



LONG TERM AND SUSTAINABLE MODEL EUTOPIA FOUNDATION

CY PARIS UNIVERSITY



Context: End of 2021, the ten presidents of EUTOPIA decided to engage the alliance into a process of creation of an International non-profit association under the Belgium law (AISBL). This decision complements the one regarding the non creation of a EUTOPIA foundation, as it was written in the original EUTOPIA 2050 bid.

Between January 2022 and November 2022, a “legal group” formed of representatives of the ten universities of EUTOPIA worked at the writing of the document below, Statute of EUTOPIA AISBL. A first draft version was shown and presented to the Presidents in September 2022. This second version is a consolidated one.

Work-group: Rezarta Cela, Per Cramer – UGOT, Vasilka Sancin – UL, Magali Jaouen – CY, Cristina Cos – UPF, Frederico Cavazzini – NOVA, Lize de Potter – VUB, Fabrizio Marella – CF, Valentina Radu – UBB, Niklas Lauter – TUD, Rachel Glover – UW. The group is chaired by Luciana Radut-Gaghi – CY.

Duration: January-November 2022

Table of content

TITLE I. NAME AND REGISTERED OFFICE	5
ARTICLE 1. NAME.....	5
ARTICLE 2. REGISTERED OFFICE	5
TITLE II. AIMS AND ACTIVITIES.....	5
ARTICLE 3. AIMS	5
ARTICLE 4. ACTIVITIES	6
TITLE III. MEMBERSHIP.....	7
ARTICLE 5. TYPES OF MEMBERSHIP.....	7
ARTICLE 6. NUMBER OF MEMBERS.....	7
ARTICLE 7. ADMISSION CONDITIONS.....	7
ARTICLE 8. ADMISSION FORMALITIES.....	7
ARTICLE 9. RIGHTS AND OBLIGATIONS.....	8
ARTICLE 10. RESIGNATION OF MEMBERS.....	8
ARTICLE 11. SUSPENSION OF MEMBERS	8
ARTICLE 12. EXCLUSION OF MEMBERS	9
ARTICLE 13. EXCLUSION OF RIGHTS TO THE PROPERTY OF THE ASSOCIATION.....	9
ARTICLE 14. MEMBERSHIP FEE.....	9
TITLE IV. ORGANISATIONAL STRUCTURE	9
ARTICLE 15. BODIES	9
TITLE V. GENERAL ASSEMBLY	10
ARTICLE 16. COMPOSITION	10
ARTICLE 17. COMPETENCES	10
ARTICLE 18. MEETINGS.....	10
ARTICLE 19. CONVOCATION AND AGENDA	10
ARTICLE 20. QUORUM ATTENDANCE AND VOTING.....	11
ARTICLE 21. MINUTES	11
VI. BOARD OF DIRECTORS	11
ARTICLE 22. COMPOSITION	11
ARTICLE 23. COMPETENCES	12
ARTICLE 24. EXTERNAL REPRESENTATIVE POWER	12
ARTICLE 25. DISCLOSURE REQUIREMENTS	12
ARTICLE 26. MEETINGS.....	12
ARTICLE 27. CONVOCATION AND AGENDA	13
ARTICLE 28. QUORUM ATTENDANCE AND VOTING.....	13
ARTICLE 29. MINUTES	13
TITLE VII. SUBSIDIARY BODIES.....	13
ARTICLE 30. SUBSIDIARY BODIES IN THE GOVERNANCE STRUCTURE	13
TITLE VIII. CENTRAL OFFICE	13
ARTICLE 31. CENTRAL OFFICE.....	13
TITLE IX. LIABILITY	14

ARTICLE 32. LIABILITY OF THE MEMBERS OF THE BOARD OF DIRECTORS	14
TITLE X. ACCOUNTANCY	14
ARTICLE 33. FINANCIAL YEAR	14
ARTICLE 34. ACCOUNTING	14
ARTICLE 35. SUPERVISION BY A SUPERVISORY AUDITOR	15
TITLE XI. DISSOLUTION AND LIQUIDATION	15
ARTICLE 36. VOLUNTARY DISSOLUTION OF THE ASSOCIATION	15
ARTICLE 37. DESTINATION OF THE ASSETS OF THE ASSOCIATION AFTER DISSOLUTION	15
ARTICLE 38. DISCLOSURE REQUIREMENTS	15
TITLE XII. CLOSE	16
ARTICLE 39. CLOSE	16

TITLE I. NAME AND REGISTERED OFFICE

Article 1. Name

The international non-profit association is constituted for an indefinite period under the name “EUTOPIA European University”, hereinafter referred to as “EUTOPIA”.

Article 2. Registered office

The association’s registered office is located in _____ Brussels, Belgium.

TITLE II. AIMS AND ACTIVITIES

Article 3. Aims

The non-profit aims of EUTOPIA shall be to:

- a) Contribute to the academic cooperation of its Members for the building of EUTOPIA as an alliance of universities;
- b) Provide leadership on the promotion of education, fundamental and applied research on all subjects as deemed suitable by EUTOPIA members;
- c) Ensure that pedagogical and research-intensive innovation are at the core of European, national and regional policy-making;
- d) Represent the interests of its members vis-à-vis the EU institutions, the governments of countries where the members have their registered office, and international organizations;
- e) Engage in European, national and regional policy-making, by advocating the public value of academic research and education, innovation, service to society, and fostering academic networks;
- f) Create opportunities for academics to engage with industry, public and private bodies, and non-profit organizations to explore ideas and to collaborate on areas of emerging interest and mutual benefit;
- g) Promote and encourage best practice in research-intensive education, including mobility; and anchor institutions work with non-academic partners; Respect, protect and pursue the following set of values-principles: a culture of inclusion; academic freedom; sustainable, responsible and ethical attitudes towards the planet; and transparent and equality-based co-construction processes in relation with the members and with other organizations.

Article 4. Activities

EUTOPIA may develop, alone or in collaboration with third parties all activities related to its purpose and, in particular, develop the following non-exhaustively listed activities:

- a) Develop a joint educational offer through financed projects and any initiative involving at least two members;
- b) Develop common research and innovation initiatives;
- c) Provide feedback to members regarding EU policy agendas, proposals and possibilities;
- d) Foster members' participation in EU funded projects;
- e) Maximize outcomes of granted EU research applications amongst members;
- f) Generate ideas for research projects funded by industry, or carried out in conjunction with industrial partners (e.g. funded by the EU, non-profit organizations, public and private bodies);
- g) Form networks and alliances with other R&D&I organizations and with like-minded lobby groups on an ad-hoc basis;
- h) Inform future EU policy agenda by proactively engaging with policy-makers across national boundaries;
- i) Provide facilities for partners or third parties, by holding meetings, conferences, seminars and promotional activities in support of EUTOPIA and its members;
- j) Advise national policy-makers on key issues of national debate on Higher Education;
- k) Advise national policy-makers in the Higher Education Area as a way of engaging with the European Council;
- l) Support members in national discussions about the future of research and development, deployment of structural funds, and innovative opportunities for engagement and capacity-building, where appropriate;
- m) Ensure that EUTOPIA can contribute meaningfully and effectively to global discussions on matters integral to its concerns;
- n) Facilitate and launch research, student and staff exchange programmes among members, including global partners.

In addition, EUTOPIA may support and have interests in any other activities or legal entities which are similar or related to those defined above. EUTOPIA shall perform and develop its activities either in Belgium or abroad and may be member of or set up other non-profit entities with purposes related to those of EUTOPIA.

TITLE III. MEMBERSHIP

Article 5. Types of membership

The association has two types of members: full members and associate members.

Article 6. Number of members

The minimum number of members of the association may not fall below three full members.

Article 7. Admission conditions

1. The conditions for joining the association as a full member are the following:
 - a. All current full partners of the EUTOPIA European University are full members of the association;
 - b. Only higher education institutions can become full members of the association;
 - c. All full members must be full partners of EUTOPIA European University.
2. The conditions for joining the association as an associate member are the following:
 - a. An entity must be a legal person;
 - b. The candidate must be willing and able to embrace the principles and mission of EUTOPIA and add value to it; and
 - c. The candidate must subscribe to the Statute of the association.

Article 8. Admission formalities

1. Applications for full and associate membership must be submitted in writing to the Board of Directors.
2. The Board of Directors proposes the admission of new members to the General Assembly.
3. The General Assembly decides unanimously on the admission of new members in its next meeting.
4. The decision does not need to be justified and no appeal against it is possible.
5. If the General Assembly decides against the admission of the new member, the candidate can re-apply for membership not sooner than one year after the decision of the General Assembly.

Article 9. Rights and obligations

1. Full members shall have the right to:
 - a. Be involved in the association's activities;
 - b. Attend the meetings of the governance bodies;
 - c. Participate in the General Assembly with voting rights;
 - d. Consult the minutes and decisions of the General Assembly, of the administrative body and of mandate holders acting within the association or on its behalf, as well as all accounting documents of the association.
2. Full members shall be obliged to:
 - a. Pay the annual membership fee;
 - b. Seek the attainment of the non-profit aims of EUTOPIA mentioned in Article 3;
 - c. Respect and abide by the provisions of the present Statute;
 - d. Promote the interests of the association at national, European and international level.
3. Associate members shall have the right to:
 - a. Attend events organized by the association;
 - b. Participate in the General Assembly without voting rights;
4. Associate members shall be obliged to:
 - a. Pay the annual membership fee;
 - b. Respect and abide by the provisions of the present Statute;
 - c. Act in accordance with the aims of the association.

Article 10. Resignation of members

Any member may resign from the association at any time by notifying the Board of Directors of that resignation, in writing, with, at least, a 6-month notice in order to accommodate possible activities already planned or being developed by the resigning member.

Article 11. Suspension of members

If a member acts contrary to the aims of the association, the Board of Directors can suspend the membership until a decision is made at the General Assembly on the exclusion from the membership.

Article 12. Exclusion of members

1. The membership can be terminated at any time by a special resolution of the General Assembly, convened by the Board of Directors or at the request of at least 1/5 of the members of the General Assembly, subject to the quorum and majority requirements prescribed for an amendment to the Statute.
2. Members can be excluded in case of breach of the present Statute, or in the event of any action which is deemed damaging to the Association's reputation or effectiveness.
3. The exclusion is scheduled with only the name. The member is informed by the Chair of the Board of the reasons for the exclusion. The member has the right to have a prior hearing at the General Assembly and may be assisted by a lawyer.
4. Voting on the exclusion of a member is by secret ballot and will be approved with a majority of 2/3 of the members present or represented in the General Assembly and voting.

Article 13. Exclusion of rights to the property of the association

1. No member may assert or exercise any claim to the property of the association, nor reclaim the contributions paid.
2. The exclusion of rights to the property of the association applies at all times: during membership, upon termination of membership for whatever reason, and upon dissolution of the association.

Article 14. Membership fee

1. All members pay an admission fee that is determined by the Board of Directors to be paid upon joining.
2. All members pay an annual membership fee that is determined annually by the Board of Directors and shall not exceed 200 000 euros per year.

TITLE IV. ORGANISATIONAL STRUCTURE**Article 15. Bodies**

The association has the following principal bodies:

- The General Assembly;
- The Board of Directors.

Subsidiary bodies as may be found necessary can be established in accordance with bylaws.

TITLE V. GENERAL ASSEMBLY

Article 16. Composition

1. The General Assembly shall consist of all full and associate members. Each full member shall have one vote. The associate members, representatives of the subsidiary bodies, and the Secretary General may attend but cannot vote.
2. The General Assembly is chaired by the Chair of the Board of Directors or, in her/his absence, by the Vice-Chair of the Board of Directors. In the Vice-Chair's absence, the General Assembly is chaired by another member of the Board of Directors.

Article 17. Competences

The General Assembly is the sovereign decision-making body of the association and has the exclusive competence to:

- a) Amend the Statute;
- b) Appoint and remove the statutory auditors and determine their remuneration, if any;
- c) Discharge directors and statutory auditors, as well as, where appropriate, file the association's claim against the directors and the statutory auditors;
- d) Approve the general strategy, the annual program of activities and the annual budget;
- e) Approve the annual report on activities and the annual accounts;
- f) Dissolve the association ;
- g) Accept and exclude a member.

Article 18. Meetings

1. The General Assembly shall meet at least once a year and within six months of the closing of the financial year.
2. The Board of Directors may call a General Assembly whenever it deems necessary, in the cases provided for by the Statute or by-laws or when at least 1/5 of the members of the General Assembly request so.
3. Meetings may be held in person or online.

Article 19. Convocation and agenda

1. The convocation must include the date, time and place of the General Assembly, as well as a draft agenda.
2. The agenda will be sent at least fifteen days prior to the date of the meeting of the General Assembly to all members by email.

Article 20. Quorum attendance and voting

1. In order to deliberate validly, at least 2/3 of the voting members must be present or represented at the General Assembly.
2. Each voting member represented may cast one vote.
3. A member who is unable to attend the meeting can be represented by another member of the association, or by a person who is authorized to represent the member.
4. Each member can hold a maximum of one proxy.
5. Decisions are taken by a simple majority of the members present and voting, except where the law or the Statute provide otherwise.
6. The following decisions require a 2/3 majority approval by the members present and voting:
 - Admission and exclusion of a member;
 - Financial decisions;
 - Dissolution and liquidation of the association.
7. Any amendment of the Statute shall be valid only if approved unanimously by all members present and voting. Each member shall have the right to retrieve obligatory national approvals before an amendment of the Statute can be decided upon.
8. In the event that fewer than the minimum required number of members are present or represented at the first Assembly, a second Assembly may be convened. The second Assembly can validly deliberate and decide irrespective of the number of members present or represented, except on decisions regarding the amendment of the Statute. The second Assembly may not be held within 15 days of the first meeting.

Article 21. Minutes

1. The decisions by the General Assembly are entered in the minutes and notified to all members in writing by the Secretariat.
2. The minutes may be consulted by any member of the association upon request.

VI. BOARD OF DIRECTORS

Article 22. Composition

The association is managed by a Board of Directors, composed by the presidents of the full members of the association. Representatives of the subsidiary bodies and the Secretary General may attend its meetings but cannot vote.

Article 23. Competences

1. The Board of Directors is the main strategic body of EUTOPIA, responsible for the definition and implementation of EUTOPIA's strategy and has the competence to:
 - a) Develop EUTOPIA's general strategy and pursue its strategic goals;
 - b) Elect the Board's Chair and Vice-Chair;
 - c) Oversee the Central Office;
 - d) Ensure legal and financial compliance of EUTOPIA;
 - e) Manage the annual budget ;
 - f) Oversee the subsidiary bodies of EUTOPIA.
2. The Board of Directors is authorized to perform all acts of internal management that are necessary or useful for the realization of the object of the association, with the exception of acts for which the General Assembly is exclusively authorized by law or according to this Statute.
3. Without prejudice to the obligations arising from collegial management, in particular consultation and supervision, the board members may divide the management duties among themselves.

Article 24. External representative power

1. The Chair and the Vice-Chair of the Board of Directors represent the association in all actions in and out of court. They may also appoint proxies of the association.
2. The authorized proxies bind the association within the limits of the proxy granted to them, the limits of which are enforceable against third parties in accordance with what applies with regard to mandates.

Article 25. Disclosure Requirements

The appointment of the members of the Board of Directors and of the persons authorized to act on behalf of EUTOPIA and their termination of office are made public by filing their names in the association's file at the registry of the company court and publishing an extract in the Appendices to the Belgian Official Gazette.

Article 26. Meetings

The Board of Directors meets as often as the interest of the association requires, and at the request of a board member, addressed to the Chair.

Article 27. Convocation and agenda

The convocation is sent by e-mail, at least 5 days before the time of the meeting of the Board of Directors. The convocation contains the date, time and place of the meeting, as well as the agenda, which is drawn up by Chair.

Article 28. Quorum attendance and voting

1. The Board of Directors can only validly deliberate and resolve if at least 2/3 of the directors are present at the meeting.
2. Decisions within the Board of Directors are taken by a majority of votes of attending and voting members.

Article 29. Minutes

The decisions by the Board of Directors are entered in the minutes and notified to all Directors in writing by the Secretary General.

TITLE VII. SUBSIDIARY BODIES

Article 30. Subsidiary bodies in the governance structure

Several subsidiary bodies are part of the governance structure of EUTOPIA as decided by the Board of Directors and described in the bylaws. These bodies assure representativeness of members' staff and students.

TITLE VIII. CENTRAL OFFICE

Article 31. Central Office

1. The Board of Directors is in charge of supervising the management of EUTOPIA.
2. To ensure the management of the work of the Association it shall have a Central Office under the responsibility of a Secretary General. The Secretary General shall be responsible for the efficient and effective operation of the Association, within agreed budgets, and for the appointment of staff other than the deputy/deputies Secretary General. The Secretary General shall act in accordance with the policies agreed upon by the Board of Directors and General Assembly and in prior consultation with the Chair.
3. The persons charged with the management cannot take decisions and/or perform legal acts related to the representation of the association in the context of the management in transactions that exceed 10 000 euros without the permission of the Board.

4. The appointment of the persons charged with the management and their termination of office are made public by filing them in the association file at the registry of the Commercial Court and by publishing an extract in the Appendices to the Belgian Official Gazette. Those documents must in any event show the extent of their powers and whether the persons who represent the association with regard to management bind the association individually, jointly or as a board.

TITLE IX. LIABILITY

Article 32. Liability of the members of the Board of Directors

Directors (and all other persons who have had actual management powers with regard to the association) are liable to the association for errors committed in the performance of their duties. This also applies to third parties insofar as the error committed is a non-contractual error. However, these persons are only liable for decisions, deeds or conduct that are apparently outside the margin within which normally prudent and diligent directors, placed in the same circumstances, can reasonably disagree. Since the governing body constitutes a college, their liability for the decisions or omissions of this college is joint and several.

However, for conduct resulting in errors in which they did not participate, they are released from liability if they have reported the alleged error to the collegiate governing body. This notification, as well as the discussion to which it gives rise, is recorded in the minutes.

This liability, together with any other liability for damages arising from the law or other regulations, is limited to the provisions in art. 2 :57 of the law included amounts.

TITLE X. ACCOUNTANCY

Article 33. Financial year

The financial year of the association starts on 01/01 and ends on 31/12.

Article 34. Accounting

1. The accounts are kept in accordance with the provisions of the law and the relevant implementing decrees. The Board submits the annual accounts of the previous financial year and the budget for the next financial year to the annual General Assembly for approval.
2. The annual accounts are filed with the registry of the Commercial Court within thirty days of approval by the General Assembly. Insofar as applicable, the annual accounts are filed with the National Bank in accordance with the law and the relevant implementing decrees.

Article 35. Supervision by a supervisory auditor

1. As long as the association does not exceed one of the criteria of a 'small association' as described in art.1:28 §1 WVV for the last closed financial year, association is not obliged to appoint a supervisory auditor.
2. As soon as the association exceeds more than one of the criteria, it must charge one or more auditors with auditing the financial situation, the annual accounts and the regularity in the light of the law and the Statute and the transactions to be established in the annual accounts.
3. The statutory auditor is appointed by the General Assembly from among the members of the Institute of Company Auditors for a term of 1 year and automatically renewed each year unless decided otherwise.
4. The General Assembly determines the remuneration of the statutory auditor and also pronounces on the discharge of the statutory auditor.

TITLE XI. DISSOLUTION AND LIQUIDATION

Article 36. Voluntary dissolution of the association

1. The association can be dissolved at any time by the General Assembly.
2. The decision to dissolve must be taken by a special 4/5 majority of all members present and voting.
3. In associations that are required to appoint one or more supervisory auditors, the proposal for dissolution is explained in a report drawn up by the Board of Directors, which is stated in the agenda of the General Assembly that has to pronounce on the dissolution. A statement of assets is attached to that report, cf. art. 2.110§2 WVV. If one of these two reports is missing, the decision of the General Assembly is null and void. If the proposal for dissolution is approved, the General Assembly will appoint one liquidator, whose mandate it will specify.
4. From the decision to dissolve onwards, the association always states that it is "association in liquidation" in accordance with the WVV.
5. An association in liquidation may not change its name and may only move its seat under the conditions stipulated in art. 2:117 WVV move its seat.

Article 37. Destination of the assets of the association after dissolution

In the event of dissolution and liquidation, the General Assembly, with a 2/3 majority, or the liquidator decides on the allocation of the assets of EUTOPIA to an association with a similar goal.

Article 38. Disclosure Requirements

All decisions regarding the dissolution, the liquidation conditions, the appointment and the termination of office of the liquidators, the closing of the liquidation and the allocation of the assets

are filed in the association file at the registry of the Commercial Court, and published in the Appendices to the Belgian Official Gazette in accordance with the WVV and its implementing decrees.

TITLE XII. CLOSE

Article 39. Close

In all cases not covered by this Statute of association, the provisions of the Wetboek van Vennootschappen en Verenigingen ('WVV') and the implementing decrees apply.