

Registration number: 898.721.925

Denomination

(Full): **EUROPEAN UNIVERSITY COLLEGE ASSOCIATION**

(Acronym): **EUCA**

Juridical form: non-profit association

Seat: rue de Trèves 49-51 bte 3 in 1040 Etterbeek

Object of the act: Constitution

Upon the terms established by a private act signed the 6 June 2008, the following founders:

1. The national association of Italian law “Conferenza Italiana dei Collegi universitari legalmente riconosciuti” (CCU), with legal seat in Viale XXI Aprile 36, 00162 Rome (Italy), represented by GIOVANNUCCI Gian Luca, born in Rome on 26 April 1963, Italian nationality, ID card number AN5139579, domiciled in Via degli Scipioni 282 - 00192 Rome (Italy).
2. The association of Spanish law “Consejo de Colegios Mayores de España” (CCM), with legal seat in Calle Neptuno 5, 18004 Granada (Spain), represented by CALVO GOMEZ José Antonio, born in Avila on 09 September 1975, Spanish nationality, ID card number 06580287X, domiciled in C.M. Tomas Luis de Victoria, Avda. Maristas 122-138, 37077 Salamanca (Spain).
3. The University of Polish law “Warsaw University of Technology” (WUT), with legal seat in Plac Politechniki 1 - 00-661 Warszawa, represented by KUCA Boleslaw, born in Warsaw on 22 July 1948, Polish nationality, passport number AHS 528981, domiciled in 00-672 Warszawa Piekna 43/28 (Poland).
4. The association of British law « Netherhall Educational Association » (NEA), with legal seat in 18a Netherhall Gardens, London NW3 5TH (United Kingdom), represented by VALERO Jack, born in Barcelona on 10 June 1959, British nationality, passport number 102881990, domiciled in 4 Orme Court, London W2 4RL (United Kingdom) have hereby established a non-profit-making association (A.S.B.L.) with the following Articles of Association:

Name - Head office - Duration

Article 1

The Association is called:

EUCA - European University College Association.

The abbreviation will always be, in all languages, EUCA.

Article 2

Its head office is established in 1040 Brussels, rue de Trèves 49-51 box 3, in the judiciary district of Brussels-Capital. It can be transferred to another place, by a simple majority decision of the General Meeting.

Article 3

The Association is constituted without time limit.

Aim - Activity

Article 4

1. The main aim of the Association is to gather the “University Colleges”, the associations of “University Colleges”, the directors of the “University Colleges”, the universities and entities at large having as scope the promotion of the professional, academic, cultural and human development of university students, principally but without limitation, through the establishment and management of ventures which accommodate students. These accommodation facilities shall be known as 'University Colleges' and are open to all students without any discrimination, whilst always respecting the Statutes of each institution. The mentioned personal development activities are also open to non-residents.

2. These University Colleges (art. 4.1.) are characterized, amongst other things, by the presence of student affairs professionals dedicated to students' education, their international character manifested through the promotion of student exchanges with similar institutions in other countries, as well as by their close collaboration with universities and civil society in general (enterprises, social institutions, whether private or public, in the areas of culture and sport, professional formation, social services, etc.).

Article 5

To attain its Aims, the Association shall notably:

1. Work to accomplish full European integration - also through participation in European projects and help broaden the cultural and personal horizons of young people by exposing them to experiences different from those of their own culture.
2. Develop effective partnerships for the planning and management of European projects or initiatives of European-wide impact.
3. Facilitate the mobility of students, professors, and student affairs staff of University Colleges within and outside the European Union.
4. Facilitate the exchange of best practices.

5. Adopt and improve educational and administrative processes for better management at European level.
6. Prepare working documents to be submitted to European, international, and national institutions to make them aware of issues concerning University Colleges.
7. Collaborate with the European Union and with other organizations at the regional, national, or international level, which share similar aims or objectives.

The Association may acquire, hold, and use in any capacity permitted by law including, as owner, lessee or by virtue of other rights, any type of property or building, which it will deem necessary or desirable for the carrying out of its Aims.

It may also enter into collaboration agreements with similar associations or institutions, including those outside the European Union.

It may fulfil all acts directly or indirectly relating to the pursuit of its Aims.

Members. Admission, resignation, exclusion, suspension

Article 6

The Association is composed of founder, effective and observer members.

The following can be members of the association:

- University Colleges individually;
- entities that manage University Colleges;
- entities that want to promote the quality of residential life for university students (student unions, youth associations, etc);
- every university committed in improving and exchanging good practices on residential life and student affairs and services.

The founder members of the association are the moral persons who are signatories to this initial agreement. The status of founder member includes no privileges. The founder members bring to the Association their joint capacity for action based on a firm commitment to the Aims of the Association. The founder members and the effective members enjoy the same rights, except what is envisaged in article 7 § 6.

The effective members are:

- The signatories of the current agreement, called “founding members”;
- Any University College, University, or entity (art. 6 § 2) active in the field of Higher Education, with a legal personality and whose statutes are aligned with the aims and activities of the association.

The minimum number of effective members cannot be less than three.

The observer members are entities with or without legal personality active in the field of Higher Education committed to the continuous improvement of residential life and student affairs and services and wishing to be informed about Euca initiatives and occasionally take part in some of its events.

All the effective members together constitute the General Assembly.

Article 7

The admission of new members appertains to the General Assembly. This admission implies agreement with this Statute, with the Charter of principles attached to the present statute, with the internal regulation, with the Aims and activities of the association, the payment of the annual contribution and the commitment to promote the purposes and activities of the association (art. 4 and 5).

The members are free to resign from the association at any time by addressing their resignation in writing to the Board of Management.

It is considered dismissed:

- An effective member who does not pay its contribution (art. 10) from the thirtieth day following the reminding date that it is notified by registered letter with proof of posting - An effective member who does not fulfil anymore the conditions that have justified its admission.

The Board of Management certifies the realization of these conditions.

The dismissal of a member corresponds to the General Assembly and can be carried out for an offence against the statute, for a serious reason, if they oppose voluntarily the realization of the aim of the association or if they present a risk of reputation for the association.

An effective or an observer member can only be dismissed on a resolution of the General Assembly adopted by a favourable vote in favour of the dismissal of not less than two thirds of the members present or represented at the General Assembly meeting, there must be a separate vote for each dismissal of an effective or observer member. The member to whom the vote refers does not participate in the vote.

The dismissal of a founder member can only be approved by a unanimous vote of all the members present or represented at the General Assembly meeting. There must be a separate vote for each dismissal of a founder member. The member to whom the vote refers does not participate in the vote.

Dismissal takes effect from the thirtieth day following the communication of the dismissal, addressed in writing by registered letter with proof of posting, which must include the reasons for the dismissal.

The Board of Management can suspend, until a decision can be taken at the next General Assembly, any effective member which incurs a serious offence against the statutes and to the law of honour and correct behaviour.

Article 8

A member who has resigned, been suspended, or dismissed, has no rights to the social funds and can not demand a return of annual contributions paid but it remains obliged to the payment of contributions and other retributions to which it is bound.

They can not demand or require neither a disclosure in respect of the Association accounts, nor submission of accounts nor any right to the seals or any of the property of the Association.

Article 9

The Board of Management holds, in the seat of the Association, a register of the members in accordance with article 10 of the law of 1921.

Contributions

Article 10

EUCA is financed by:

- the contribution of its members;
- donations, legacies, etc;
- funding received from private or public institutions (European Union, national governments, etc);
- others.

The annual contribution of the members shall vary according to the level of participation of each member determined in accordance with the criteria established by the Internal Regulations of the association (Art. 33) and cannot be less than 500 euros (five hundred euros). The amount of the annual contribution shall be proposed every year by the Board of Management and approved by the General Assembly.

Organs

Article 11

The organs of the association are:

- The General Assembly
- The Board of Management
- The President
- The Vice-President
- The Secretary-General

Article 12

The General Assembly is made up of all the effective members of the association (art. 6).

Article 13

The General Assembly has the powers which are specifically granted to it by Law and by these Articles of Association.

In particular, it has competence for:

- Making modifications to these Articles of Association;
- The appointment and dismissal of the members of the Board of Management ('officers');
- The approval of budgets and accounts and the grant to the officers of the necessary authority and powers in relation thereto;
- The voluntary dissolution of the Association;
- The admission and dismissal of members;
- The approval of the annual contributions of the members;
- The transformation of the Association into a society with Charitable status.

Article 14

Every year there shall be at least an annual ordinary meeting of the General Assembly in June at 10 o'clock at the seat of the association or in any other place indicated in the notice. An extraordinary General Assembly must be called when requested by one fifth of the effective members.

The Board of Management may call extraordinary meetings of the General Assembly at any time and, on the requisition of at least two members that shall provide details of the matters to be discussed at the meeting.

The extraordinary General Assembly will be held on the day and at the hour and place mentioned in the notice.

Notice of extraordinary meetings of the General Assembly shall be given to all the members. The calling of an extraordinary meeting of the General Assembly will be made by the Board of Management by letter sent by ordinary post or by fax or by e-mail, dispatched at least a month before the date of the meeting, specifying the agenda for the meeting.

Article 15

The Board of Management shall convene the annual general meeting by letter sent by ordinary post or by fax or by e-mail, dispatched at least one month before the date of the General Assembly, and signed by the Secretary General on behalf of the Board of Management.

The notice of the meeting shall include the agenda of the meeting. Any proposal signed by at least two members must be included in the agenda.

Except in cases envisaged in articles 8, 12, 20 and 26 of the law of the twenty-seventh of June one thousand nine hundred and twenty-one, such as amended by amongst others the Law of the second of May two thousand and two and its royal orders of execution, the General Assembly cannot discuss legitimately points which are not mentioned in the agenda.

Article 16

The General Assembly is composed by the effective members of the association.

Every member, who has paid its annual contributions, has the right to attend the General Assembly via a legal representative provided with a written mandate in the respect of the national law of each member and of the statute.

A member who cannot attend the General Assembly can give a power of attorney to another member or a third party, which must reach the President before the date of the meeting.

Every effective member has an equal right to vote, everyone holding one vote.

Anyway, the effective members who manage more than one University College carry a vote that is equal to the number of University Colleges under their responsibility that participate in the activities of the Association.

Observer members may attend the General Assembly, but they do not form the quorum, nor have the right to vote or hold any leadership position in the Association (e.g., be member of the Board of Management).

Article 17

Meetings of the General Assembly are chaired by the President, and in his or her absence by the Vice-President, of the Board of Management. The President appoints a secretary of the meeting, who can not be the Secretary General, who takes the minutes.

Article 18

The General Assembly can legitimately carry out its business if at least half of the members are present or represented, except in the cases where it is indicated otherwise by the law or the present statutes.

Resolutions are adopted by simple majority vote of present or represented members, except in the cases where it is indicated otherwise by the Law or the present Articles of Association.

In case of tied vote, the President or the Vice-President who replaces him or her has a casting vote.

Article 19

The General Assembly can legitimately discuss the dissolution of the Association, the modification of these Articles of Association or the transformation of the Association into a society with Charitable status, only in accordance with articles 8, 20 and 26 of the law of the twenty-seventh of June one thousand nine hundred and twenty-one relating to non-profit-making associations, as amended amongst others by the Law of the second of May two thousand and two and implementing regulations.

Article 20

Decisions of the General Assembly are recorded in a register of minutes signed by the President and the Secretary General or in his/her absence by another member appointed secretary of the meeting. This register is kept in the head office and shall be open to inspection by the members but without displacement of the register.

Any modifications to the Articles of Association shall be deposited in the office of the Tribunal of Commerce without delay and published as extracts in the annexes of the Monitor as required by Article 26b of the Law of twenty seven June one thousand ninety hundred twenty-one. The same applies to all acts relating to the appointment or suspension of function of the officers and, if appropriate, any administrators.

The Board of Management

Article 21

The Association is managed by a Board of Management.

The members of the Board of Management are appointed by the General Assembly from among those who have been effective members of the Association for at least 2 years and must be from at least 2 different countries.

The officers of the Board of Management are appointed for a period of two years and may be re-elected.

The Board of Management chooses a President and a Vice-President from among its members.

The members of the Board of Management may be revoked at any time by the General Assembly. The number of officers of the Board of Management must always be less than the total number of members of the Association and cannot be less than three.

The mandate of member of the Board of Management carries no remuneration.

Article 22

The Board of Management meets twice a year at a meeting convened by the President, or in his or her absence by the Vice-president. Decisions can be made only if at least half of the officers are present. Officers who are absent from three successive meetings without justification are deposed of their office.

Decisions of the Board of Management are made by majority vote. When there is a tie in the voting, the President or his or her substitute has the casting vote. Decisions are recorded in the form of minutes, signed by the President and by another officer present at the meeting and are inscribed in a special register kept at the seat of the association.

When the urgency and interest of the association require it, the decisions of the Board of Management may be made with the electronically written consent of its members.

Article 23

The Board of Management shall have all the powers for the management of the Association, both er than those falling within the remit of the functions of the General Assembly or as otherwise required by Law.

The President and the Vice-President

Article 24

The legal representative of the Association before third parties or at trial is the President of the Board of Management or another officer of the Board of Management appointed by him or her. When the President is prevented from exercising the function, the Vice-President shall ensure the replacement.

The President or a member of the Board of Management specifically appointed by him or her can sign all the documents binding the association towards third parties. He or she represents legally the association towards third parties. The President or, in case of absence a member of the Board of Management, represents the association at trial both as plaintiff and defendant.

Article 25

Every act regularly decided by the Board of Management must be signed by two members of the Board; they will not have to justify their powers towards third parties.

The Board of Management may also delegate certain competences to one or more of its members.

Article 26

The officers and other persons empowered to represent the Association do not assume, in consideration of their functions, any personal obligation and are responsible only for the execution of their mandate. The mandate of the officer carries no remuneration.

Article 27

The President, or his or her substitute, is authorized to accept provisional or definitive donations made to the Association and to take all the steps necessary for their acquisition.

The Secretary General

Article 28

The Secretary General is appointed by the Board of Management outside its members. He or she shall participate in the meetings of the Board of Management but shall not have a right to vote; he or she shall assist the President and shall coordinate the activity of the Board of Management. The mandate is of three years and may be renewed.

The Board of Management can decide on a remuneration for the Secretary General.

Modification of the Statute

Article 29

Any modification of the present statutes can not be consequence of a deliberation unless this deliberation has been previously announced in the notice of the General Assembly and in the related agenda.

The General Assembly can legally deliberate the modification of the statutes when two thirds of his members are present or represented by others. Modifications are approved by majority of two thirds of the votes.

If the quorum of participants is not reached, a new general assembly is called with the same scope in the agenda, no matter how many present or represented members participate. The general assembly legally decides legally by majority of two thirds of the votes.

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

Dissolution of the Association

Article 31

The decision of voluntary dissolution of the Association is reserved to the General Assembly (art. 13 and 19) which appoints one or several liquidators and determines their powers.

Article 31

Whether the dissolution is voluntary or judicial, whenever it happens and for whatever reason, the social net assets, after settlement of debts and balancing of charges, will be disposed of by the then Board of Management for an uninterested charitable end which is closest to the Aims for which the association was created.

Article 32

Any decisions relating to the dissolution, the conditions of the winding-up, the nomination and suspension of functions of the liquidator(s) or receivers, at the time of the liquidation, as well as the allocation of the net assets, will be deposited in the office of the Tribunal of Commerce and published in the annexes of the Belgian Monitor as said in articles 23 and 26 navies of the Law of twenty-seven June one thousand nine hundred twenty-one.

Various dispositions

Article 33

Regulations regarding internal order can be decided by the Board of Management and submitted to the General Assembly for approval. Modifications to these regulations can be added by a resolution adopted at a meeting of the General Assembly, by simple majority of the present or represented members.

This Regulation must be observed by all members.

Article 34

The financial year of the Association shall commence on the first of January and end on the thirty-first of December.

Article 35

The accounts for the previous financial year and the budget for the following financial year will be submitted yearly to the approval of the ordinary General Assembly, which shall grant a discharge to the officers in relation thereto.

Accounts and budgets are kept and, if need be, published in accordance with article 17 of the Law

of twenty-seven June one thousand nine hundred twenty-one.

If the association achieves two out of three criteria fixed by the article 17 §3 of the Law of twenty-seven June one thousand nine hundred twenty-one, the general assembly appoints a commissioner and determines, if need be, his remuneration.

Article 36

All that is not expressly envisaged in the present statutes is regulated by the law of the twenty seventh of June one thousand nine hundred and twenty-one for non-profit-making associations, non-profit-making international associations, and foundations, as amended amongst other things by the law of the second of May two thousand and two and its implementing regulations.

Transitional dispositions

The founders adopt the following resolutions unanimously which shall become effective only when the resolution relating to the appointment of the officers of the Board of Management and the present statute have been filed in the office of the Tribunal of Commerce.

Financial year

By exception to article 34 the first financial year will start on June 6th, 2008 and will end on the thirty-first of December 2009.

President and managers

- The founder members nominate as administrators:

Mr. Gian Luca Giovannucci born in Rome (Italy) on 26 April 1963, ID card number AN5139579, domiciled in Via degli Scipioni 282 - 00192 Rome (Italy).

Mr. CALVO GOMEZ José Antonio, born in Avila (Spain) on 09 September 1975, ID card number 06580287X, domiciled in C.M. Tomas Luís de Victoria, Avda. Maristas 122-138, 37077 Salamanca (Spain).

Mr. KUCA Boleslaw, born in Warsaw (Poland) on 22 July 1948, passport number AHS 528981, Polish nationality, domiciled in 00-672 Warszawa Piekna 43/28 (Poland).

Here present and who all accept this mandate.

- The administrators appoint as President:

Mr. GIOVANNUCCI Gian Luca born in Rome (Italy) on 26 April 1963, ID card number AN5139579, domiciled in Via degli Scipioni 282 - 00192 Rome (Italy).

Here present and who accepts.

- The administrators appoint as Vice-President:

Mr. CALVO GOMEZ José Antonio, born in Avila (Spain) on 09 September 1975, ID card number 06580287X, domiciled in C.M. Tomas Luís de Victoria, Avda. Maristas 122-138, 37077 Salamanca (Spain).

Here present and who accepts.

The Board of Management appoints as General Secretary:

Mr ROMANO Antonio, born in Salerno (Italy), le 17 July 1942, number of national register 42.07.17-205.22, domiciled in Avenue Molière, 325, 1180 Brussels (Belgium).

Here present and who accepts.

- Mandate of the President and the Vice-president

By exception to article 21, the first term of the President and the Vice-president will last three years. The mandate will start today and will finish on June 6th, 2011.