

**STATUTES of the ASBL**  
**UNICollaboration: The International Organisation of Telecollaboration and Virtual Exchange**

We the undersigned:

1. ....;
2. ....

declare by this act to constitute a not-for-profit organisation whose statutes have been adopted as follows:

## **Introduction**

The Organisation called UNICollaboration: The International Organisation of Telecollaboration and Virtual Exchange was formally established by Robert O’Dowd, Sarah Guth and Melinda Dooly on 1 June, 2016.

The organisation was registered as a not-for-profit Organisation in Spain on 21 March, 2017.

These statutes have been elaborated to govern the affairs of UNICollaboration: The International Organisation of Telecollaboration and Virtual Exchange.

## **Title 1: The Organisation**

### **Article 1: Name**

The name of the Organisation is “UNICollaboration: The International Organisation of Telecollaboration and Virtual Exchange”, or in abbreviated form: “UNICollaboration”.

### **Article 2: Registered Office**

The official headquarters are located in Brussels, Belgium.

The Organisation’s website is: <https://www.unicollaboration.org/>

The Organisation’s email address is: info@unicollaboration.org

### **Article 3: Mission**

The mission of the Organisation is to promote the development and integration of virtual exchange across all disciplines and interest areas in formal and non-formal educational

contexts through advocacy and outreach, opportunities for professional development and personal growth, research, and dissemination.

The Organisation pursues this mission by:

- (co-)organising conferences on virtual exchange in formal and non-formal educational contexts;
- publishing a journal on virtual exchange research and practice;
- leveraging social media to promote virtual exchange and the Organisation's activities;
- offering training and professional development in virtual exchange practice and research;
- providing training and support for doctoral and post-doctoral research in virtual exchange;
- maintaining and promoting the Organisation's online platform as a central hub for virtual exchange practice and research;
- supporting members interested in preparing project proposals and starting virtual exchange initiatives;
- establishing contact and collaborating with other organisations whose activities relate to the mission of the organisation;
- coordinating common policies and approaches to developing virtual exchange with other networks and organisations across the globe;
- pursuing constructive dialogue with policy making bodies at national and international level; and
- seeking funding to support the activities above and participating in funded projects with other institutions and organisations to achieve its mission.

To achieve its aims, the Organisation can receive any aid, or material or financial contribution, from institutions and public or private persons. The funds and materials thus collected must be used exclusively for the achievement of the mission, as described above.

The Organisation can lend its assistance and take an interest in all activities similar to its purpose.

#### **Article 4: Duration**

The Organisation has been established for an indefinite period. It can be dissolved at any time as outlined in Title 8.

## **Title 2: Members**

#### **Article 5: Membership Types**

The Organisation is composed of **two** types of members: **voting members and non-voting members**.

The Organisation has two types of **voting members**:

- **Natural persons (Individual members)**, shall be any adult individuals
  - interested in the aims of the Organisation

- who agree to respect these statutes
  - and who pay the membership fee of the Organisation
  - provided they are admitted by the Management Board, ruling by simple majority.
- **Legal persons (Institutional members)**, shall be private and public not-for-profit institutions and agencies interested in the aims of the Organisation
- that agree to respect these statutes
  - and that pay the institutional membership fee of the Organisation
  - provided they are admitted by the Management Board, ruling by simple majority.

**Non-voting members** are natural or legal persons who, wishing to support the Organisation and/or participate in the Organisation's activities and who undertake to respect its statutes, are admitted in this capacity by the Management Board ruling by simple majority.

Anyone wishing to become a member of the Organisation, whether a natural or legal person, must complete a membership application. In the event of an application from a legal person as a voting member, the latter indicates the natural person responsible for representing it. The Management Board then recommends the applications for approval by the General Council.

Moreover, an institutional membership permits an unlimited number of non-voting members to be active in the Organisation and have access to non-voting members' facilities and privileges.

The number of voting members is limited to 15 and cannot be less than two. The number of voting members representing institutions is limited to three. The number of non-voting members is unlimited.

The total number of members must be greater than the number of members of the General Council. Only voting members enjoy the full rights granted to members by law and these statutes.

The voting members are elected for a duration of 4 years. Any outgoing voting member finishing a 4-year appointment is renewable (by election) once only.

Election of all voting members is scheduled every 4 years. If a GC member for any reason can no longer complete his/her term, it is at the discretion of the GC whether to hold an election to replace him/her. If a new member has been elected between the election years, then his/her appointment duration ends automatically at the next general election.

Members in good standing at the time of the adoption of these statutes will continue to be non-voting members up to the expiry of their membership as established under the previous statutes.

**Honorary members** shall be individuals which the Organisation's Management Board wishes to acknowledge for their long-standing and significant contributions to virtual exchange and/or the Organisation. Honorary members enjoy all membership privileges except the right to vote.

#### **Article 6: Membership Termination**

All voting and non-voting members are free to withdraw from the Organisation at any time by sending their resignation in writing to the Management Board.

A member is deemed to have resigned if they:

- do not pay the membership fee within a month of a reminder which is sent to them by email, or
- no longer satisfy the admission conditions.

Previously paid membership fees will not be returned.

A voting member is deemed to have resigned from the General Council if they do not attend or are not represented at two consecutive General Council meetings, special meetings excepted.

Dismissal of a voting member can only be decided by the General Council. The exclusion can only validly be pronounced if the exclusion is explicitly indicated in the convocation and if at least two thirds of the members are present or represented at the meeting. The exclusion of a non-voting member can be pronounced by the Management Board acting by simple majority.

The exclusion of honorary members can only be decided by the Management Board.

The Management Board may suspend, until a decision by the General Council, any voting members who have been guilty of serious breach of statutes or laws.

Any voting or non-voting member who resigns, is suspended or expelled, as well as the heirs or assigns of a deceased member, has no right to any of the Organisation's assets (e.g., financial, physical, intellectual or otherwise). They cannot claim or require statements, inventories or the reimbursement of contributions paid.

#### **Article 7: Membership Register**

The Management Board has the responsibility to keep a register of members, containing the names and residence of the members, or in the case of a legal person, the corporate name, the legal form and the address of the registered office.

The register also contains all admissions, resignations or dismissals of members. The Management Board shall ensure that these changes are recorded in the register within eight days of the knowledge of the changes.

All members can consult the register of active members, on simple written and motivated request addressed to the Management Board.

#### **Article 8: Membership Fees**

The annual membership fee depends on the type of member and is stipulated in the Standing Rules of the Organisation. The fees are fixed by the Management Board.

Honorary members are exempt from membership fees in perpetuity.

#### **Article 9: Voting Rights**

All voting members in good standing are entitled to one vote at the General Council. A voting institutional member will be represented by a designated natural person and entitled to one vote.

A member in good standing is one who has paid all required fees and dues and is not suspended as of the date of the meeting or referendum.

### **Title 3: General Council (GC)**

#### **Article 10: General Council membership**

The General Council comprises all voting members. The General Council appoints its own chair from among its members.

#### **Article 11: Powers of the General Council**

The General Council has the powers expressly recognised by law or these statutes.

A decision of the General Council is required for:

- Modification of the statutes
- Approval of annual accounts and budget of the Organisation
- The appointment and dismissal of members of the Management Board
- In cases provided for by law, the appointment and dismissal of statutory auditors and the fixing of their remuneration
- The discharge to be granted to the officers of the Management Board and, where applicable, the statutory auditors
- If applicable, suing members of the Management Board and the statutory auditors
- The voluntary dissolution of the Organisation
- The transformation of the ASBL (Association Sans But Lucratif) into AISBL (Association Internationale Sans But Lucratif), or into a SC (Société Coopérative) approved as an ES (Entreprise Sociale)
- Making or accepting the contribution of a universality free of charge
- Approval of the minutes of the previous Annual General Council Meeting

#### **Article 12: Meetings of the General Council**

The General Council shall meet at least once a year. This General Council Meeting will be held during the first half of the calendar year following the closing of the accounts. The General Council may recommend new actions and policies, and review, modify, or rescind actions and policies previously established by the Management Board. The Management Board will submit to the members of the General Council a summary of major actions undertaken since the last Meeting and shall present issues for discussion at all meetings of the General Council. The meetings may be held in person or online.

General Council members (voting members) are convened to General Council Meetings by ordinary mail or email, signed by the President or a member of the Management Board, sent at least 15 days before the Meeting. The invitation shall contain the agenda, date, time and place of the meeting. The documents to be discussed at the Meeting must be provided.

The General Council cannot validly deliberate on points which are not mentioned on the agenda, unless a simple majority of the voting members present consider that their urgency prevents them from being postponed. Points not mentioned on the agenda that may not be discussed even with a simple majority are modification of the statutes, exclusion of a member, voluntary dissolution of the Organisation and transformation of the ASBL (Association Sans But Lucratif) into AISBL (Association Internationale Sans But Lucratif), or into a SC (Société Coopérative) approved as an ES (Entreprise Sociale). Points to be included in the agenda of the General Council Meeting must be submitted by General Council members at least 21 days before the meeting.

#### **Article 13: Extraordinary Meetings of the General Council**

Extraordinary meetings of the General Council may be called at any time by the President, three officers of the Management Board, or upon a written request signed by at least one fifth of the voting members. In the latter case, upon having received the request, the President or Managing Director must send out the meeting convocation within 21 days and the meeting must be held within 40 days. The obligatory minimum of 15 days between the convocation and the date of the meeting must be respected.

#### **Article 14: Quorum and decision-making**

Each voting member has the right to attend any and all meetings of the General Council. They may be replaced by another voting member, without this member being able to bear more than one power of attorney.

Except in the cases provided for by law, the General Council deliberates validly only if at least 51% of its members are present or represented, whether participating in person or by electronic means as approved by the Management Board.

Decisions are taken by a simple majority of the number of voting members required for a quorum of the votes present or represented, except in cases where it is decided otherwise by law or these statutes. All voting members in good standing have one vote (see Article 9).

In the event of a tied vote, that of the President prevails.

**Article 15: Modification of statutes**

The General Council can validly deliberate on the modifications to the statutes only if the modifications are explicitly indicated in the convocation and if the Council gathers at least two thirds of the voting members, present or represented.

No modification may be adopted except by a two-thirds majority of the votes of the voting members present or represented.

However, a modification which relates to the Mission or purpose for which the Organisation is constituted can only be adopted by a majority of four-fifths of the votes of the voting members present or represented.

If two thirds of the voting members are not present or represented at the first meeting, a second meeting may be convened which may deliberate validly, whatever the number of voting members present or represented, and adopt the modifications by a majority of two thirds of the votes of the voting members present or represented for modifications not relating to the Mission or purpose for which the Organisation is constituted, and by a majority of four-fifths of the votes of the voting members present or represented for modifications concerning the Mission or purpose for which the Organisation is constituted.

The second meeting cannot be held less than fifteen days after the first meeting.

The General Council may pronounce the dissolution of the Organisation only under the same conditions as those relating to the modification of the Mission or purpose for which the Organisation was formed.

The General Council can only decide on a free contribution of universality or on the transformation of the association into AISBL, into a cooperative society approved as a social enterprise and into a cooperative society approved social enterprise in accordance with the rules prescribed by the companies and associations Code (Code belge des sociétés et associations), as adopted by the law of March 23, 2019.

When the General Council decides on statutory modifications, dissolution of the Organisation, or change of legal status, spoiled or blank votes and abstentions are counted as negative votes.

**Article 16: Record of Decisions of the General Council**

The decisions of the General Council are recorded in a register of minutes, signed by the President. This register is kept at the headquarters, where the members can read it on simple written and motivated request addressed to the Management Board, but without moving the register.

Decisions relating to statutory changes, the appointment and dismissal of members of the Management Board, delegates to day-to-day management and statutory auditors, as well as the dissolution or transformation of the association, are to be immediately published in the official Belgian Journal.

## **Title 4: Management Board (MB)**

### **Article 17: Qualification and election of members of the MB**

The organisation is ruled by the Management Board, comprising at least five and at most nine officers and the Managing Director. The Management Board officers are elected by the General Council.

The qualifications and procedures for nominating the Management Board candidates include:

- Candidates for the MB must have been paid-up voting or non-voting members of the Organisation for at least two consecutive years.
- At least three months before the elections, the Management Board shall send an email message to all voting and non-voting members explaining the nomination process and soliciting nominations.
- Candidates must be nominated by two members, excluding self-nomination.
- At the time of nomination, nominees are required to submit a candidate's statement of no more than 300 words to the Management Board.
- The Management Board will send to voting members of the General Council an electronic ballot with information about the eligible and willing nominees.
- General Council Members will be given at least 2 weeks to vote.
- Because Management Board members serve on the Management Board for a period of three years, nominees will be informed at the time of their nomination that they must commit to attending all Management Board meetings during their tenure on the Board, either physically or virtually.

### **Article 18**

The Management Board has the most extensive powers for the administration and management of the Organisation. The acts reserved by law or by these statutes for the General Council are excluded from the authority of the Management Board. The Management Board will oversee the all activities of the organisation, subject to the general direction of the members as decided by the General Council.

### **Article 19**

Elections to the Management Board will be held every three years.

Outgoing members of the MB are eligible for re-election for a new term subject to a maximum of two terms, in the same position or in another.

### **Article 20**

The MB members' mandate does not expire until the expiration of the term, death, resignation or dismissal. If a death has the effect of bringing the number of members of the MB to a number below the legal or statutory minimum, an extraordinary General Council shall be convened within three months of the death to provide for the replacement of the deceased MB member.

Any member of the MB who wishes to resign must notify their resignation in writing to the other members of the Management Board. If the resignation has the effect of bringing the



number of members to a number below the legal or statutory minimum, the member remains in office until replaced.

Any member may be dismissed at any time by decision of the General Council, without it having to justify its decision. If necessary, the General Council provides for the replacement of the dismissed member.

Removing an MB member will be without prejudice to the member's contractual rights, if any. Failure to maintain proper membership in the Organisation, failure to attend MB meetings without proper notification, and/or failure to fulfil major responsibilities are grounds for removal, as are professional ethics violations, as generally understood in the university environment, criminal activity, or working against the Organisation's delineated goals or established programs.

In case of a vacancy on the Board, any member who is appointed by the General Council to fill it completes the term of the member replaced.

### **Article 21**

The Management Board is a collective body, with collective responsibility. Only decisions taken in a meeting, in compliance with the attendance and voting quorums provided in these statutes, are valid.

The Management Board must appoint from among its members, a:

- 1) President
- 2) Vice-president (usually the outgoing president in order to guarantee continuity)
- 3) Secretary
- 4) Treasurer

The Managing Director will assist the Management Board, will be appointed by the Management Board, not the General Council, and will have no voting rights.

Representatives from the membership at large may also be called to participate in Management Board meetings without, however, the right to vote.

The outgoing president is automatically appointed to the vice-president position except where they are prevented from doing so, in which case an election for the role of vice-president will be held.

### **Article 22: Quorum and Decision-Making**

The Management Board meets when convened by the President, whenever the needs of the Organisation require it, or at the request of a member of the Management Board.

The MB can only make a decision if a majority of the number of MB voting members are present or represented. The MB members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if MB members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of MB members required for a quorum.

The MB will try to act by consensus. However, if a consensus is not available, the vote of a majority of MB members present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these statutes. A Management Board member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the Board's decision. Presence can be established through electronic conferencing or in-person meetings. In the event of a tied vote, that of the President prevails.

A member of the Management Board may be represented by another one, without the latter being able to hold more than one proxy.

### **Article 23: Declaration of Conflict of Interest**

A member of the MB who has a direct or indirect interest of a moral, material or financial nature which is opposed to that of the Organisation, when a decision has to be made, must inform the other members before the MB takes a decision. The declaration and the explanations on the nature of this conflicting interest must appear in the minutes of the meeting of the MB at which said decision is taken. The MB is not allowed to delegate this decision.

The member of the MB with a conflict of interest referred to in the preceding paragraph may not take part in the deliberations of the MB concerning these decisions or operations, nor take part in the vote on this point. If the majority of the members that are present or represented have a conflict of interest, the decision or transaction is submitted to the General Council. If the GC approves the decision or the transaction, the MB may then execute it.

This article is not applicable when the decisions of the MB relate to usual operations concluded under normal conditions and under market guarantees for operations of the same nature.

### **Article 24: Register of Meeting Minutes of the Management Board**

The decisions of the Management Board are recorded in a register of minutes signed by the President and by any members who wish to do so. This register is kept at the headquarters where the voting members can read it on simple written and motivated request addressed to MB, but without moving the register.

## **Title 5: The daily management, the commitment, and the representation of the Organisation**

### **Article 25**

The Management Board may delegate, under its responsibility, the daily management of the association, to a Managing Director with the use of the signature relating thereto, to one or more of its members or to a third party.

This mandate may be free of charge or exercised against payment, the delegate's remuneration being decided by the Management Board and approved by the General Council.

Daily management includes both acts and decisions which do not exceed the needs of the daily life of the Organisation as well as 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 Management Board.

#### **Article 26: Legal Actions**

Legal actions, both asking and defending, are brought or supported in the name of the Organisation by the President and the Managing Director. They act jointly.

#### **Article 27: Acts requiring signature**

Acts which commit the Organisation to activities other than daily management are signed jointly by one member of the Management Board and the Managing Director, which will not have to justify their powers vis-à-vis third parties, unless the Management Board makes a special delegation to others to sign.

#### **Article 28**

The acts relating to the election or the termination of the functions of the Management Board, of the persons delegated to the daily management and of the auditors include their name, first names, domicile, date and place of birth or, in the case of legal persons, their corporate name, legal form, company registration number and their headquarters.

All these acts are registered as soon as possible and published to the Official Belgian Journal.

#### **Article 29: Management Board Personal Obligation**

The members of the Management Board do not contract any personal obligation relative to the commitments of the Organisation.

They exercise their mandate without remuneration.

## **Title 6: The Standing Rules**

#### **Article 30:**

The Standing Rules are established by the Management Board.

## **Title 7: Accounts and Budget**

#### **Article 31**

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

The Management Board draws up the accounts for the past year in accordance with the provisions of Book 3 of the Companies and Associations Code as adopted by the law of 23 March 2019 and in Book III, Title 3, Chapter 2 of Code of economic law as amended by the

law of April 15, 2018, as well as the budgets for the following year and submits them to the the Annual General Meeting of the General Council for approval.

## **Title 8: Dissolution and liquidation**

### **Article 32: Dissolution of the organisation**

With the exception of judicial dissolution, only the General Council can pronounce the dissolution of the Organisation in accordance with Book 2, Title 8, Chapter 2 of the Code of Companies and Associations as adopted by the law of March 23, 2019.

In this case, the General Council appoints one or more liquidators, determines their powers and their possible remuneration, and indicates the allocation to be given to the net assets, which can only be made for disinterested purposes.

### **Article 33: Transfer of assets upon dissolution**

In the case of voluntary or judicial dissolution of the organisation, after all debts have been settled, the net assets will be transferred to another not-for-profit organisation with a similar mission.

## **Title 9: Final provisions**

### **Article 34**

Everything that is not explicitly provided for in these statutes is regulated by the Code of Companies and Associations as adopted by the law of March 23, 2019, and as regards the keeping of the accounts, by Book III, Title 3, Chapter 2 of the Code of Economic Law as amended by the law of April 15, 2018.