

European Association of Service-Learning in Higher Education
<u>Articles of association</u>
Title I: Name, registered seat, object, duration
Article 1
The name of the non-profit association is "European Association of Service-Learning in Higher Education", abbreviated as "EASLHE".
All actions, invoices, communications, publications and other documents from the Association have to mention the aforesaid name preceded or immediately followed by the words "non-profit association", or by the letters "ASBL/VZW", with the address of the registered seat.
Article 2
The registered seat of the Association is located in the Flemish Region. The Board of Directors determines the address of the registered seat within the Flemish Region. It can also establish working offices of the Association in any other European country.
Article 3
The Association has as disinterested goal: to promote service-learning in higher education in Europe and to foster scholarly activities related to it.
To this end it has amongst others the following activities as object:
- to disseminate information and knowledge about service-learning;
- to foster and develop training activities and resources;
- to establish links between local, transnational and global networks;
- to organize meetings, exchanges, seminars, conferences, congresses and other events, alone and/or with groupings pursuing the same objective;
- to advocate service-learning development in higher-education institutions;
- to contribute to the development of policy recommendations and initiatives;
- to support individuals and institutions in developing service-learning projects;
- to conduct and encourage research and scientific publications on service-learning;
- to raise funds, receive legacies and donations to realize the goals of the association.
The Association can also develop commercial activities, provided that the profits fully benefit the objective for which the association was founded and is not distributed to its founders, members or directors or any other person other than in the framework of its disinterested object.
Article 4
The Association has been entered into for an indefinite duration and can be dissolved at any time.

Title II: Members, joining, resignation, obligations
Article 5
The number of members is unlimited, but with a minimum of three (3) Working Members.
Article 6
There are two types of membership: Ordinary Members and Working Members. The Founders of the Association are the first Working Members.
Any physical person or legal entity willing to support the aims of the Association can become an Ordinary Member if he/she/it is accepted in that capacity by the Board of Directors. The candidates must submit a written authorization request to the Secretary of Board. The resolutions of the Board of Directors regarding the authorization of ordinary members are not motivated and one cannot appeal against them.
Ordinary Members qualify as associated members as defined in article 9:3 §2 of the Belgian Code on Companies and Associations. They have the right to participate in the activities of the Association (e.g. participation in conferences, participation in the General Assembly, access to website and mailing list, etc.), but are not members of the General Meeting.
A legal entity that is accepted as Ordinary Member, must appoint one single physical person who will be its permanent representative for the exercise of its rights in its capacity as Ordinary Member.
Any physical person willing to support the aims of the Association can become a Working Member if he/she is accepted in that capacity by the Board of Directors, upon nomination in accordance with article 18.
Working Members qualify as members as defined in article 9:3 §1 of the Belgian Code on Companies and Associations.
The maximum amount of the annual Ordinary and Working Member contributions, if any, is limited to EUR 1,500, such maximum amount being adapted automatically and annually to the Belgian health index. The amount of the contribution shall be determined by the General Meeting.
Article 7
Every Ordinary Member or Working member can resign from the Association at any given moment. The resignation must be notified to the Secretary of the Board of Directors in writing.
The exclusion of an Ordinary Member or Working Member can only be decided by the General Meeting if at least two-thirds (2/3 rd) of the total number of members are present or validly represented. If this quorum is not fulfilled, a second meeting of the General Meeting must be convened. Such meeting will be allowed to deliberate and resolve on

the exclusion, regardless of the number of members present or validly represented. The second meeting cannot be held within a period of fifteen (15) days after the first meeting. A resolution to exclude a member will only pass with a two-thirds (2/3rd) majority of the votes cast, whereby abstentions are not included in the numerator nor in the denominator.

Working Members automatically become Ordinary Members when they are no longer reelected as Working Members after the lapse of four (4) years since their latest appointment or when they resign from their capacity as Working Member.

Article 8

The existing, resigning or excluded Ordinary Members or Working Members, as well as their successors, have no right whatsoever to the equity or assets of the Association and are not entitled to any compensation from the Association.

Title III: Board of Directors

Article 9

The Association is managed by a Board of Directors that is composed of five (5) persons, who are Working Members of the Association: the President, the Vice-President, the Secretary, the Assistant-Secretary and the Treasurer.

The President, who is the chair of the Association and of the Board of Directors, is appointed by the General Meeting upon nomination by the General Assembly for a term of four (4) years. The President can be reappointed for one consecutive term of office and exercises his/her mandate without remuneration.

The directors, chosen among the Working Members, are appointed by the General Meeting for a term of four (4) years. They can be re-elected for one consecutive term of office and they exercise their mandate without remuneration.

The directors, including the President, can be revoked by the General Meeting at all times by simple majority.

Article 10

Board meetings are convened by either the President or two directors acting jointly. The Board of Directors shall meet at least once (1x) a year.

The Board of Directors can only validly hold meetings if at least half of the Board members are present or validly represented.

Every director can give a power of attorney in writing to one of the other directors to replace him/her at a board meeting. A director can only hold one power of attorney.

The Board of Directors can validly hold meetings through telephone or video conference, provided all participants to such conference can exchange opinions in real time with all other participants.

Resolutions by the Board of Directors are made by a simple majority. In case of tied votes, the vote of the President will be decisive.
Article 11
The President shall convene the meetings of the General Assembly, the General Meeting and the Board of Directors and shall preside over all assemblies.
In cases when the President is absent or unable to perform the required duties, they shall be taken over pro tempore by the Vice-President.
The Secretary and Assistant-Secretary shall be in charge of all correspondence, files, convocations to meetings and to assemblies, and the drafting of the minutes of board meetings. They shall be in charge of the communication with the whole Association.
The Treasurer shall be responsible for the day-to-day management of the funds of the Association, book-keeping, and collection of all documents related to financial operations. The Treasurer shall keep a regular record of all operations carried out and shall report thereon to the Board and to the General Assembly. The Treasurer may be assisted in this work by a chartered accountant selected by the Board. The Treasurer shall not transfer the ownership of any assets of the Association without the Board's consent.
Article 12
The Board of Directors has all powers to manage and govern the Association except for powers explicitly reserved by law to the General Meeting.
The Association is validly represented either by the directors acting as a board or by any two directors acting jointly.
The Board can delegate the daily management of the Association, including the authority to represent the association for acts of daily management, to one or more persons, whether or not directors, members or not, acting individually. The Board can terminate this delegation without any further motivation.
The Board may appoint small committees on an ad hoc basis for specific duties. Such committees shall be accountable towards the Board and shall submit a report on the specific missions entrusted to them.
Title IV: General Meeting and General Assembly
Article 13
The General Meeting is composed of all Working Members and is chaired by the President of the Board of Directors or the Vice-President, or the oldest director present. There is a maximum of twenty-one (21) members including the President and other Board members.
The General Meeting is the Association's body as identified in article 9:12 of the Belgian Code on Companies and Associations.

In the General Meeting, a Working Member can be represented by another Working Member via a power of attorney in writing, who may hold two powers of attorney.

Each Working Member has one (1) vote in the General Meeting.

Article 14

The following powers exclusively belong to the General Meeting:

- the modification of the articles of association,
- the appointment and dismissal of the directors,
- the appointment and dismissal of the auditor and the determination of his remuneration,
- granting discharge to the directors and the auditor,
- as the case may be, the filing of liability claims against directors or auditors,
- the approval of the annual accounts and the budgets,
- the exclusion of a member,
- the voluntarily dissolution of the Association and
- all other powers which are vested in the General Meeting by law.

Article 15

The annual General Meeting is convened every year no later than six (6) months after the accounting year-end to discuss and approve the accounts of the past year, the annual report of activities and to approve the budget and the plan of activities for the next year.

Other General Meetings can be convened by decision of the Board of Directors, each time this is deemed necessary or at the request of at least one fifth of the members of the General Meeting.

The General Meeting can only validly hold meetings if at least half of the Working Members are present or validly represented.

The convening notices are sent in writing, signed by the President or two (2) directors acting jointly or by one fifth of the members, to every Working Member at least three (3) weeks prior to the meeting. The convening notices mention the date, place, hour and agenda of the General Meeting. Every proposal that is signed by one twentieth (1/20th) of the Working Members must be placed on the agenda.

The General Meeting can validly hold meetings through telephone or video conference, provided all participants to such conference can exchange opinions in real time with all other participants.

Article 16

Decisions of the General Meeting are made by a simple majority of the votes present or validly represented, except for the cases foreseen by law or by the articles of association.

Amendments to the articles of association can only be made by a General Meeting in case this is explicitly mentioned in the convening notice and if at least two-thirds (2/3rd) of the Working Members are present or validly represented.

If during the first meeting the aforementioned quorum is not reached, a second meeting can be convened that can validly meet, resolve and adopt amendments regardless of the

number of Working Members present or represented. The second meeting cannot be held within a period of fifteen (15) days after the first meeting.
Amendments to the articles of association must be approved by at least two-thirds (2/3 rd) of the votes cast, whereby abstentions are not included in the numerator nor in the denominator.
Amendments to the object of the Association can only be validly adopted by the General Meeting if such decision has been approved by four-fifth (4/5 th) of the votes cast, whereby abstentions are not included in the numerator nor in the denominator.
The minutes of the resolutions by the General Meeting can be signed by the Working Members who request this. A copy of the minutes is sent to the Working Members either by ordinary mail or by e-mail.
Article 17
The General Assembly is composed of all Ordinary Members and Working Members and is chaired by the President of the Board of Directors or the Vice-President or oldest director present.
An Ordinary Member or Working Member can be represented at the General Assembly by means of a written power of attorney by another Ordinary Member or Working Member, who may not hold more than two powers of attorney.
Each Ordinary Member or Working Member has one (1) vote in the General Assembly, when this Assembly is to nominate Working Members or directors.
Article 18
The General Assembly shall convene at a date set by the Board of Directors, generally at the occasion of an international conference organized by the Association. Members of the General Assembly shall receive notice to attend containing the agenda for the assembly no later than three (3) weeks before the meeting of the General Assembly.
The General Assembly nominates by secret ballot the President of the Association.
Nominations for the election of the President, signed by two (2) Ordinary Members or Working Members, must be received by the Secretary at least three (3) weeks before the date of the General Assembly. The outgoing President shall ensure that at least one (1) nomination is in the Secretary's hands by that date.
If only one (1) candidate is proposed to the General Assembly, his/her nomination must be approved by at least the majority of votes cast at the General Assembly.
If more than one persons are proposed to the General Assembly, each Ordinary Member or Working Member participating in the General Assembly shall indicate from a list of these candidates its choice for nomination. The candidate having received the highest number of votes shall be nominated as President for the purpose of article 9, second paragraph.
The President is agreed automatically as Working Member.
The nomination of the other Working Members shall be determined by secret ballot at the General Assembly. Each Ordinary Member or Working Member participating in the

General Assembly shall cast its vote for the nomination of maximum twenty (20) Working Members on a list provided by the Board of Directors based on candidacies received. Those who receive the highest numbers of votes shall be nominated for the purpose of appointment by the Board of Directors as determined by article 6, provided that the General Meeting shall include no more than two Working Members (including, for the avoidance of doubt, the President) of the same nationality, whereby nationality shall not be defined in terms of the personal nationality of such candidate, but in terms of the nationality of the higher education institution such person is affiliated to. Candidates for a mandate as Working Member shall submit their candidature to the Secretary at least the day before the meeting of the General Assembly.

Title V: Financial year

Article 19

The financial year of the association starts on 1 January and runs until 31 December of the same year.

Title VI: Dissolution and liquidation

Article 20

In case of dissolution and after liquidation of all liabilities, the assets will under no circumstances be granted to the members or ex-members, and will be transferred to an association or foundation having the same or a similar object.