



european university
continuing education network

STATUTES

Version **APPROVED** on Friday 10 June 2022, by unanimity during the [eucen](#) General Assembly in Budapest (HU).

(I) THE ASSOCIATION

Article 1: Name

The Association, established for an indefinite period, is called "European University Continuing Education Network" for short "EUCEN".

Article 2: Seat

The Seat of the Association is located in Belgium, in the Brussels Region. The current address is Université libre de Bruxelles, Service de formation continue, Avenue Franklin Roosevelt 50 - CP 160/26, 1050 Brussels.
The modification of the seat is a competence of the Steering Committee.

Article 3: Administrative seat

The Administrative Seat (known as eucen Secretariat) is located at Balmes, 132-134, ES-08008 Barcelona, Spain. The modification of the administrative seat is a competence of the Steering Committee.

Article 4: Purpose

The purpose of the Association is :

- (1) to contribute to the economic and cultural life of Europe through the promotion and advancement of lifelong learning within higher education institutions in Europe and elsewhere;
- (2) to foster universities' influence in the development of lifelong learning knowledge and policies throughout Europe.

Article 5: Functions

In pursuing its objectives, the Association shall in particular :

- (1) Provide a forum for the development, interchange and dissemination of innovation and good practice on lifelong learning within European higher education;
- (2) Encourage high standards in all areas of lifelong learning and to harmonise levels of quality for lifelong learning among its members;
- (3) Represent the interests of the lifelong learning community within higher education and to European policymakers;

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



- (4) Facilitate communication, liaison and collaboration with other appropriate bodies and organisations;
- (5) Promote and conduct research into lifelong learning and to disseminate the results of this research;
- (6) Obtain, collect and receive money, funds and other property and to administer them in pursuance of the objectives of the Association.

The Association may carry out all acts relating indirectly or directly to its purpose. It may lend its assistance and take an interest in any activity similar to its functions. The Association may own or use all movable and immovable property necessary to achieve its functions.

The Association may not distribute or procure directly or indirectly any pecuniary advantage to its founders, members, directors or any other person, except for the disinterested functions determined by these statutes. Any transaction violating this prohibition shall be void.

The Association may provide services free of charge to its members which are within the scope of its purpose and within the framework of its functions.

(II) MEMBERSHIP

Article 6: Membership categories

There are three categories of members: full members, associate members and affiliate members. All members shall enjoy the rights and be bound by the obligations specified in these statutes.

Article 7: Full members

Full membership is open to:

- (1) higher education institutions with legal status, located geographically in Europe, pursuing activities under the purpose of the Association, which offer the highest level degree or diploma in their own country.
- (2) universities of applied sciences and arts with legal status, located geographically in Europe, pursuing activities under the purpose of the Association, which offer at least degrees programmes in two of the Bologna cycles (BA, MA, Doctorate).
- (3) national or international networks of institutions referred in Art 8. (1), located geographically in Europe, pursuing activities under the purpose of the Association.

Article 8: Associate members

Associate membership is open to :

- (1) higher education institutions with legal status, in geographical Europe, pursuing activities under the purpose of the Association, but who do not offer the highest degree or diploma in their own countries.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balma 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



- (2) higher education institutions with legal status, outside geographical Europe, which offer the highest degree or diploma in their own country.
- (3) individuals who are Lifelong Learning experts in Higher Education, and have been active in the Association while employed by a member institution. These persons will be referred to as "Experts".

Article 9: Affiliated members

Affiliate membership is open to :

- (1) national or international lifelong learning organisations with legal status;
- (2) individuals concerned with lifelong learning networks.

Article 10: Definitions

In these statutes, the terms "European" and "Europe" are defined as the geographical area covered by the Cultural Convention of the Council of Europe signed in Paris 19 December 1954.

Article 11: Rights of members

All members have the right to participate in (i) activities, (ii) meetings and (iii) the General Assembly but only full members have the right to vote.

Article 12: Number of members

The number of members is unlimited but shall be not less than three.

Article 13: Membership fees

All members are required to pay an annual membership fee which may not exceed €1,000.00.

Article 14: Admission

All applications for full, associate or affiliate membership shall be made in writing to the eucen Secretariat and considered by the Steering Committee.

The admission of new members shall be decided by the General Assembly by a two-thirds majority of the votes present or represented. The General Assembly is not required to give reasons for its decision. The membership category shall be recorded in the minutes of the General Assembly.

By their admission, members adhere to these statutes, the internal rules and regulations and the decisions taken by the Association. Members shall not be personally bound by the commitments of the Association and shall not be liable for its debts out of their own property.

Article 15: Exit: resignation, loss of status and exclusion

Membership ends:

- (1) by death, disappearance or incapacity. In the case of a legal entity, by its dissolution, merger, division, nullity or bankruptcy.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmaes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*

- (2) in case of voluntary resignation addressed in writing to the Steering Committee. To avoid payment of the annual membership fee, a formal letter of resignation signed by the Rector must be sent to the Association by postal mail or email before 31 December of the previous year.
- (3) in case of exclusion by the General Assembly; any member shall be excluded, whose attitude, conduct, words, writings or statements expressed outside the General Assembly, would (i) be incompatible with the object (ii) be detrimental to the reputation of the Association or (iii) constitute a serious breach of the Statutes or the Companies and Associations Code.

The exclusion of a member can only be pronounced by the General Assembly and must be indicated in the convocation which sets the agenda. The member must be heard beforehand as to the reason for the exclusion.

The General Assembly may only validly deliberate if two thirds of the members are present or represented; the decision to exclude shall be taken by a two thirds majority of the votes cast, without taking into account abstentions, invalid votes and blank votes. The exclusion shall take effect on the day of the decision of the General Assembly.

The Steering Committee may also suspend or prohibit, until the date of the General Assembly, the participation in the activities and meetings of the Association of a member whose exclusion is being considered.

The exclusion or suspension shall be notified to the member concerned in writing.

- (4) in the case of non-payment of subscription fees for two years, when such default has been denounced by the Steering Committee and recorded by the General Assembly.
- (5) in case of dissolution of the Association.

Article 16: Exit: suspension

Under exceptional circumstances, when a member institution takes a stand against the democratic, peaceful and dialoguing disposition of the Association, the Steering Committee may decide to suspend its membership until the next General Assembly, which shall be invited to ratify the decision of the Steering Committee. The decision shall be taken by the General Assembly by a two-thirds majority of the votes present or represented. The General Assembly is not required to give reasons for its decision. The suspension shall be notified to the member concerned in writing.

Article 17: Exit: rights of members

A member who resigns, is suspended or excluded, as well as the heirs or successors of a deceased member, shall have no right to the Association's funds. They may not claim or request any statement, rendering of account, affixing of seals or inventory.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balma 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

projects
conferences
networking
resources
publications

Article 18: Register of members

The Steering Committee shall keep a register of members at the seat of the Association. This register shall contain the surname, first name and domicile of the members, or in the case of a legal person, the name, legal form and address of the registered office, as well as the full details of the natural person who represents each legal person. All decisions to admit, resign or exclude members shall also be entered in this register by the Steering Committee within eight days of the Steering Committee's knowledge of the decision. The Steering Committee may decide that the register shall be kept in electronic form.

(III) THE GENERAL ASSEMBLY

Article 19: Definition and composition

The General Assembly is the sovereign power of the Association. It is composed of the full members.

Article 20: Powers

The General Assembly shall have such powers as are expressly granted to it by the Companies and Associations Code or these Statutes.

In particular, the following are reserved to its competence:

- (1) amendments to the statutes,
- (2) the admission of new members,
- (3) the appointment and dismissal of administrators as well as the conditions, financial or otherwise, of the remuneration of the administrator's mandate,
- (4) the appointment of the president of the Steering Committee,
- (5) if applicable, the appointment and removal of the statutory auditor and the fixing of its remuneration,
- (6) the discharge to be granted to the directors and, if applicable, the auditor,
- (7) approval of budgets and accounts,
- (8) the voluntary dissolution of the Association,
- (9) exclusion of members,
- (10) make or accept the contribution of a universality free of charge,
- (11) any other case where required by the Companies and Associations Code or the statutes.

Article 21: Ordinary General Assembly (OGA) and Extraordinary General Assembly (EGA)

An ordinary General Assembly shall be held at least once a year to approve the accounts of the previous financial year and the budget for the following financial year. This assembly shall be held as soon as possible after the end of the financial year and at the latest during the month of June.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



european university
continuing education network

The Steering Committee shall also convene the general assembly: (1) in cases provided for by the Companies and Associations Code or the Statutes, (2) at the request of at least two members of the Steering Committee when the interests of the Association so require, (3) when at least one fifth of the members so request.

In the latter case, the Steering Committee shall convene the general assembly within 21 days of the request, and the general assembly shall be held no later than on the 40th day after the request.

Article 22: Convening and chairmanship

The General Assembly shall be convened by the Steering Committee, by ordinary letter or by e-mail, addressed to each member at least one month before the meeting. The notice of meeting shall state the day, time, place and agenda. Any proposal for items signed by one twentieth of the members which is received at least two weeks before the General Assembly must be included in the agenda.

It is chaired by the president of the Steering Committee or, if they are absent, by their vice-president or the oldest/more senior administrator present. The President shall appoint the Secretary. The president and the secretary shall constitute the office of the General Assembly.

The General Assembly may validly meet in the absence of a convocation provided that all members who are to be convened are present and that they agree on the agenda.

General Assembly meetings may, if necessary, be held by means of telecommunication techniques allowing collective deliberation, such as telephone or video conferences. In this case, the convening notice should contain a clear and precise description of the procedures for remote participation. The minutes of the meeting shall mention any technical problems and incidents which prevented or disrupted electronic participation in the General Assembly or voting.

The members of the office of the General Assembly may not participate in the General Assembly by electronic means. They are authorised to sign the minutes.

The members may unanimously and in writing take all decisions which fall within the powers of the General Assembly, with the exception of the amendment of the Statutes. In this case, the formalities for convening the meeting need not be fulfilled. The members of the Steering Committee and, if applicable, the auditor, may, at their request, take cognisance of these decisions. In any case, the Steering Committee shall record in writing the unanimous agreement of the members obtained through the written procedure and the validity of the decisions taken.

A copy of the documents which must be sent to the General Assembly under the Companies and Associations Code shall be sent without delay and free of charge to the members, directors and auditors who request it.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



european university
continuing education network

Article 23: Participation in the General Assembly

Each member has the right to attend the General Assembly. They may be represented by another member. Each member may hold only two written proxies duly signed. The Steering Committee may invite any person to all or part of the General Assembly as an observer or consultant.

Article 24: Voting rights

All full members have equal voting rights at the General Assembly, each with one vote.

Article 25: Ordinary quorums

The General Assembly shall deliberate when at least half of the members are present or represented, except in cases where the Companies and Associations Code or these Statutes require a quorum. Unless otherwise decided by the Companies and Associations Code or these Statutes, resolutions shall be passed by an absolute majority of votes. Invalid and blank votes as well as abstentions are not taken into account for the calculation of majorities. In the event of a tie, the president shall have the casting vote. The General Assembly can only validly deliberate on the items on the agenda.

Article 26: Special Quorums

The General Assembly may only validly deliberate on amendments to the Statutes and the exclusion of a member if at least two thirds of the members are present or represented. The decision can only be adopted by a two-thirds majority of the votes.

The General Assembly may only validly deliberate on the modification of the purpose or functions and the voluntary dissolution if at least two thirds of the members are present or represented. The decision can only be adopted by a majority of four fifths of the votes.

In all cases, invalid and blank votes and abstentions are not taken into account for the calculation of majorities.

In the case of amendments to the Statutes, if the special quorum is not reached, the meeting shall be postponed to a later date. A new General Assembly shall be convened under the same conditions as above, which shall be valid regardless of the number of members present or represented. The second meeting can only take place fifteen days after the first one at the earliest.

Article 27: Register

The decisions of the meeting are recorded in minutes signed by the president. These minutes shall be kept in a special register, kept at the registered office and communicated to all members within one month after the meeting. Any amendment to the articles of the association must be filed with the registry of the competent company court. The same applies to any appointment, resignation or dismissal of an administrator.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balma 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

projects
conferences
networking
resources
publications



IV. THE ADMINISTRATIVE BODY

Article 28: Composition

The Association shall be administered by an administrative body, called "Steering Committee", composed of seven to ten administrators. The administrators are appointed for a term of two years maximum and may be re-elected according to the provisions of the internal regulations. Administrators are appointed by the General Assembly by an absolute majority of the votes of the members present or represented and by secret ballot. The candidate must come from a full member of the Association in good standing and must address his or her written and motivated application to the Steering Committee. The mandate of an administrator may be revoked at any time by the General Assembly without the need for the latter to give reasons for its decision.

Article 29: President, Vice-President, Treasurer, Secretary General

The president of the Steering Committee is appointed by the General Assembly. The Steering Committee appoints from among its members a vice-president, a treasurer and a secretary general.

In the event that the president is unable to act, his or her functions shall be assumed by the vice-president or the oldest/most senior of the administrators present.

Article 30: Meetings and convocations

The Steering Committee meets at least three times a year. It is convened by the President or, in case of impediment, by the Vice President. It may also meet at the request of two administrators. The administrators shall be convened by ordinary letter or by e-mail at least two weeks before the date fixed for the meeting of the Steering Committee. It shall contain the agenda. The documents to be examined shall be attached to the letter. If, exceptionally, they are not available at the time of the convocation, they must be available for consultation before the meeting. The Steering Committee shall only deliberate on the items on the agenda.

The Steering Committee may invite to its meetings any person whose presence it deems necessary on the basis of their competence, as observers or advisers. Such guests shall have an advisory but not a deliberative vote.

Decisions of the Steering Committee may be taken by unanimous decision of all administrators, expressed in writing. The body is also entitled to deliberate and decide unanimously by e-mail on any matter that cannot wait for the next meeting of the body. However, at the request of at least two administrators, this item shall be postponed to the first meeting of the body.

In addition, meetings of the Steering Committee may, if necessary, be held by means of telecommunication techniques allowing collective deliberation, such as telephone or video conferences.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



Article 31: Voting rights and quorums

The Steering Committee shall validly deliberate if half of the administrators are present. Each administrator has one vote. The decisions of the Steering Committee shall be taken by an absolute majority of votes. Invalid votes, blank votes and abstentions are not taken into account for the calculation of majorities. In the event of parity of votes, the President, or failing that the administrator appointed to replace him/her, shall have the casting vote.

Article 32: Incompatibility and conflict of interest

When the Steering Committee has to take a decision or decide on a matter within its competence on which an administrator has a conflict of interest, that administrator should inform the other administrators before the Steering Committee takes a decision. His/her declaration and explanation of the nature of the conflict of interest should be included in the minutes of the meeting of the Steering Committee that has to take the decision. An administrator has a conflict of interest when he or she has a direct or indirect interest of a proprietary nature which is opposed to that of the Association. Any administrator who has an interest contrary to that of the Association may not participate in the deliberations and voting on this agenda item.

Article 33: Powers

The Steering Committee shall have the broadest powers for the administration and management of the Association and may perform all acts necessary or useful for the realisation of its purpose and functions. The only acts excluded from its competence are those reserved by the Companies and Associations Code or the present statutes to the competence of the General Assembly.

Article 34: Daily management

The Steering Committee may delegate to one or more persons (member or not, administrator or not) who act individually, jointly or collectively, the day-to-day management of the Association and the representation of the Association with regard to this management. The Steering Committee shall determine its (their) powers. The delegate(s) for day-to-day management shall have signing authority.

Day-to-day management includes both acts and decisions which do not exceed the needs of the daily life of the Association and acts and decisions which, either because of the minor interest they represent or because of their urgent nature, do not justify the intervention of the Steering Committee. The Steering Committee may, at any time, and without the need to justify it, terminate the mandate of the delegate(s) for daily management. The acts relating to the appointment or termination of the office of the delegate(s) for day-to-day management are filed with the clerk of the competent Company Court with a view to their publication by extract in the Moniteur Belge.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balma 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



Article 35: Power of representation

The Steering Committee represents the Association. For all acts other than those relating to day-to-day management or special delegation, the Association is represented by the President and the Treasurer. If necessary, the Vice-President may replace the President and the Treasurer.

In legal proceedings, both as plaintiff and defendant, the Association shall be represented by the President or Vice-President or by any other member designated by the Steering Committee.

The Association shall be validly committed by any special proxy within the limits given to their mandates by special power of attorney of the Steering Committee.

Article 36: End of mandate

The mandate of an administrator ends :

- (1) by the expiration of the mandate,
- (2) by resignation,
- (3) in case of absence from three consecutive meetings,
- (4) when the institution from which the administrator comes ceases to be a member of the Association,
- (5) in case the administrator stops being employed by the institution member of the association,
- (6) in case of dismissal by the General Assembly.

Any administrator who wishes to resign must give written notice of his/her resignation to the Steering Committee. An administrator who resigns shall, however, remain in office until the date of the next General Assembly meeting, which shall decide on his or her replacement if his or her resignation results in the number of administrators falling below the minimum number of administrators laid down in Article 28 or if his or her resignation causes the Steering Committee to experience serious operational difficulties.

In the event of a vacancy occurring before the end of an administrator's mandate, the remaining administrators have the right to co-opt a new administrator. The first subsequent General Assembly meeting must confirm the mandate of the co-opted administrator; in case of confirmation, the co-opted administrator shall complete the mandate of his or her predecessor, unless the General Assembly meeting decides otherwise. If there is no confirmation, the mandate of the co-opted administrator shall end at the end of the General Assembly meeting, without prejudice to the regularity of the composition of the Steering Committee until that time.

Article 37: Liability, remuneration, election of domicile

Administrators do not incur any personal obligations by virtue of their position and are only responsible for the execution of their mandate. This mandate is exercised free of charge. Each administrator or delegate for day-to-day management may elect domicile at the registered office of the Association for all matters concerning the exercise of his or her mandate.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*



Article 38: Register

The decisions of the Steering Committee shall be recorded in the form of minutes in a special register kept at the headquarters and signed by the President or, in his or her absence, by the Vice-President. The register may be consulted by any member of the Association who so requests.

Article 39: Internal Regulations (IR)

The Steering Committee may issue internal rules. However, the internal rules may not contain provisions: contrary to mandatory legal provisions or the articles of the Statutes, on matters for which a statutory provision is required.

The rules of procedure and any amendments thereto shall be communicated to the members. The latest version of the IR is dated 10 June 2022.

V. ANNUAL ACCOUNTS AND BUDGETS

Article 40: Financial year

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

The association shall keep accounts in accordance with the rules imposed by the Companies and Associations Code. The accounts for the past year, the budget for the next year (and an activity report) shall be submitted annually to the General Assembly for approval.

Article 41: Statutory auditor

Where appropriate and in any case where required by law, the General Assembly shall appoint a statutory auditor to audit the accounts of the association and to present its annual report to the General Assembly. It shall determine his remuneration.

The auditor is appointed for three business years.

VI. DISSOLUTION AND LIQUIDATION

Article 42: Appointment of liquidators and liquidation surplus

In case of dissolution of the Association, the General Assembly shall appoint the liquidator(s) and determine their powers. The net assets will be donated to an A(I)SBL with a similar purpose.

VII. MISCELLANEOUS

Article 43: Application of the Companies and Associations Code

All matters not expressly provided for in these Statutes, and where applicable in the IR, shall be governed by the Companies and Associations Code.

Avenue Franklin Roosevelt
50 – CP 160/26
1050 Brussels - Belgium

Secretariat:
Balmes 132-134
08008 Barcelona - Spain

T. +34 935 421 825
F. +34 935 422 975

www.eucen.eu
finance@eucen.eu

*projects
conferences
networking
resources
publications*