

Revision of the ENQA Statutes and Rules of procedure

The revised version of the Statutes and the Rules of procedure is a result of the comments received from the Board and from a consultation of the member agencies on both documents from 17-31 July 2015.

The final version of the Statutes and Rules of procedure includes some integrated changes, based on the feedback received and is now presented to the members, after the approval of the Board, for adoption at the General Assembly meeting on 23 October in Dublin, Ireland.

As the revision of statutes of international not-for-profit associations in Belgium is a lengthy and complicated procedure, the Statutes have been kept to a minimum with articles that are legally compulsory and drafted in such broad terms that the statutes will not need revising often. All detailed procedures are stated in the parallel document: Rules of procedure.

For information, according to the Belgian law, the statutes must mention the following items:

- name and address of the association;
- goal and activities of the association;
- admission of members and termination of membership – conditions and formalities;
- members' rights and obligations;
- remit, convening, decision-making process of the GA and how decisions are made available to members;
- remit, convening, decision-making process of the Board, rules for appointment, termination and removal of Board members, minimum number of Board members, duration of mandate, scope of powers and manner to exercise them, terms of designation of persons empowered to commit the association vis-à-vis third parties and legally represent it;
- conditions for modification of the statutes, dissolution and liquidation of the association, allocation of assets (to a non-profit purpose in case of dissolution).

With this in mind, the following changes have been made:

1) Simplification

The number and length of articles have been reduced to the minimum, shortening some sections such as the functions of the Association organs (except the Board) and moving all detailed procedures to the Rules of procedure.

Membership criteria, which may be subject to change and do not need to be included in the Statutes by law, have been removed and would be stated in a separate document, which is easier to amend should it become necessary.

Articles have been rephrased to improve language and clarity and re-ordered to improve coherence (e.g. all finance-related articles moved under Financial Provisions).

The mission of the Association has been removed from the Statutes for three reasons: (i) it is not required by law to include the mission of the association in the statutes, (ii) it is subject to change and may need revising with every new strategic plan and (iii) it is anyway contained in the Mission Statement and Strategic Plan.

2) Addition of missing articles

Some elements that are missing in the current Statutes have been added. These concern:

- Article 7: rights and obligations for membership;
- Article 15: GA extraordinary meetings and postponed GA should the quorum not be reached, possibility for members to vote by proxy;
- Article 17: more details concerning the addition of a Treasurer as Board member;
- Article 22: co-opted Board members,
- Article 28: a minimum period of time serving on the Board required to be eligible for the position of President;
- Article 34: consequences of membership fee overdue payment;
- Article 35: service income and donations as other resources;
- Article 37: mandate and function of the Treasurer.

3) Abolition of the Associate membership category

The Associate membership category was created in 2011 in order to include in ENQA agencies that conduct quality assurance procedures in accordance with the ESG in the EHEA but not with the criterion on Official status, ESG 3.2. In other words, new types of agencies that do not fit into the prevailing model of *nationally* recognised agencies. However, this membership category would no longer be needed with the revised ESG. Indeed, agencies are not expected anymore to be recognised by competent public authorities *in the EHEA* and to *comply with national legal requirements*. The category of Associate membership has consequently been removed from the proposed revised version of the Statutes.

Rules of procedure

On the basis of the practical/technical rules and procedures that were previously contained in the Statutes, the Rules of procedure have been elaborated and further developed to include all practical and technical matters and procedures governing the operations of the Association.

The revised Statutes and the Rules of procedure are attached to this letter.

Proxy form:

Given the significant changes and with the advice of the notary, instead of a “modification”, an “overhaul” of the Statutes will be presented to the Belgian Ministry of Justice.

In order to officially overhaul and then publish the Statutes, they have to be certified by an authentic act from a Belgian notary with the presence of all the members of the association. Given the difficulty to gather all the members at the notary’s office in Belgium, a proxy will be given to a single member who will represent all the ENQA members in front of the notary on questions concerning the overhaul of the Statutes.

The proxy form will be distributed before the General Assembly and will have to be signed by the legal representative of the member agency. The proxy form will then have to be handed over at the General Assembly or sent to the ENQA Secretariat. Further information will be annexed to the proxy form.

Next steps:

- Adopt the new Statutes and the Rules of procedure at the meeting of the General Assembly on 23 October 2015;
- Agree on 23 October to give proxy to only one member to represent all the members of the association;
- Sign the proxy form to be given to the member who will represent all the ENQA members at the meeting with the notary in Brussels, Belgium;
- The member goes to the notary's office in November with all the proxy forms to certify the Statutes.

STATUTES OF THE EUROPEAN ASSOCIATION FOR QUALITY ASSURANCE IN HIGHER EDUCATION

TITLE I. NAME AND SEAT

Article 1 - Name

The international non-profit Association is established under the name “European Association for Quality Assurance in Higher Education AISBL”. Its acronym is ENQA. Hereafter it is referred to as “the Association”.

The Association falls under the provisions of title III of the Belgian law of June twenty seventh, nineteen hundred and twenty one, concerning the non-profit associations, the international non-profit associations and the foundations.

Article 2 – Registered Office

The Association’s registered office is located in Avenue de Tervuren, 36-38, 1040 Brussels, Belgium. The registered office may be relocated within Belgium by decision of the Board, voting in accordance with Article 40 of these Statutes.

TITLE II. OBJECTIVES OF THE ASSOCIATION

Article 3 – Aims

The aims of the Association are to:

- contribute to quality enhancement in higher education in the European Higher Education Area;
- develop quality assurance processes and systems in the European Higher Education Area;
- represent the members at the European level and internationally;
- influence policy making at European level on issues pertaining to quality and quality assurance in higher education;
- encourage cooperation between quality assurance agencies in Europe and worldwide;
- foster the European dimension of quality assurance of higher education.

Article 4 – Activities

The Association shall achieve its aims by engaging in different types of activities, including:

- provision of services and networking opportunities to the members;
- dissemination and sharing of information, expertise and good practice in quality assurance of higher education to members, affiliates, stakeholders and policy makers;
- coordination of external reviews of quality assurance agencies;
- active engagement in the Bologna Process as consultative member;
- involvement in projects as leader or partner;
- publication of reports and policy papers;
- developing and strengthening partnership with stakeholder organisations in higher education in Europe and worldwide.

TITLE III. INVOLVEMENT IN THE ASSOCIATION

Involvement in the Association can be obtained through:

- Membership

- Affiliation

Membership

Article 5 – Admission conditions

Membership is open to European quality assurance bodies in the field of higher education that are conducting quality assurance activities as understood in the Standards and Guidelines for Quality Assurance in the European Higher Education Area (ESG) and act in compliance with the membership criteria.

Membership is granted at the discretion of the Board and endorsed by the General Assembly.

Members agree to abide by the Statutes of the Association.

Article 6 – Admission formalities

Applications for membership shall be in the form specified by the Board. Applications for membership are considered and decided upon by the Board on the basis of an independent external review report on the agency's conformity with the respective membership criteria, carried out in a manner and to a standard acceptable to the Board. The details of the requirements are defined in ENQA's procedures for agency reviews.

The Board's decision shall be communicated by letter to the applicant and endorsed by the General Assembly.

Detailed procedures governing the admission formalities of members are set out in Rules of Procedure adopted by the General Assembly.

Article 7 – Rights and obligations

Members of the Association shall have the right to:

- be involved in the Association's activities;
- actively participate with voting rights in the General Assembly;
- propose items for inclusion in the provisional agenda of the General Assembly;
- access the General Assembly documents made available in the ENQA restricted area of the website;
- nominate candidates for membership of the Board;
- promote the dissemination of information and activities of the Association at national level;
- submit proposals to the Board;
- use the ENQA logo.

All members of the Association shall 1) pay the annual membership fee; 2) undertake to further the objectives of the Association as described in Article 3 and; 3) respect the provisions of the present Statutes.

All members agree to refrain from any individual or joint action which conflicts with the interests of the Association, and to promote the interests of the Association at European and international level.

Article 8 – Resignation and exclusion

Members may resign at any time by submitting a written notification of resignation to the President. The resignation becomes effective immediately. The President shall notify the General Assembly and the Board of the resignation.

Members may be excluded by decision of the General Assembly, upon recommendation of the Board, in case of breach of the present Statutes, of the Membership criteria or in the event of any action

which is likely to cause prejudice to the Association's reputation or effectiveness. The Board's recommendation shall be endorsed by the General Assembly and the decision shall be taken by the latter.

Affiliation

Article 9 – Admission conditions

Affiliation is open to bodies that do not wish to, or for whatever reason are unable to, apply to become members. Bona fide organisations or agencies with a demonstrable involvement in the quality assurance of higher education may request affiliate status.

Affiliates agree to abide by the Statutes of the Association.

Article 10 – Admission formalities

An application for affiliation should be made in the form of a letter addressed to the Board.

The Board's decision shall be communicated by letter and brought to the General Assembly for final endorsement.

Detailed procedures governing the admission of affiliates are set out in Rules of Procedure adopted by the General Assembly.

Article 11 – Rights and obligations

Affiliates shall be entitled to receive publications and attend events organised by the Association, and be given access to the password protected parts of the website. They shall not be entitled to call themselves 'members' of ENQA.

Affiliates have the right to attend the General Assembly, except any closed parts of the meeting, and to speak at the invitation of the Chair. They shall have no voting rights and their representatives are not eligible for Board membership.

Article 12 – Resignation and exclusion

Affiliates may resign at any time by submitting a written notification of resignation to the President of the Association. The resignation becomes effective immediately. The President shall notify the General Assembly and the Board of the resignation.

Affiliates may be excluded by decision of the General Assembly, upon recommendation of the Board, in case of breach of the present statutes, or in the event of any action which is likely to cause prejudice to the Association's reputation or effectiveness. The Board's recommendation shall be endorsed by the General Assembly and the decision shall be taken by the latter.

TITLE IV. ORGANISATIONAL STRUCTURE

The Association has the following bodies:

- The General Assembly
- The Board
- The Presidency
- The Secretariat
- The Appeals and Complaints Committee

I. General Assembly

Article 13 – Composition

The General Assembly is composed of all Members of the Association, including “Members under review” as defined in the Rules of Procedure.

The General Assembly may be attended by a limited number of observers (see Article 16).

Article 14 – Functions

The General Assembly is the sovereign policy- and decision-making body of the Association.

The General Assembly shall in particular:

- elect the Board, the President and two Vice-Presidents;
- dismiss the Board for stated reasons with a two-thirds majority;
- appoint the Treasurer;
- elect the members of the Appeals and Complaints Committee;
- approve the annual work plan, the annual report of activities of the Association, and the annual accounts;
- adopt the budget;
- appoint the external auditor on recommendation of the Board;
- discharge the Board and other accountable parties;
- decide upon membership and affiliation fees;
- endorse the Board’s decisions for admission and decide upon exclusion of members and affiliates;
- decide upon the relocation of the Secretariat to another country, giving half-year’s notice;
- decide upon amendments to the Statutes, according to the provisions of Article 40;
- decide upon the dissolution of the Association, according to the provisions of Article 39;
- adopt the Rules of Procedures;
- withdraw membership.

Any proposal signed by at least one twentieth of the members and submitted to the Board at least thirty days prior to the meeting must be included in the agenda.

Article 15 – Operation

(a) Convocation of meetings

The General Assembly shall meet at least once a year. The date and place of the meeting shall be decided by the Board. The President shall convene the meeting, giving at least 40 days’ notice.

(b) Extraordinary meetings

An extraordinary meeting of the General Assembly may be convened by the President or by the Board or by a formal request in writing from at least one-fifth of the total members of the Association.

(c) Chair of meetings

Meetings of the General Assembly shall be chaired by the President or, in the absence of the President, by one of the Vice-Presidents, to be nominated by the Board.

(d) Voting procedure

The quorum shall be one half of the Members. Should the quorum not be reached, a postponed General Assembly shall be convened which shall deliberate irrespective of the number of members present.

Unless otherwise specified in the Statutes, the General Assembly shall take its decisions by simple majority of the Members present.

Each Member represented may cast one vote.

Any Member may be represented by another Member. All proxies must be informed in writing to the Secretariat three weeks before the General Assembly. The power of attorney is to be shown at the registration to the General Assembly.

A Member present shall not represent more than one other Member unless decided otherwise by the General Assembly.

(e) Minutes of meetings

The decisions by the General Assembly are entered in the minutes and notified to all members in writing by the Secretariat. The minutes are kept at the registered office and shall be consulted by the members of the Association on request.

Article 16 - Observers

Partner organisations, European institutions and international and regional bodies may be invited as observers by the President or the Board to attend the General Assembly. Observers have the right to speak in open discussions of the General Assembly at the invitation of the Chair, but may not vote.

II. Board

Article 17 – Composition

The Board comprises between nine and eleven members, including the President, two Vice-Presidents and the Treasurer.

Article 18 – Functions

The Board is the executive body of the Association.

The Board is responsible for implementing the decisions of the General Assembly, and for the overall management of the Association. The Board is accountable to the General Assembly.

In particular, the Board shall

- prepare and supervise the strategic plan and annual work plan;
- prepare the annual activity report and accounts;
- be responsible for implementation of the budget;
- recommend the external auditor of the accounts to the General Assembly;
- approve applications for membership/affiliation of the Association and propose to the General Assembly the exclusion of members;
- propose membership and affiliation fees to the General Assembly;
- appoint the Director of the Secretariat and may, on a proposal from the President, dismiss the Director in accordance with Belgian employment law;
- decide upon the location of the Secretariat in cases not covered by Article 14;
- propose amendments to the Statutes, according to the provisions of Article 40;
- adopt Rules of Procedure regulating the details of its operation;
- approve of the suspension of members' rights decided by the President;
- transfer the registered office.

Article 19 – Operation

The Board is convened by the President at least four times a year, giving at least 10 days' notice. One of the Vice-Presidents shall deputise for the President in his/her absence.

More than half of the voting members present, including the President or a Vice-President, shall constitute a quorum.

Unless otherwise specified, the Board shall take its decisions with a simple majority of the members present. The President shall have the casting vote in case of equality of votes.

The decisions by the Board are entered in the minutes and notified to all members in writing by the Secretariat. The minutes are kept at the registered office and shall be consulted by the members of the Association on request.

Article 20 – Nomination of candidates

Representatives of members may be nominated as candidates for election to the Board. Nominations for the Board shall be made to the Secretariat 40 days prior to the General Assembly in which elections are to take place. The nominations shall include a short curriculum vitae of the nominees. Details of candidates shall be circulated to all members prior to the General Assembly.

Article 21 - Election

The General Assembly elects the members of the Board for a regular mandate of three years, renewable once. Board members may not serve for more than two terms, except that members filling an unexpired term created by a vacancy may be appointed for two subsequent terms.

The members of the Board are elected by the General Assembly. In electing members to the Board, the General Assembly shall have regard to the balanced gender and geographical distribution.

Three Board members' terms end each year, and three new members are elected. The regular term lasts hence for three years.

A maximum number of two persons from any single member state of Europe/EHEA shall be accepted for membership of the Board. The Board itself may indicate which candidates, if any, it encourages to be elected to the Board, keeping in mind the balanced gender and geographical distribution and the limit on the maximum number of members permitted from any one European/EHEA state.

The elections of Board members, President, and Vice-Presidents shall take place using a secret ballot of members. Each member shall have one vote per Board vacancy, one vote in the Presidential election, and two votes (one for each position) in the election of the Vice-Presidents.

A simple majority of members present at the General Assembly shall determine the successful candidate(s). The election of the three new members of the Board shall take place within the same ballot and the results shall be announced to the General Assembly.

In case of the assignment of the term of a Board member who has left the Board prematurely, the remaining term shall be assigned to the elected Board member with the smallest number of votes, unless another elected Board member volunteers for it.

Three of the Board members are elected by the General Assembly to act as President and Vice-Presidents of the Association.

After the election of Board members has taken place, the new Board shall seek nominations from among its membership for the position of President if the President's term has expired. The election shall take place, and the result shall be announced to the General Assembly. The Board shall seek nominations from among its membership for the positions of Vice-President. The election shall take place, and the result shall be announced to the General Assembly.

If two or more candidates receive the same number of votes, and the number of vacancies is insufficient to allow all to be elected, then the election between those candidates shall be re-run. If, in the second round of election, two or more candidates receive the same number of votes, the affected candidates shall be asked to agree among them who shall serve on the Board. If agreement cannot be reached among the candidates, the President at the time shall decide who shall be designated as a Board member.

The election shall be re-run each time that an equal number of winning votes are cast for two or more candidates in the Presidential elections. Similarly, the election shall be re-run each time that an equal number of winning votes are cast for one of the positions of the Vice-President.

Article 22 – Co-option

The Board has a maximum of two co-opted positions that it has the option of filling at any time during the year. Co-opted members shall be appointed by the Board to fulfil needs identified by the Board, such as a key area of expertise lacking on the Board, unbalanced geographical and/or gender representation.

To be eligible for co-option, the candidates shall have appropriate experience and expertise in quality assurance of higher education, as well as an understanding of related policy issues. Candidates shall represent an ENQA member agency.

Any member of the Board may nominate an individual for co-option. Nominations must be accompanied by a rationale.

Co-opted members have voting rights.

Period of office for co-options will be until the next General Assembly meeting with regular Board elections. Co-option shall not be renewable immediately. Former co-opted members shall be eligible to stand for election to the Board provided that they continue to represent a member of the Association.

Article 23 - Representation of the Association

Members of the Board represent the Association by:

- fostering relations with other similar organisations;
- promoting the activities of the Association;
- representing ENQA in relevant events;
- carrying out any specific mandates given by the General Assembly, the Board, or the President, within the terms of the Statutes and Rules of Procedure.

Article 24

The mandate of a Board member may also end by dismissal, resignation, retirement, termination of Membership of the agency of a Board member or death. The next General Assembly shall elect a new Board member for the remaining time of the original term of the Board member whose term had ended prematurely.

In the event of a vacancy arising in the office of President, Vice-President or Treasurer, the Board shall appoint, from amongst its members, an interim President, Vice President or Treasurer respectively, to hold office until the next General Assembly.

Board members may resign at any time by submitting a written indication of resignation to the President. The resignation becomes effective immediately. The President shall notify the General Assembly and the Board of the resignation of the Board member.

Article 25 – Abstention from decision-making

Board members shall abstain from decision-making in a number of situations, which are set out in the Board conflict of interest policy. These rules are accompanied with an up-to-date register of the current Board members' interests.

III. Presidency

Article 26 – Composition

The Presidency shall comprise the President and two Vice-Presidents.

Article 27 – Functions

The Presidency, in conjunction with the Director:

- conducts the ongoing affairs of the Association
- prepares the meetings of the Board
- may appoint, upon terms and conditions which it shall determine, one or more deputies to the Director.

Article 28 – The President

The President shall be elected by the General Assembly among the Board membership and shall hold office until the end of his/her term as a Board member, the conditions of which are described in Article 21 of the present Statutes.

To be eligible for the position of President, a person must have served on the Board for at least one year.

The President shall:

- Lead and legally represent the Association vis-à-vis third parties and in court;
- Convene and preside over meetings of the General Assembly and the Board;
- With the endorsement of the Board, have the power to suspend the rights of members;
- Be accountable to the General Assembly.

Article 29 – The Vice-Presidents

The Vice-Presidents shall be elected by the General Assembly and shall hold office for a fixed-term mandate of one year renewable until the end of his/her term as a Board member.

One of the Vice-Presidents shall deputise for the President, at the President's request or in his or her absence.

The Vice-Presidents are accountable to the General Assembly.

Article 30

The Association is legitimately represented in court and vis-à-vis third parties by the President of the Association, with the authority to act alone.

IV. Secretariat

Article 31 – The Secretariat

The Association shall have a Secretariat under the responsibility of a Director to ensure the day-to-day management of the Association.

In particular, the Secretariat shall:

- carry out the activities of the Association in accordance with the annual work plan;
- assist the Board in the execution of its responsibilities;
- support the other bodies and working groups of the Association in their work;
- administer the Association's finances within agreed budgets and in conjunction with the Treasurer.

Article 32 – The Director

The Director shall be authorised to represent the Association, except in court and vis-à-vis third parties, as far as mandated by the President in a manner that is in keeping with the aims and objectives of the Association. The Director shall be authorised, in addition to the President, to sign legally binding documents on behalf of the Association. All other duties and responsibilities of the Director are set out in Rules of Procedure adopted by the General Assembly.

V. Appeals and Complaints Committee

Article 33

The Appeals and Complaints Committee shall hear appeals and complaints against decisions of the Board and the conduct of procedures in respect of membership matters.

Detailed procedures governing the operation of the Committee are set out in Rules of Procedure adopted by the General Assembly.

TITLE V. FINANCIAL PROVISIONS

Article 34 – Fees

Members and Affiliates are required to pay an annual membership/affiliation fee the amount of which shall be established by the General Assembly on a proposal from the Board.

Fees shall not be refundable, even in case of resignation or exclusion.

All Members shall be entitled to vote only if all due membership fees have been paid.

In case where payment is overdue, membership may be suspended by the President or withdrawn by the General Assembly, on the recommendation of the Board.

The procedure for dealing with arrears shall be set out in Rules of Procedure.

Article 35 – Other resources

The Association may charge for the operational costs of those services provided by the Association to private or public persons or organisations, whether members or non-members.

The Association may apply for financial support from other sources than the annual subscriptions for purposes as described in Title II.

The Association may receive donations from public or private sources willing to support its objectives.

Article 36

The financial year of the Association shall run from the first of January to the thirty-first of December.

Article 37 – Treasurer

The Treasurer is appointed by the General Assembly from among the elected Board members and serves for a period of one year. This period can be prolonged until the end of his/her term as a Board member. The responsibilities of the Treasurer are set out in Rules of Procedure adopted by the General Assembly.

Article 38 – Audit

The accounts of the Association shall be audited by an external auditor who shall be approved by the General Assembly on the proposal of the Board.

TITLE VI. DISSOLUTION OF THE ASSOCIATION

Article 39

A proposal to dissolve the Association shall be made by the Board or by more than half of the Members.

The General Assembly shall approve the proposal of dissolution by a two-thirds majority of the Members present.

In the event of dissolution of the Association in one country and re-establishment in another country, the assets and liabilities of the Association shall be transferred to the new Association.

In the event of permanent dissolution, any assets of the Association shall be allocated to a non-profit aim. Similarly, any liabilities shall be met equally by Members at the time of the dissolution.

Likewise, the dissolution of the Association may be pronounced following the conditions specified in Article 55 and the following articles of the Law of 2/5/2002.

TITLE VII. AMENDMENTS TO THE STATUTES

Article 40

A proposal to amend the statutes may be made upon a written request of at least one tenth of the members or by the Board and shall be sent to all Members no later than 21 days before the General Assembly.

The present Statutes may be amended by a decision of the General Assembly at which at least two thirds of Members are present. Amendments shall be adopted with at least a two-thirds majority of the vote. If two thirds of the Members are not present or represented, a second meeting may be convened which shall deliberate irrespective of the number of members present.

Article 2 may be amended by the Board with at least a two-thirds majority of the vote, in accordance with Article 18 of these Statutes.

Article 41

For all that is not provided in these statutes, the parties refer to the provisions of the law of 27/4/1921 amended by the Law of 2/5/2002 on Asbl, Aisbl and foundations.

Rules of Procedure

Adopted by the General Assembly on XX October 2015

Date of implementation: Immediate

| | |
|---|-------------|
| Preamble..... | p.1 |
| CHAPTER 1 – SCOPE..... | p.1 |
| CHAPTER 2 – MEMBERS..... | p.1 |
| CHAPTER 3 – AFFILIATES | p.4 |
| CHAPTER 4 – GENERAL ASSEMBLY..... | p.5 |
| CHAPTER 5 – PRESIDENT AND VICE-PRESIDENTS..... | p.5 |
| CHAPTER 6 – TREASURER..... | p.6 |
| CHAPTER 7 – DIRECTOR..... | p.6 |
| CHAPTER 8 – APPEALS AND COMPLAINTS COMMITTEE..... | p.7 |
| CHAPTER 9 – POLICY WORKING GROUPS..... | p.9 |
| CHAPTER 10 – PUBLICATION POLICIES..... | p.9 |
| CHAPTER 11 – COOPERATION WITH KEY PARTNER ORGANISATIONS..... | p.10 |
| CHAPTER 12 – FINANCIAL PROVISIONS..... | p.10 |
| CHAPTER 13 – FINAL PROVISIONS..... | p.11 |

Preamble

This document complements the Statutes of the Association by defining the practical and technical rules and procedures governing the operations of the Association. It shall be interpreted at all times in such a manner as to give precedence to the Statutes.

CHAPTER 1 – SCOPE

Article 1

In accordance with Articles 6, 10 and 34 of the Statutes, these Rules of Procedure define practical and technical matters and procedures governing the operations of the Association.

Article 2

Should there be a difference in interpretation between the Statutes and the Rules of Procedure, the former shall prevail.

Article 3

Once approved by the General Assembly, the Rules of Procedure shall take effect immediately. Each Member shall be responsible for compliance with these Rules of Procedure.

Article 4

These Rules of Procedure apply to:

- **Members and affiliates**
- **The proceedings of the General Assembly;**
- **The ENQA Board and other constituent bodies (committees, working groups);**
- **The Secretariat.**

CHAPTER 2 – MEMBERS

Article 5

As stated in Article 5 of the Statutes, membership is open to European quality assurance bodies in the field of higher education that are conducting quality assurance activities as understood in the Standards and Guidelines for Quality Assurance in the European Higher Education Area (ESG), and that act in compliance with them.

Article 6 – Membership criteria

- (1) The agencies are required to demonstrate compliance with Parts 2 and 3 of the *European Standards and Guidelines for Quality Assurance in the European Higher Education Area (ESG)* as adopted by the European Ministers in charge of higher education in Yerevan in 2015, in all their quality assurance activities.
- (2) The degree of compliance with the ESG is assessed through an external review. The terms of reference and panel composition of a review must be approved by the Board of ENQA before the start of the review process whether or not the review process is coordinated by ENQA.
- (3) Membership is granted by a decision of the Board, to be endorsed by the General Assembly. The membership is valid for a period of five years.
- (4) If a member does not undergo an external review within five years of membership being granted or renewed, it shall, by decision of the General Assembly, cease to be a member of ENQA.

Article 7 – Membership under review

- (1) If, as a result of an external review, the Board judges the member not to comply with the ESG and thus meet the criteria for membership, it shall be given two years to conform with the criteria, during which time the agency shall be designated as a “Member under review”.
- (2) A further, partial review shall be carried out by the Board, or its nominated reviewers, at the end of the two-year period (or sooner, if the member agency so requests) and shall focus on the deficiencies mentioned in the report of the first review. The details of the partial review process are detailed in the ENQA procedure for partial reviews.
- (3) The Board will take a decision regarding the renewal of membership based on the outcomes of the partial review. Should the outcome of the partial review be positive, membership shall be valid for five years from the date of the Board’s decision in which the status of member under review was granted.
- (4) An agency that, in the opinion of the Board, following the further review, still does not comply with the ESG and thus ENQA’s criteria for membership shall, by confirmation of the General Assembly, be debarred from ENQA.
- (5) “Members under review” maintain their membership rights and duties during the period of membership under review (maximum of two years).

Article 8 – Membership application procedure

- (1) Detailed procedures and requirements on the external review process are set out in the ENQA Guidelines for external reviews. The requirements set out in the guidelines apply also to reviews not coordinated by ENQA.

- (2) If an agency wishes to go through an ENQA Agency Review (i.e. a review process coordinated by ENQA), the request shall be made in the form of a letter addressed to the Director of the ENQA Secretariat. The letter shall include an estimate of the timeline for the self-evaluation and the site visit. The request for an ENQA Agency Review should be made at least 12 months prior to the expected end of the membership application process.
- (3) Organisations seeking membership in ENQA are requested to submit their application to the ENQA Secretariat for distribution to the members of the Board no less than 30 days prior to a scheduled meeting of the Board at which the application is to be considered.
- (4) An application for membership with ENQA shall be addressed to the Board of ENQA and shall include:
 - an independent external review report on the agency's compliance with the ESG, carried out in a manner and to a standard acceptable to the Board (details of the requirements are set out in the ENQA Guidelines for external reviews);
 - a letter indicating the motivation for becoming a member and how the applicant agency intends to contribute actively towards ENQA's objectives.
- (5) When the membership application has been received, the ENQA Secretariat distributes the letter and the external review report to a Review Committee of the ENQA Board. The Review Committee produces an analysis of the report and a recommendation to the Board regarding membership.
- (6) The application letter, the review report, as well as the analysis and recommendation(s) by the Review Committee, are examined by the Board of ENQA at their meeting. The Board takes a decision in light of the available evidence gathered in the external review report on the agency's compliance with the ESG, and the letter explaining the agency's interest in being a member of ENQA. If the Board is unable to reach a conclusion, they reserve the right to request further evidence from the agency and/or the review panel.
- (7) The decision of the Board is communicated to the agency in written form. If the request for membership is rejected, the reasons for the decision are also communicated.
- (8) The agency is notified of the annual membership fee.
- (9) The member is added to the ENQA mailing list and its profile details are uploaded in the member directory. The member is given full access to ENQA's services and networking opportunities. It is entitled to use the ENQA logo in accordance with the regulations governing the use of the ENQA Trademark which are available on the ENQA website.

Article 9 – Fees

- (1) As stated in Article 34 of the Statutes, the membership fee is decided by the General Assembly on a proposal from the Board. The fee in vigour can be found on the ENQA website. It is payable within three months of receipt of notification of a successful request. Organisations that are granted membership part-way through the year shall pay the pro-rata amount of the annual fee based on the quarter in which they join.

- (2) ENQA Membership with full rights shall be obtained only after the payment of the due membership fee, in accordance with Article 34 of the Statutes.

Article 10 – Material changes

Members are required to notify ENQA with the shortest delay of any change that might affect the agency's compliance with the ESG, such as changes in the legal status of the agency, the legal framework in which the agency operates, its funding mechanism, its methodology, or its area of operations.

CHAPTER 3 – AFFILIATES

Article 11

The Board of ENQA encourages organisations worldwide that have an interest in quality assurance of higher education, but for whatever reason are unable to apply to become members, to consider and seek affiliation with ENQA.

Article 12

- (1) Affiliation is granted by a decision of the Board, to be endorsed by the General Assembly, if the applicant:
- is a bona fide organisation
 - has a genuine interest in the quality assurance of higher education in the European Higher Education Area (EHEA)
 - fits the definition of an affiliate as given in the Statutes of ENQA
- (2) The Board shall also consider whether it is in the interests of ENQA and its membership to enter a formal relationship with the applicant body.
- (3) Should the Board be unable to reach a conclusion, they reserve the right to request further evidence – oral or written – from the applicant.

Article 13 – Application procedure

- (1) Organisations seeking affiliation with ENQA are requested to submit their application to the Secretariat for distribution to the members of the Board no less than 15 working days prior to a scheduled meeting of the Board at which the application is to be considered.
- (2) An application for affiliation with ENQA shall be made in the form of a letter addressed to the Board of ENQA and shall include:

- A motivation letter indicating interest in becoming an affiliate of ENQA, signed by a legal representative of the organisation;
 - An organisational overview document providing information such as the constitution, mission, summary of current activities, goals, and governance structure. Examples could include an annual report or other public information document. The key information shall, however, be included in the application letter;
 - A statement, which may be contained in the motivation letter, indicating that the organisation has reviewed the Statutes of ENQA and agrees to abide by them;
 - Contact details, including the website address if available.
- (3) The decision of the Board shall be communicated to the applicant in written form. The letter shall explicitly mention that the affiliate is not entitled to call themselves ENQA members and has no voting rights. If the request for affiliation is rejected, the reasons for the decision shall be communicated to the applicant.
- (4) Once the application is accepted, the organisation's profile, as submitted in the application, is uploaded on ENQA's website in the Affiliate directory. The organisation shall be:
- notified of the annual affiliation fee;
 - added to the ENQA mailing list;
 - given access to some of ENQA's services and networking opportunities;
 - entitled to use the ENQA Affiliate logo.
- (5) The affiliation is granted at the discretion of the Board, and there is no right of appeal.

Article 14 – Fees

- (1) As stated in Article 34 of the Statutes, the affiliation fee is decided by the General Assembly on a proposal from the Board. The fee is payable within three months of receipt of notification of a successful request. Organisations that are granted affiliation part-way through the year shall pay the pro-rata amount of the annual fee based on the quarter in which they join.

CHAPTER 4 – GENERAL ASSEMBLY

Article 15 – Voting procedures

- (1) In the event of a vote - other than for the election of the Board, the President, and the Vice-Presidents - the voting procedure used may be either open or closed (secret). A closed ballot shall be used if one or more Members present so request.
- (2) Spoilt ballots shall be counted as votes cast. Abstentions shall not be counted as votes cast.

CHAPTER 5 – PRESIDENT AND VICE-PRESIDENTS

Article 16 – The President

- (1) The President of the Association is also the Chair of the Board.
- (2) In addition to the functions of the President as stated in Article 28 of the Statutes, the responsibilities of the President shall also include:
- elaborating the strategic planning of the General Assembly meetings together with the Vice-Presidents and the Director;
 - representing ENQA externally;
 - carrying out any resolutions, decisions, or specific mandates given by the General Assembly or the Board;
 - observing the financial situation of the Association;
 - ensuring, together with the Director, that the annual work plans and budgets are followed;
 - assuming any other reasonable responsibilities deemed necessary by the Board.
- (3) The responsibilities of the Chair of the Board shall include:
- casting the deciding vote in the Board when no majority decision can be reached;
 - planning, together with the Vice-Presidents and the Director, the agendas of the Board meetings;
 - checking with the Director the material for the Board meetings and for any other events;
 - following up on the Board meetings (communication of decisions, etc.) together with the Secretariat.

Article 17 – The Vice-Presidents

The responsibilities of the Vice-Presidents shall include:

- carrying out such reasonable duties as the President may request;
- carrying out the strategic planning of the Board, the General Assembly, and any other meetings and events together with the President and the Director.

CHAPTER 6 – TREASURER

Article 18

The Treasurer supervises the finances of the Association and shall present the annual accounts for the preceding year and propose the annual budget for the following year to the General Assembly for approval.

CHAPTER 7 – DIRECTOR

Article 19

Under the direct supervision of the Board, the Director shall be responsible for the general supervision and daily management of the Secretariat, as well as for the execution of the decisions taken by the Board and the General Assembly.

In addition to the provisions of Article 32 of the Statutes, the responsibilities of the Director shall include:

- monitor that the activities are done in observation of ENQA relevant procedures;
- employ and dismiss staff of the Secretariat;
- prepare documents for the Board and General Assembly meetings and record meetings of the Association;
- communicate with members;
- liaise with stakeholders and partners;
- collect annual membership and affiliation fees, as well as any other financial contributions to the activities of the Association;
- manage the website and archives of ENQA.

CHAPTER 8 – APPEALS AND COMPLAINTS COMMITTEE

Article 20

- (1) The Committee shall hear appeals against decisions of the Board on membership that are related to compliance with the ESG.
- (2) The Committee shall hear complaints that are related to:
 - The conduct of procedures in respect to membership matters;
 - The integrity of the external review and decision-making process on the basis of which the agency was admitted as a member in ENQA.

Article 21 – Composition

- (1) The Appeals and Complaints Committee shall comprise four representatives of members, one of whom shall be designated as an alternate member. No member of the Committee shall at the same time be a member of the Board, but at least one of the members shall be a former member of the Board. No member of the Committee shall have had previous involvement with the appellant.
- (2) In appointing members to the Appeals and Complaints Committee, the General Assembly shall have regard to the following criteria:
 - Experience of the review procedure gained by having served on a review panel;
 - International experience gained by being involved in international activities in various regions;
 - Managerial position held within an agency for at least five years.

Article 22 – Mandate

Members of the Committee are appointed by the General Assembly for a three-year term. No member of the Committee shall serve continuously for more than six years.

Article 23 – Operation

- (1) The Chair of the Committee shall be selected by the Committee.
- (2) The Committee shall take decisions with a simple majority.
- (3) In cases of conflicts of interest involving one of the members of the Committee, the alternate member shall be asked to replace the member affected by the conflict of interest.

Article 24– Appeals procedure

- (1) An appeal or complaint shall only be considered as official if substantiated and supported by appropriate evidence, references, and examples. An appeal or complaint shall clearly and concisely set forth the grounds for the appeal/complaint referring to specific standards or guidelines of the ESG or to specific sections of the ENQA Guidelines for External Reviews.
- (2) An appeal or complaint shall be submitted to the ENQA Secretariat in writing by email, fax, or regular mail within two calendar months from the date of receipt of the Board’s decision. The ENQA Secretariat shall acknowledge the receipt of appeals and complaints within seven days.
- (3) The evidence supplied must be in plain text or pdf format, in English, and where the original is in another language, a certified copy in English must be submitted. Evidence shall be directly relevant and proportionate to the concerns raised.
- (4) On receipt, an appeal shall be reviewed by the Secretariat to determine whether eligible grounds and supporting evidence have been presented. Where this is not the case, the appeal may either be rejected or a request for further information or evidence made.
- (5) The ENQA Secretariat shall forward the appeal or complaint to the consideration of the Board. ENQA reserves the right to ignore submissions that are bogus or obviously unsubstantiated. The Board shall distribute the appeal/complaint documentation to the Committee. The Committee shall be requested to submit a report within a month of the receipt of the appeal or complaint.
- (6) All appeals are considered on the basis of documentation only, submitted by the appellant.
- (7) The Committee shall examine the appeal and undertake any further investigations which it considers necessary, as soon as reasonably practicable. This may involve obtaining documents or papers from the appellant or speaking to members of the appellant agency.
- (8) After considering the evidence, the Committee may decide:
 - To dismiss the appeal;

- To uphold the appeal and require the Board to reconsider its decision, taking into account the findings of the Appeals Committee.
- (9) The Board's decision on the appeal shall be taken in light of the Committee's report and shall be final and non-appealable.
- (10) Appellant agencies shall be notified in writing of the Board's decision within five working days of the date of its meeting.
- (11) The Board reserves the right to not continue with the operation of appeals procedures if the appeal is pursued in an abusive, offensive, defamatory, aggressive, or intimidating manner.

Article 25 – Fee for appeals

The fee required to accompany a statement of appeal is 1,000.00 euro. The appeal fee shall be reimbursed if the appeal is successful.

CHAPTER 9 – POLICY WORKING GROUPS

Article 26 - Operation

- (1) The procedure for setting up and running a working group is outlined in the ENQA Project Management System.
- (2) The composition of working groups may be open to all ENQA members or restricted (on invitation).
- (3) Signing up to a working group is voluntary, but confirmation of attendance to a meeting is considered as a firm commitment, for the sake of good operation of the group and practical arrangements.
- (4) The meetings shall be hosted by the ENQA Secretariat or if wished, by agencies taking part in the working group. The costs of the venue and catering shall be covered by the host. The groups may also consider alternative ways of holding meetings, including video conferencing.

CHAPTER 10 – PUBLICATION POLICIES

Article 27

The Association publishes full external review reports on its website, whether the review being full or partial, and regardless of the review outcome and decision on membership by the Board. Full review

reports are published together with the letter from the Board on membership, the self-evaluation report of the agency, and the explanatory letter from the review panel chair, if any.

Article 28

The Association publishes review follow-up reports submitted by agencies and related letters from the Board.

Article 29

The minutes of the Board and General Assembly meeting are published in the restricted area of the website and may thus be consulted by the members of the Association at any time.

CHAPTER 11 – COOPERATION WITH KEY PARTNER ORGANISATIONS

Article 30

In accordance with its broad objective to function as a policy forum developing and proposing standards, procedures, and guidelines on quality assurance in the EHEA, and to maintain and develop co-operation with other appropriate European stakeholder organisations, ENQA is committed to a continuing cooperation with key European partner organisations. These include the European University Association (EUA), the European Association of Institutions in Higher Education (EURASHE), the European Students' Union (ESU), the European Quality Assurance Register for Higher Education (EQAR), Education International (EI), BusinessEurope, the European Commission (EC), and the Bologna Follow-up Group (BFUG).

CHAPTER 12 – FINANCIAL PROVISIONS

Article 31 – Auditor

The General Assembly shall appoint an auditor on a proposal from the Board. The auditor is appointed for a period of three years. The term is renewable.

Article 32 – Fees

Members and affiliates of ENQA may be asked to pay a fee to participate in workshops, projects, and other activities organised by ENQA.

Article 33 – Arrear payments

- (1) The ENQA Secretariat shall issue invoices for membership/affiliation fees by the end of January each year. Invoices shall be paid by the end of March of the respective year.

- (2) If a member/affiliate fails to meet the above deadline, the Secretariat shall request, with a written reminder, the payment to be made by mid-May.
- (3) If a member/affiliate still fails to make the payment after this first reminder, the Secretariat shall inform the Board. The Board shall officially urge the member/affiliate with a second reminder, sent through the Secretariat, to make the due payment by the end of June or face an immediate termination of ENQA membership/affiliation.
- (4) Should membership/affiliation be terminated, the agency shall not be allowed to reapply for the following two years unless extraordinary circumstances prevented the payment in the first place.

CHAPTER 13 – FINAL PROVISIONS

Article 34

The President shall be responsible for the implementation of these Rules of Procedure.

Article 35 – Amendment of the Rules

The Rules may be amended by a vote of two-thirds of the General Assembly, at which at least two-thirds of the members are present.