ARTICLES OF ASSOCIATION

EAHEA®

European Association for Higher Education Advancement

1. General Provisions

1.1. The business name of the non-profit association is "European Association for Higher Education Advancement MTÜ" and the legal acronym is "EAHEA" (hereinafter: the Association).

1.2. The location of the non-profit association is Tallinn city and its founding place is Tallinn - Estonia.

1.3. The Association is a legal person in private law who shall operate according to the Estonian law and other legal acts, decisions of the memorandum of association, and this articles of association.

1.4. The aims and objectives of the Association are as follows:

1.4.1. to foster collaboration and networking among higher education institutes and educational institutions across Europe;

1.4.2. to promote the exchange of best practices in teaching, research, and administration within the European education sector;

1.4.3. to support the development of institutive, program, and course accreditation and certification standards in the field of education;

1.4.4. to promote the development and maintenance of educational and ethical standards using standard-setting, evaluation, and consultation processes;

1.4.5. to facilitate professional development opportunities for educators and administrators in the field of education;

1.4.6. to promote diversity, equity, and inclusion in all aspects of education.

1.5. To meet the aims and objectives of the Association shall among other activities:

1.5.1. Advocates for policies and initiatives that enhance the quality and accessibility of higher education in Europe.

1.5.2. Supports innovation and experimentation in teaching and learning methodologies.

1.5.3. Serves as a platform for sharing research findings and insights relevant to the advancement of higher education.

1.5.4. Provides resources and guidance to assist educational institutions in achieving their strategic goals and objectives.

1.5.5. Provides a major forum for communication and exchange among educational institutions, accrediting organizations, and certification programs.

1.5.6. Collaborates with governmental and non-governmental organizations to address challenges facing the European education sector.

1.5.7. Enhances the international reputation and competitiveness of European education through strategic partnerships and collaborations.

1.5.8. Conducts research and publishes printed or digital works in the field of education, supports educational studies, and organizes/supports international events (seminars, webinars, panels, conferences, workshops, meetings, etc).

1.5.9. Organizes distance (online) or classroom (face-to-face) courses and local or global events to support higher educational, academic, and vocational activities.

1.5.10. Makes contact and develops cooperation with similar organizations in Europe and globally.

1.5.11. Constantly works on meeting the objectives at the lowest possible cost and based on transparent fees.

1.6. The Association shall be founded for an unspecified term.

2. Members

2.1. Founders of the Association are persons having signed the memorandum of association and approved this article of association.

2.2. In addition to the founders any natural or legal person who is willing to contribute to the achievement of the objectives of the association and who complies with the articles of association can apply to become a member of the Association.

2.3. The management board decides on membership based on the application of the applicant within thirty days from the date of receiving the application. A copy of the resolution of the management board on approval or denial of membership to an applicant shall be sent to the applicant within two working days from the date of the adoption of the resolution.

2.4. Membership in the Association is related to the entrance and/or annual membership fee.

2.5. The amount of the entrance fee and the membership fee and the term for payment of these fees shall be decided by the general meeting.

2.6. The rights and obligations imposed on a member of the Association can be exercised from the date of payment of the entrance fee and within ten days from the adoption of the resolution of the management board on approval or denial of membership to the applicant.

2.7. A member of the Association has the right to leave the Association based on a written petition notifying the Association of the intention in writing at least thirty days in advance.

2.8. A member of the Association may be excluded from the Association by a resolution of the management board in cases the member:

2.8.1. fails to adhere to the obligations provided in clause 2.12 of the articles of association;

2.8.2. significantly damages the Association.

2.9. A member may appeal the resolution of the management board on the exclusion of the member from the Association to the general meeting according to the procedure prescribed by law and claim the declaration of the resolution on exclusion invalid by the general meeting.

2.10. A person whose membership in the Association has terminated shall not have a right to the assets of the association and the entrance fee and the membership fee shall not be returned. If a membership terminates during a financial year, the membership fee shall be paid for the whole financial year.

2.11. A member of the Association has the right to:

2.11.1. participate in the general meetings with the right to vote;

2.11.2. use the services provided by the Association on terms and conditions laid down by the general meeting;

2.11.3. get information on the activities carried out by the Association;

2.11.4. access resolutions made by the bodies of the Association;

2.11.5. make proposals to the management board on planning and organizing the activities of the Association;

2.11.6. leave the Association.

2.12. A member of the Association has an obligation to:

2.12.1. meet the obligatory requirements prescribed by the articles of association and decisions of the general meetings related to the activities of the Association;

2.12.2. provide without delay the bodies of the Association with correct information about the activities of the members necessary for the calculation of services fees defined by the bodies of the Association or completing other tasks of the Association;

2.12.3. not to disclose confidential information about other members of the Association and Association to the third persons;

2.12.4. pay the annual membership fee and for the services provided by the Association on the dates specified by the Association;

2.12.5. notify the management board of the initiation of its reorganization, merger, division, or dissolution.

3. General Meeting

3.1. The highest body of the Association is the general meeting of its members. All members of the Association may participate in the general meeting unless otherwise provided by law.

3.2. The general meeting adopts resolutions on all management matters of the Association that are not placed within the competence of the management board of the Association by law or this articles of association.

3.3. The general meeting is competent to:

3.3.1. amend the articles of association;

3.3.2. change objectives;

3.3.3. decide on the amount of the entrance fee and the membership fee and the term for payment of these fees;

3.3.4. adopt the annual report of the Association;

3.3.5. assign and recall members of the management board and decide the remuneration of such members;

3.3.6. appoint a controller or an auditor of the Association;

3.3.7. decide on entry into transactions with members of the management board, decide on the assertion of claims against such members, or appoint a representative of the Association in such transactions or claims;

3.3.8. decide on the merger, division, or dissolution of the Association;

3.3.9. decide other matters which are not placed in the competence of the Association by law or the articles of association.

3.4. The management board shall call the general meeting at least once a year.

3.5. The management board shall call the extraordinary general meeting in cases prescribed by law, also if the interests of the Association or at least one-tenth of the members of the Association so demand. An application

of the members of the Association for calling the extraordinary general meeting shall be submitted in writing indicating the reason.

3.6. Notice of the regular general meeting, the date, location, and agenda of the regular general meeting shall be given at least twenty-one days in advance.

3.7. Notice of the extraordinary general meeting, the date, location, and agenda of the extraordinary general meeting shall be given at least seven days in advance.

3.8. Meetings and elections of the general meeting may be conducted electronically. The procedure of electronic meetings and elections is assigned by the management board.

3.9. Each member of the Association has one vote. A member of the Association or representative of a member who is granted an unattested proxy may participate and vote in the general meeting. Only another member of the Association may be a representative.

3.10. A member of the Association shall not vote if entry into a transaction with the member or with a person with an equivalent economic interest or commencement or termination of a court action against the member is being decided by the Association.

3.11. A resolution of the general meeting is adopted if over one-half of the members or their representatives of the Association who participate in the meeting vote in favor of the resolution unless the law or articles of association prescribe a greater majority requirement.

3.12. A resolution on amendment of the articles of association is adopted if over two-thirds of the members or their representatives who participate in the general meeting vote in favor.

3.13. The consent of at least nine-tenths of the members of the Association is required to change the objective of the Association prescribed in the articles of association.

3.14. The management board shall send the minutes of the general meetings to all members of the Association one month after the general meeting has been effected.

3.15. A resolution of the general meeting shall be deemed to be adopted without calling the general meeting if all members of a non-profit association vote in favor of the resolution in writing.

4. Management Board

4.1. The Association shall be managed and represented in regular activities by the management board.

4.2. Competence of the management board shall include:

4.2.1. organization and management of regular activities of the Association, representation of the Association, and entry into transactions on behalf of the Association;

4.2.2. the organization of the accounting practices and reporting of the Association;

4.2.3. preparation of the annual report and management report of the Association;

4.2.4. calling of general meetings and preparation of draft agendas of general meetings and draft resolutions;

4.2.5. making records of the members of the Association.

4.3. The management board may transfer or encumber with real right immovables or movables of the Association entered in the register only by a written resolution of the general meeting.

4.4. The management board shall have a minimum of one (chairman) and a maximum of twenty members appointed by the founders upon founding the Association and afterward elected by the general meeting for a term of three years. A member of the management board must be a natural person with active legal capacity and he or she has the right to represent the Association in all legal acts.

4.5. Members of the management board are elected at the general meeting by a simple majority and are appointed for three years. If a member wishes to resign earlier, then they can do that at the general meeting. In the case of a member's early resignation, it is up to the management board to decide whether they want to find a new member or continue in a smaller group.

4.6. A member of the management board may be removed by a resolution of the general meeting at any time regardless of the reason. Rights and obligations arising from a contract entered into with him or her terminate according to the contract.

4.7. Written consent of the person to be nominated as a member of the management board is needed. The nominating body of a member of the management board shall have the right to remove a member of the management board at any time regardless of the reason.

4.8. If the management board of the Association has at least two members the management board members elect a chairman from among themselves to organize the activities of the management board.

4.9. Remuneration may be paid to members of the management board. The amount of remuneration payable to a member of the management board and the procedure for payment shall be determined by a resolution of the general meeting.

4.10. A meeting of the management board may be conducted electronically. The procedure of electronic meetings is assigned by the management board. It shall have a quorum if over one-half of the members of the management board participate in the meeting.

4.11. A resolution of the management board shall be adopted with a simple majority of votes. Upon an equal division of votes, the chairman shall have the casting vote.

4.12. The management board may adopt a resolution without calling a meeting if all members of the management board vote in favor of the resolution in writing.

5. Assets and Economic Activities

5.1. The economic year of the Association shall start on 1 January and end on 31 December.

5.2. The assets of the Association shall consist of entrance fees, membership fees, fees for the services provided by the Association, subsidies, donations, and other receipts.

5.3. Members of the Association may give a loan to the Association.

5.4. The assets of the Association shall be used for the achievement of the objectives of the articles of association of the Association.

6. Dissolution, Liquidation and Liquidators

6.1. Dissolution of the Association may always be decided by a resolution of the general meeting. A resolution is adopted if over two-thirds of the members who participate in or are represented at the general meeting vote in favor.

6.2. Upon dissolution of the Association, after satisfaction of all claims and depositing the money the remaining assets shall be transferred to an organization or legal person governed by public law with a similar purpose included in the list of non-profit associations and foundations benefiting from.

6.3. The Association is liquidated according to the procedure provided for in legislation.

6.4. The liquidators of the Association are the members of the management board of the persons appointed by the general meeting.

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