

# **IREG Observatory on Academic Ranking and Excellence**

## **STATUTE**

*(Revised version adopted by the General Assembly, 16 May 2014)*

### **CHAPTER I – NAME, REGISTERED OFFICE, OBJECTIVES, DURATION**

#### **Article 1**

Pursuant to this document, under the procedure of Part III of the Belgian Law on non-profit associations, foundations and international non-profit organisations of 27 June 1921, an international non-profit organisation is being formed under the name: “IREG Observatory on Academic Ranking and Excellence”, with an abbreviated name: “IREG Observatory” (hereinafter referred to as the “Association”).

#### **Article 2**

The registered office of the Association is located within the jurisdiction of the courts in Brussels at the following address: 1050 Bruxelles, rue Washington 40. Pursuant to a decision of the General Assembly, the registered office can be moved to any other location in Belgium.

#### **Article 3**

The purpose of the non-profit Association covers scientific and educational activities, such as: strengthening the public awareness and understanding of academic rankings and academic excellence with special consideration given to the relevant standards and practices of national, regional and international rankings and their impact on higher education, social groups and policy makers.

The Association will pursue this objective through launching and implementing programmes and projects, taking supportive and information measures as well as network actions, and through IREG Observatory recognition of academic rankings prepared in compliance with the best quality standards, prescribed for example by the Berlin Principles on Ranking of Higher Education Institutions.

#### **Article 4**

The Association is created for an open-ended term.

## **CHAPTER II – MEMBERS**

### **Article 5**

5.1 Categories of members: full members, associated members and honorary members; the last category applies to individuals only.

Full members can be institutions, organizations and other bodies engaged in broadly understood academic rankings and classifications of universities, research, evaluation and analysis of the quality of higher education and related issues.

Associated members can be international or national organization that shares goals of IREG Observatory may apply for associated membership. Associated members may attend the sessions of the General Assembly but do not enjoy the right to vote.

Honorary members can be individuals with significant achievements in the area of research, evaluation and analysis of the quality assessment, in particular of academic rankings and classifications of universities and other higher education institutions. Honorary members have the right to attend the sessions of the General Assembly; they have a voice but do not enjoy the right to vote.

### **5.2 Appointment of new members**

Applications for full membership and associated membership shall be addressed to the President who will, after having consulted the Executive Committee, convene the General Assembly within three months. Applications shall be accompanied by recommendations from two members of the Association.

The General Assembly will decide about the appointment of new members by a two-thirds majority of votes of the full members present or represented.

The Association does not have to provide any reasons for its refusal to accept a candidate.

### **Article 6**

Members may, freely and at any time, step out of the Association by submitting their resignation to the President by a registered letter with return receipt requested. The resignation will take effect on the day of receipt of any such letter.

Resigning members are required to pay fees and contributions due and payable on the effective date of their resignation. As from the day of their resignation, they will cease to enjoy the rights and privileges

conferred upon members and will no longer be entitled to have any claim on the Association's assets.

#### Article 7

Membership is lost (subject examination by the Executive Committee) if:

- a given member ceases to carry out the activities described in Article 5.1 of this statute;
- a fee, contribution or any other amount due and payable to the Association is not paid within the three months after the end of a given financial year of the Association and having received a reminder from the Managing Director by a registered letter.

A member may be suspended or excluded pursuant to a decision of the General Assembly, at the request of the President after consultations with the Executive Committee. In this case, the Managing Director shall send a copy of this request to this member along with an invitation to participate in the Assembly and to present his defence. A decision on the suspension or exclusion of a member will be taken with a two-thirds majority of votes of the members present or represented at the General Assembly.

The Executive Committee may suspend – until the General Assembly takes the relevant decision – any member that it has found guilty of a serious default on the performance of member's duties or of a failure to comply with the principles of honour and honesty in its activities.

Excluded members continue to be obliged to pay annual fees and contributions due and payable on the effective date of the exclusion. Excluded members are not entitled to any repayment of the fees and contributions already paid by them. As from the effective date of their exclusion, excluded members cease to enjoy the rights and privileges conferred upon them beforehand.

#### Article 8

Each full member is entitled to participate in General Assemblies, to vote thereat and to enjoy any and all rights conferred upon members under this Statute.

Each full member is obliged to pay an annual fee and any other charges to be specified by the General Assembly. Associated and honorary members are not obliged to pay a fee.

The amount of the fees is determined by the General Assembly upon a proposal of the Executive Committee.

None of members will be considered as personally liable for any debt or commitment of the Association, even if the debt or commitment was contracted by a member in the name of the Association pursuant to a valid authorisation.

Financial liabilities of the Association are covered by its own assets.

### **CHAPTER III – THE ORGANS OF THE ASSOCIATION**

#### **Article 9**

The organs of the Association are:

- the General Assembly;
- the Executive Committee;
- the Secretariat.

#### **The General Assembly**

#### **Article 10**

The General Assembly consists of all full members of the Association. The General Assembly is fully authorised to pursue the objectives and to carry out the activities of the Association. Therefore, the following rights are exclusively reserved for the General Assembly:

- a) the admission of new members of the Association with a two third majority of votes of the members present or represented.
- b) the election of members of the Executive Committee and auditor(s) when the Association is required to have one (or more) elected,
- c) the approval of the budget and the annual accounts,
- d) the granting of discharge to members of the Executive Committee and to a auditor(s), if appointed,
- e) the modification of the Statute,
- f) the drawing up and modification of by-laws,
- g) the fixing of the amount of annual fees,
- h) the exclusion as well as the admission of members, with a two-thirds majority of votes of the members present or represented,

- i) the dissolution of the Association and its terms and conditions,
- j) any other actions required by law.

#### Article 11

The General Assembly must be held at least once in two years. This assembly is termed as the "Ordinary General Assembly".

Ordinary General Assemblies and Extraordinary General Assemblies will be chaired by the President or, in his/her absence, by one of the Vice-presidents.

Convocations to Ordinary General Assemblies and to Extraordinary General Assemblies are sent out by the Executive Committee. They specify the date, venue and the agenda of the Assembly and will be sent out to members by a letter, fax or e-mail within a reasonable period of time so that they are received at least sixty (60) days in advance of the scheduled date of the Assembly or thirty (30) days in case of General Assembly by electronic vote.

#### Article 12

The General Assembly may validly deliberate only those issues that are placed on the agenda attached to the invitation to the Assembly. However, if all members are present, in person or virtually, the Assembly may deliberate any issues that are not included in the agenda.

The right to vote is vested to all full members of the Association. Each member is entitled to one vote. Members may appoint a proxy to represent them at the Assemblies. The right to vote of full members who failed to pay their contribution or any other amount payable can be suspended by the Executive Committee.

For the General Assembly to have a quorum, at least half of the full members must be present in person, virtually or represented by proxy.

If there is no quorum, the Assembly will be adjourned. A new Assembly will be convened with the same agenda and the invitation will be sent out within thirty (30) days. Every General Assembly so adjourned and re-convened will be capable of being validly held and adopt resolutions irrespective of the number of members present or represented thereat.

The rules governing virtual presence at the Assemblies and electronic voting are set out in the by-laws.

Unless otherwise stated in this Statute, decisions taken at the General Assembly will be adopted by a simple majority of votes of the full members present or represented.

Minutes of every General Assembly will be signed by at least two members and by the President. Original minutes are entered in a special register kept at the registered office of the Association (where they are open for inspection to every member free of charge). A copy of these minutes will be sent out at the request of each full member of the Association by fax or e-mail.

#### Article 13

Full members are entitled to delegate, in writing, via e-mail or fax, their rights to other members present or represented or to any other individual duly authorised to this effect.

### **The Executive Committee**

#### Article 14

The Association is managed by the Executive Committee, the members of which are elected by the General Assembly. The outgoing President remains a non-voting member of the Executive Committee for a further period of four years.

The number of members of the Executive Committee cannot be less than seven (7). The Executive Committee should have a reasonable representation from countries and regions. Not more than one elected Executive Committee member shall be from the same country. The Executive Committee should also have a reasonable representation from ranking organizations, universities, and other stakeholders.

The mandate of members of the Executive Committee lasts for four (4) years, and can be renewed. In addition to the expiry of a mandate due to the expiry of the term of office, a mandate terminates upon the resignation of a member, loss of capacity to perform civil law acts, appointment of a provisional administrator for a member or upon his dismissal.

Members of the Executive Committee can be dismissed for cause (such as violation of any provisions of law or of this statute or for remaining absent from more than half of the Executive Committee meetings during the period of two years) by the General Assembly with a three-quarters majority of votes of the full members.

If the mandate of a member of the Executive Committee expires for any of the reasons listed above, the next General Assembly should appoint another member in his/her place, whose mandate will expire on the expiry date of the mandate of the dismissed member.

If the number of members of the Executive Commission drops below seven (7) individuals, the Executive Committee may – provisionally and

as a replacement – appoint new members, who will perform their duties until the next General Assembly. The General Assembly, following the appointment of replacement members, may adopt a resolution on the appointment of members co-opted in this way until the expiry of the mandate of dismissed members or on the appointment of those members for a new four (4) years' term of office (new mandate).

All decisions of the General Assembly concerning the appointment and dismissal of members of the Executive Committee must comply with the provisions of law and must be announced to the public.

The Executive Committee is fully authorised to take decisions, subject to the powers and authority conferred to the General Assembly. It gives guidance and advice to the Managing Director and supervises the work of the Secretariat. In order to attain the Association's objectives set out in Article 3, the Executive Committee may form other bodies and entrust them with the performance of specific tasks in specified period of time.

The Executive Committee shall have power to extend the term of President, Vice-presidents, and other members of the Executive Committee for a period not exceeding six months pending a decision of the General Assembly.

A meeting of the Executive Committee will be held at least once a year and may be convened by the President or one third of the Executive Committee members. Invitations will be sent out by a letter, fax or e-mail and must be served upon the addressees at least sixty (60) days before the scheduled date of the meeting or thirty days (30) in case of Executive Committee meeting by electronic vote.

The Executive Committee may validly hold its meeting and adopt resolutions if at least half of its members are present – virtually or in person – or represented. Unless otherwise stated in this statute, decisions of the Executive Committee are taken by an absolute majority of votes of the members. In the case of a tied vote, the President will have the casting vote.

Minutes of every meeting of the Executive Committee will be signed by at least two members and the President. Original minutes will be entered in a special register kept at the registered office of the Association.

## **The Secretariat**

### Article 15

The Secretariat consists of the Managing Director and any such other staff as required.

## **CHAPTER IV – THE OFFICERS OF THE ASSOCIATION**

### Article 16

The officers of the Association are:

- the President;
- the Vice-presidents;
- the Managing Director.

## **The President**

### Article 17

The President is elected by the General Assembly for a term of four (4) years by an absolute majority of votes of the full members. The mandate of the President lasts for four (4) years and can be renewed only once.

The President, who can be elected from outside the members of the Association, should be an individual enjoying excellent reputation in the areas covered by the mission of the Association.

### Article 18

The President or, in his/her absence, one of the Vice-presidents will chair the Executive Committee and the General Assembly.

The President can be dismissed by the General Assembly at the request of one third of the full members and with an absolute majority of votes of the full members.

The President convenes an Extraordinary General Assembly on a motion of the Executive Committee or at the written request of one-third of full members. This request should be submitted to the Managing Director by a registered letter. The agenda of such Extraordinary General Assemblies shall be presented in a decision of the Executive Committee or, as the case may be, in the written request of the full members.



## Article 19

In addition to the right to chair meetings of the Association, the President has the right to vote and is vested with all other powers conferred upon members of the Executive Committee.

Within his/her attributes, the President:

- ensures that the Association operates effectively with a view to continuing the implementation of its mission and objectives;
- represents the Association in events relevant to the mission of the Association;
- nominates Vice-presidents to be approved by voting by the Executive Committee and defines their responsibilities;
- proposes, in consultation with the Vice-presidents and Managing Director, for approval, to the Executive Committee the working teams for different activities of the Association (e.g. IREG Audit);
- proposes creation of advisory bodies or nomination of persons providing such services and defines their attributions;
- proposes, in consultation with the Vice-Presidents and the Managing Director, the agenda of the meetings of the Association to be approved by the Executive Committee;
- proposes, with motivation, the dismissal of Vice-president(s), and the Managing Director; which must be approved by voting by the Executive Committee;
- proposes, together with the Vice-president in charge of this area, whenever they find necessary, for approval, to the Executive Committee, a financial audit of the Association.

## **The Vice-presidents**

### Article 20

- At the proposal of the President and with the approval of the Executive Committee, up to four (up to 4) members of the Executive Committee may be appointed as Vice-presidents who are assigned by the President responsibilities in specific areas.

In the absence of President, one of the Vice-presidents will chair the Executive Committee and the General Assembly.

## **The Managing Director**

### Article 21

The Executive Committee appoints, at the proposal of the President, by a simple majority of votes of members of the Executive Committee presented or represented, a Managing Director for a term of four (4) years. The mandate of the Managing Director is renewable.

The Managing Director is authorised to manage the day-to-day activities, with assistance of other members of the Secretariat, organization and financial matters of the Association. He/she prepares General Assembly and Executive Committee meetings. He/she enforces the implementation of their resolutions, unless any other decision is taken in this respect.

The Managing Director draws up and keeps minutes of all meetings and keeps – in a proper manner – books, reports, certificates, accounts and all other statements and documents required by law.

The Managing Director is entitled to delegate, on his/her own responsibility, powers and authority regarding contacts with the postal services, banks and any other administrative body.

The Managing Director reports to the President.

## **CHAPTER V – REPRESENTATION OF THE ASSOCIATION**

### Article 22

Before third parties and in all court cases, the Association is represented by the President or a Vice-president nominated by him/her.

In the ordinary course of business, the Association may be validly represented by the Managing Director.

## **CHAPTER VI – FINANCIAL YEAR, BUDGET, ANNUAL ACCOUNTS**

### Article 23

The financial year starts on 1 January and ends on 31 December each year.

The Executive Committee, at the proposal of the President and by the Managing Director, approves each year a budget for the following year

and reviews accounts for the past year. These documents are then submitted to the General Assembly for approval.

The Managing Director cooperates with the Vice-president responsible for financial and administrative issues in construction and execution of the budget.

## **CHAPTER VII – CONFERENCES AND PUBLICATIONS**

### **Article 24**

The Executive Committee shall arrange at least one IREG conference in two years at the same time as the meetings of Ordinary General Assemblies. It may organize other conferences, symposia, seminars, etc. and other programs on its own initiative, or in collaboration with other organizations.

The Executive Committee may make necessary arrangements for dissemination of the proceedings and papers presented at the conferences and other meetings; or it may make arrangements to publish such materials on its webpage.

## **CHAPTER VIII – ADVICES AND ADVISORY BOARD**

### **Article 25**

The President and the Executive Committee may seek advice from individuals from within or outside of the Association.

The Executive Committee may form the Advisory Board dealing with specific issues which will be headed by the President of the Association, who may appoint another member of the Executive Committee for the representation of the Association in such body.

## **CHAPTER IX – MODIFICATION OF THE STATUTE, DISSOLUTION OF THE ASSOCIATION**

### **Article 26**

The Statute may be modified at any time by the General Assembly ruling with an absolute majority of votes of the full members.

## Article 27

At the request of the Executive Committee, the General Assembly decides on the dissolution of the Association with an absolute majority of votes of the full members.

The General Assembly specifies the liquidation procedure, after determining that the net assets (if any are left after the liquidation) shall be contributed to another international for public benefit organisation whose objectives are as close and similar as possible to the objectives of this Association. Such institution shall be selected by the General Assembly.

## **CHAPTER X - GENERAL PROVISIONS**

### Article 28

At the request of the Executive Committee, the General Assembly may adopt internal by-laws by an absolute majority of votes of the full members; their provisions shall comply with the statutes and ensure the proper operation of the Association.

### Article 29

The working language of the Association is English. All documents and information will be drafted in English, except for the statutes and any other documents that, in accordance with the provisions of Part III of the Law on non-profit associations, international non-profit organisations and foundations of 27 June 1921, must be published in Annexes to the Belgian Monitor and/or filed with the Chancellery of the Commercial Court. These documents will be drafted in French and any translation thereof into English will be non-official.

### Article 30

All matters not explicitly provided for by a statutory provision shall be governed by the law of the twenty-seventh of June nineteen twenty-one on not-for-profit associations, international not-for-profit associations and foundations.

Statutory provisions incompatible with the new legal provisions that have become effective and binding shall be deemed null and not valid.