of these Articles). The liquidation shall be carried out by the Executive Board. In the case of the dissolution or abolition of the association or with the omission of tax- privileged purposes the fortune of the association goes to UNESCO, who must use it directly and exclusively for non-profit, charitable or ecclesiastical purposes. Liability is split between all members.

Split, 28 May 2011

Amended Sarajevo, 12 May 2012, Bucharest 1 June 2013, Astana 3 June 2023