

# MEMORANDUM OF ASSOCIATION

## EUPRIO vzw

European University Public Relations and Information Officers, abbreviated 'EUPRIO'

EUPRIO vzw  
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### TITLE I. Name, status, head office and official language

#### Article 1. Name

1. The name of the Association is 'European Association of Communication Professionals in Higher Education', abbreviated to 'EUPRIO'.
2. In this Memorandum of Association, the terms 'European' and 'Europe' are defined as the geographic zone comprising all Member States of the Council of Europe, as well as those States that have applied for membership and those States having the status of Observer in the Committee of Ministers of the Council of Europe.

#### Article 2. Status

EUPRIO is a not-for-profit association established in accordance with the Belgian Act of March 23, 2019 introducing the Companies and Associations Code (hereinafter referred to as the WVV), as published in the Belgian Official Gazette of April 4, 2019.

#### Article 3. Head office

1. The registered office of EUPRIO is located in the Flemish Region.
2. The address of the head office may be relocated by a decision of the Steering Committee, in accordance with the conditions for amendments to the Memorandum of Association. However, moving the registered office outside of the Dutch region requires the authorization of the General Assembly.

#### Article 4. Language

The official language of the Association is Dutch.

## TITLE II – Mission, activities and duration

### Article 5. Mission

1. The disinterested objectives of EUPRIO are as follows:
  - to promote the exchange of ideas, techniques and experiences between the members of the Association in all matters concerning communication and, in particular, those relating to institutions of higher education;
  - to encourage and promote cooperation and partnership between European institutions of higher education and research in the field of communication;
  - to establish a network to assist members in carrying out their duties as professional communication specialists within their respective institutions;
  - to promote the professional excellence of all members within their working environments;
  - to promote information, public relations, marketing and other forms of business communication by encouraging best practices and organising conferences, workshops and the like;
  - to represent communication on higher education in Europe within other organisations;
  - to represent the interests of communication in higher education within the national and international policy-making process;
  - to encourage and expand cooperation between European members and professionals both within and outside of Europe.

### Article 6. Duration

The Association is established for an indefinite period.

### Article 7. Subject of activities

1. In order to pursue the objectives set out in Article 5, the Association may:
  - organise conferences, workshops, meetings, webinars (online meetings), exhibitions and any other initiative that promotes the experience or lifelong learning of its members, and other activities defined by the Steering Committee or the Executive Board;
  - hold an Annual Conference during which the General Assembly may take place;
  - elaborate and distribute promotional materials;
  - maintain a website, a login area for members and distribute newsletters, audio-visual materials and the like through social and other media;
  - build a network to support institutions of higher education and research or other European organisations in their communication programmes
  - sign agreements/cooperate with other associations/institutions.
2. The Association may also carry out all activities that are directly or indirectly related to its objectives. In particular, it may assist or be involved in any activity that is similar or complementary to its objectives.

## TITLE III – Membership, financial resources and financial year

### Article 8. Membership

1. The Members are natural persons from the countries mentioned in Article 1. The number of Members shall be a minimum of three, with no maximum.
2. There are four categories of Members:
  - Individual Members;
  - Collective Members;
  - Associate Members;
  - Honorary Members.
3. Individual Membership is open to all professionals within the field of communication, including press offices, public relations and external relations; international relations, marketing, digital communication, protocol services, independent consultancy, internal communication in institutions of higher education, foundations and research in Europe.
4. Collective Membership is open to employees of institutions of higher education and research in Europe. One institution may have multiple Collective Memberships. However, institutions are not Members. Each Collective Membership provides groups of up to four employees who are active within the field of communication in the same institution with the right to be registered as Members. Their rights and obligations are the same as for individual members.
5. Associate Membership is open to *individual consultants* who are involved in communications within institutions of higher education or research, but are not employed at universities or related institutions.
  - Associate Members shall not have the same rights and obligations as Individual Members. They can attend all the activities of the Association but cannot be elected to Statutory Entities as per article 14 and thereafter or vote in the General Assembly.
  - Associate Members may become Partners of the Association and have the right to contribute to EUPRIO's goals based on separate agreements.
6. Honorary Membership shall be conferred upon individuals who have achieved recognised excellence within the field of communication and/or higher education and/or have made an important contribution to EUPRIO. Given that Honorary Members have the same rights and obligations as individual members, their membership shall, in principle, be for an indefinite period. They are not requested to pay the membership fees. However, they may resign voluntarily, be excluded or be deemed as no longer desiring Membership. The duration of an Honorary Membership need not be explicitly indicated. In the absence of any indication of duration, Membership shall be deemed to be for an indefinite period.

### Article 9. Admission

1. Candidates for Individual and Collective Membership must complete a digital admission form on the login area for members and submit it to EUPRIO. The Executive Board approves the applications that

meet the criteria set out in Article 8. Members shall undertake to comply with the Memorandum of Association and the Regulations of the Association.

2. Candidates for Associate Membership must submit their online application forms to the Executive Board.
3. Candidates for Honorary Membership must be nominated by at least two members of the Steering Committee and approved by the simple majority of the Steering Committee.

#### Article 10. Membership fees

1. All categories of Members shall be required to pay annual membership fees, with the exception of Honorary Members, who shall be exempted from this obligation.
2. The amount of the annual membership fees shall be determined by the Steering Committee each year and Members should pay/renew their membership fees to EUPRIO before the end of March each year. Late subscriptions will be considered by the Executive Board.
3. A maximum amount up to which an annual contribution can be charged to members hereinafter referred to as voting members, shall not exceed 500 EUR per annum.
4. Members, who have paid the due membership fees, shall be entitled to attend the Annual Conference paying the reduced fees for members and all the EUPRIO events, to vote in the General Assembly and to enjoy all rights associated with Membership.
5. Only new Members joining the Association in the last three months of the year are considered members also for the following year.

#### Article 11. Exclusion

1. Members may be excluded from the Association by a decision of the General Assembly taken with a two-thirds majority of the votes present and/or represented.
2. Members may voluntarily withdraw from the Association at any time by sending an email to the President of the Steering Committee.
3. Excluded Members, resigning Members or the legal successors of an excluded, resigning or deceased Member shall not be entitled to claim any of the assets of the Association.

#### Article 12. Financial resources

1. The Association's income shall come from annual membership fees and from other sources (e.g. income from annual conferences).

2. The Association may accept subsidies, gifts, endowments, bequests or any other form of donation from public or private sources, which may or may not be earmarked for specific purposes, as defined in its objectives.
3. All bank accounts into which any part of the assets of the Association is deposited must be managed by the President, the Vice-President, the Treasurer or the Secretary and must bear the name of the Association. Financial transactions in excess of € 1.000 shall require two signatures from the aforementioned persons.

#### Article 13. Financial year

The Association's financial year shall run from January 1<sup>st</sup> through December 31<sup>th</sup>.

### TITLE IV – Structure

#### Article 14. Entities

The structure of EUPRIO shall be as follows:

- a. the General Assembly;
- b. the Steering Committee;
- c. the President;
- d. the Executive Board;
- e. the Auditors' Committee.

#### Article 15. The General Assembly

1. The General Assembly is the highest body within the Association. The Assembly furthermore:
  - a. shall elect the President and Vice-President based on the nomination(s) put forward by the Steering Committee;
  - b. shall be authorised to dissolve the Association;
  - c. may revise and amend the Memorandum of Association, except in cases where the Steering Committee is competent, as provided for in the Companies and Associations Code;
  - d. shall approve the annual accounts and the budget for the next business year and shall receive the reports from the President, the Vice-President, the Secretary and the Treasurer concerning the activities of the previous business year, as well as the plans for future activities;
  - e. shall approve the Regulations as proposed by the Steering Committee;
  - f. shall appoint and dismiss Executive Board and determine their remuneration in the event a remuneration is granted
  - g. shall appoint, dismiss the Auditors and determine and remuneration in the event a remuneration is granted;
  - h. shall grant discharge to the Executive Board and the Auditors as well as, if applicable, decide on the institutional proceedings against them;
  - i. shall take decisions concerning the exclusion of Members;

- j. shall take decisions concerning the conversion of the Association's not-for-profit status to that of an international not-for-profit association, a cooperative society recognised as a social enterprise or a recognised cooperative social enterprise society;
  - k. shall take decisions concerning all other matters as required by law or the Memorandum of Association
  - l. shall decide if necessary, on the conversion of the non-profit association by membership (vereniging zonder winstoogmerk, abbreviated VZW) into an IVZW, (internationale vereniging zonder winstoogmerk) a international non-profit association as a grouping of natural or legal persons that pursues a disinterested purpose of international benefit
  - m. shall undertake all cases where the law or the articles of association require it
2. The General Assembly shall comprise all Members of EUPRIO: Individual Members, Members through Collective Memberships, Associate Members and Honorary Members.
3. Each member shall have only one vote. Members who are unable to be present at the General Assembly may be represented by proxy. Each member can have maximum two proxy by other members.
4. The General Assembly shall be convened at least once per year, connected or not to the Annual online or offline Conference.
5. The agenda for the General Assembly shall be sent to all Members three weeks before the date of the General Assembly. If an amendment to the Memorandum of Association or the dissolution of the Association is proposed, this must be announced 60 days in advance. All matters on which the General Assembly must take a decision must be included in the agenda.
6. The President shall preside over the Assembly.
7. A quorum of 1/10 of the total number of Members on the membership list shall be required for the General Assembly to take a valid decision. For the purpose of calculating the quorum, Members who are validly represented by proxy shall also be taken into account.
8. The General Assembly shall be free to decide how voting is to take place: by show of hands, secret ballot, call-in ballot, electronic ballot or other means.
9. The election of the President shall take place by secret ballot. A secret ballot shall also be required for personal matters or conflicts.
10. When a vote is required, the President shall appoint tellers and determine the time and place at which the results are to be announced.
11. Decisions shall be taken by simple majority of the votes present and represented. Abstentions shall not count as negative votes in the General Assembly. They shall be excluded from the deliberations. In case of a tie, the President shall cast the deciding vote.
12. General Assembly may be convened by the President, by the Steering Committee or by means of a formal written request submitted by at least 1/10 of the Members.

13. The decisions of the General Assemblies shall be archived at the registered office of the Association and can be inspected/read/consulted with the minutes by members of the Association at their request in the Association's head office as stipulated by article 3. Interested third parties may submit a written request to the Executive Board to be informed of the decisions of the General Assembly. The Executive Board shall take a decision on this matter at its own discretion and without further statement of reason.
14. The latest approved version of the internal regulations is located at the registered office address of the association.

#### Article 16. The Steering Committee

1. The Steering Committee is the usual governing body of the Association. It shall be authorised to perform all acts of management that are necessary or useful to achieve the Association's aim, with the exception of those acts for which the General Assembly has exclusive competence. For example, the duties of the Steering Committee shall include the following:
  - a. serving as the main discussion forum for the Association's policy choices; it may make statements on behalf of the Association, take initiatives or participate actively in the international debate on matters relating to communication;
  - b. developing priorities and guidelines concerning administrative matters, as well as concerning services to be provided to Members;
  - c. examining the applications of candidates for the Presidency, which must be accompanied by a general policy statement;
  - d. proposing a short list of candidates, containing one to three names, to the General Assembly in advance of the Presidential election;
  - e. appointing the Treasurer and the Secretary;
  - f. appointing the Auditors;
  - g. proposing the programme and location of the Annual Conference and any other initiative, and supporting the organisers in developing the substantive content of such events by suggesting possible speakers and themes;
  - h. establishing and dissolving working groups as they see fit;
  - i. determining the amount of the annual membership fees;
  - j. receiving and approving the annual accounts and budget prepared by the Executive Board, as well as the President's report concerning the past year's activities and the plans for future activities, in order to prepare them for submission to the General Assembly;
  - k. taking decisions on the admission of Individual and Institutional Members, as well as of Associate and Honorary Members;
  - l. receiving and approving agendas for meetings of the General Assembly, as prepared by the President;
  - m. proposing revisions and adjustments to the Memorandum of Association and the Regulations to the General Assembly.
  - n. taking part in the promotion and development of the Association through active contributions to current activities and recruiting new members.

2. The Steering Committee shall consist of:
  - a. the President;
  - b. the Vice-President;
  - c. the Treasurer;
  - d. the Secretary;
  - e. the National Representatives and their Deputy Representatives.
3. Any European country with at least five Members may propose a National Representative to the Steering Committee, which shall decide on the appointment. If a country has at least 20 Members, it may also propose a Deputy Representative to the Steering Committee, which shall decide on the appointment. If the national Membership is non-existent or has ended, the Steering Committee may propose a Representative for a period of two years to the EUPRIO members of that country, which shall decide on the appointment in order to build or rebuild the national membership.
4. If possible, the National Representatives are to be suggested to the General Assembly by their national organisations. If there is no national organisation, the National Representative shall be suggested by the Steering Committee, after consultation with an informal group of Members from that country.
5. Both the National Representatives and the Deputy National Representatives may attend the same meeting of the Steering Committee; they have the same rights and obligations.
6. National Representatives must demonstrate the proper procedural and adequately democratic support of the majority of their national Members. Mandate of the Steering Committee members can end voluntarily or compulsorily pending the above mentioned decisions.
7. The elected officers such as: The President, Vice-President, Treasurer, Secretary, Steering Committee members and Auditors, shall act as Ultimate Beneficial Owners (UBO) as specified by the law regarding the UBO register of Belgium of September 18<sup>th</sup> 2017 on the prevention of the use of the financial system for the purposes of money laundering or terrorist financing and limitations to the use of cash.
8. The aforementioned officers are always to be subject to dismissal by the General Assembly, which takes such decisions by a simple majority of votes of the Members present and represented. Each member of the Steering Committee may also resign by directing a letter or email to this effect to any Executive Board member.
9. National Representatives, assisted by the Deputy National Representatives, shall be responsible for contacts with their own national associations, if any, as well as for all matters concerning EUPRIO in the country concerned, including:
  - a. recruiting and retaining Members;
  - b. promoting the Annual Conference and other EUPRIO initiatives;
  - c. organising meetings of EUPRIO members and other interested parties in the relevant country, if applicable.
10. The Steering Committee must meet at least twice each year. One of these meetings must coincide with the Annual Conference. The President shall convene and preside over the meeting, in addition to preparing the agenda of the meeting.



11. The required quorum for any valid meeting shall be half of the, SC members plus one. With the lack of required quorum the President may decide to continue a meeting online or physically onsite, with the number of SC members present.
12. The decisions shall be taken in a collegial manner. SC members who do not agree with a decision may have this recorded in the meeting minutes.
13. Any elected Officer having a conflict of interest of a financial nature must report this to the Steering Committee and may not participate in the deliberations or vote on this decision. If a majority of the directors have conflicting interests of a financial nature, the General Assembly must issue a ruling on this matter.
14. Any member of the Steering Committee failing to attend three consecutive meetings shall be seen as resigning by operation of law. The President shall contact the national members immediately in order to replace the Representative in question.
15. The Steering Committee shall represent the not-for-profit association as a Board in all actions, both in and out of court. It shall represent the Association through the majority of its members. Without prejudice to the general representative powers of the Steering Committee as a Board, the not-for-profit association shall also be represented both in and out of court by the single signature of the President, the Vice-President, the Treasurer or the Secretary. Transactions in excess of € 1.000 shall require the signature of two officers.

#### Article 17. The President.

1. The President is the figurehead of the Association. The President shall lead and represent this Association and serve as its spokesperson towards third parties with regard to all activities.
2. The President shall:
  - a. Sending out the invitation and agenda for the Annual General Assembly
  - b. convene and preside over the meetings of the General Assembly, the Executive Board and the Steering Committee and ensure the implementation of all decisions taken;
  - c. ensure its good order and proper functioning;
  - d. ensure compliance with the Memorandum of Association and the Regulations;
  - e. prepare the annual report concerning the past year's activities and plans for the future, to be presented to the General Assembly;
  - f. exercise all other functions and powers in accordance with the law.
3. The President shall be assisted in carrying out the assigned duties by a Vice-President. In case of absence or temporary unavailability, the President shall be replaced by the Vice-President.
4. The President must be a Member of the Association and employed in an institution of higher education.
5. The General Assembly shall appoint the President from a short list of candidates (containing one to three names) that has been submitted by the Steering Committee.

6. The President shall be elected by a simple majority of the votes present and represented at the General Assembly. In case of a tie, a new vote must be held. Should this vote also end in a tie, the oldest candidate shall be declared the winner.
7. The President shall remain in office for two years and may be reappointed once.
8. The President shall be appointed one year before the start of the term of office as President. During this period, the President-elect shall fulfil the role of Vice-President, and shall do so again for one year after the end of the term of office.
9. The President shall be relieved of the assigned duties and replaced by the Vice-President in the following situations:
  - a. inability to fulfil the position due to illness;
  - b. voluntary resignation or removal from office;
  - c. absence from two consecutive meetings without good reason;
  - d. having a direct or indirect interest in any contract and failing to disclose the nature of that interest;
  - e. no longer being employed in higher education

The President may submit his resignation to the highest ranking officer of the Executive Board, currently.

#### Article 18. The Executive Board

1. The Executive Board shall be responsible for the implementation of the Association's policies and the plans for its daily management activities including both those acts and decisions which do not go beyond the needs of the daily life of the association, and those acts and decisions which, either because of their lesser importance that they exhibit, or because of their urgency, do not justify the intervention of the General Assembly.
2. The Executive Board shall consist of the President, the Vice-President, the Secretary and the Treasurer.
3. The appointment of the Executive Board members must be made by a decision of the Steering Committee in accordance with article 16 point 1d (regarding the President and vice-President) and in accordance with article 16 point 1e (regarding the Treasurer and the Secretary). The President and the Vice-President shall thus be appointed by the General Assembly, with the Secretary and the Treasurer being appointed by the Steering Committee.
4. Executive Board's duties shall include the following:
  - a. preparing discussion papers;
  - b. preparing proposals for the annual budget, which must first be submitted for approval to the Steering Committee and then to the General Assembly;
  - c. taking responsibility for the implementation of the budget;
  - d. elaborating programmes for the exchange of information and experiences concerning matters of mutual interest to individual and collective Members, as well as for the identification and dissemination of good practices in institutions of higher education and research
  - e. collecting and managing the memberships.

5. Each member of the Executive Board must be a Member of the Association.
6. Mandate of the Executive Board members can end voluntarily or compulsorily pending the above mentioned decisions.
7. With the consent of the Steering Committee, members of the Executive Board may be reimbursed for reasonable travel, hotel and other expenses incurred in connection with their attendance at meetings and other sessions.
8. The Secretary shall:
  - a. prepare a written report of all the meetings with all decisions taken;
  - b. conduct and record all voting procedures during official meetings
  - c. supervise the composition of the Steering Committee;
  - d. initiate and coordinate cooperation and exchange activities with other relevant international organizations
9. The Treasurer shall:
  - a. prepare the budget and accounts;
  - b. supervise the members' registration process, collect the membership fees and manage the related documents and lists;
  - c. manage the Association's bank accounts and investments;
  - d. recommend the amount of membership fees for a given year
  - e. act as the designated Data Protection Officer (DPO)
  - f. prepare the requested documents for the fiscal and legal duties.
10. The Executive Board shall meet at least three times each year. The President shall convene and preside over the meetings of the Executive Board, in addition to preparing the meeting agendas.
11. Decisions shall be taken by simple majority vote amongst the members present. In case of a tie, the President shall cast the deciding vote

#### Article 19. The Auditors' Committee

1. The Auditors' Committee is the Entity that:
  - a. shall verify the conformity of the financial statements with the accounting books;
  - b. shall supervise and support the general management of the Association;
  - c. shall perform the necessary audits of liquid and immovable assets;
  - d. shall assess the regularity of the accounting books
2. The Auditors' Committee shall consist of three Members to be appointed by the Steering Committee, preferably from amongst former Members of the Association who were not excluded and/or who have not resigned. It is recommended that a person representing the EUPRIO host-university (where the legal seat is based) be included among the three Auditors.
3. The Auditors may participate in the meetings of the Steering Committee without voting rights.

4. Auditors shall remain in office for two years and may be appointed to a new term of office.
5. Within reasonable limits, the Auditors may call upon external financial expertise as needed.

## **TITLE V – Amendments to the Memorandum of Association and Dissolution of the Association**

### Article 20. Amendments to the Memorandum of Association

1. A proposal to amend the Memorandum of Association may be submitted by the Steering Committee, at its own initiative, at the initiative of the President, or upon request by at least 1/20 of the Members.
2. The Memorandum of Association may be amended by a decision of the General Assembly, if there are at least two-thirds of the Members present or represented at the meeting. If this attendance quorum is not reached at the first meeting, a second meeting may be convened, which may validly deliberate and take decisions regardless of the number of Members present or represented. The second meeting may not be held within 15 days of the first meeting.
3. Amendments can be accepted only if they are approved by a two-third majority of the votes cast. If the amendment of the Memorandum of Association concerns the purpose of the Association, a majority of 4/5 of the votes of the members present or represented shall be required.

### Article 21. Dissolution of the Association

1. If it is decided to dissolve or regulate the not-for-profit association, the regulations specified in Articles 2:109 to 2:149 of the WVV are to be followed.
2. Destination of net assets in case of cessation of the Association shall be decided by the General Assembly.

Gian-Andri Casutt, President