

Columbus Association Statutes (Geneva headquarters)

Article 1: Creation and Title

The Columbus Association was created in accordance with articles 60 and thereafter following the Swiss Civil Code.

Article 2: Objective

The objective of the association consists of supporting and developing co-operation between European and Latin-American universities seeking to enhance institutional development through collaboration. In particular, the Association facilitates this contact and manages an inter-university Euro-Latin American programme known as "The Columbus Programme" created in 1987 by CRE, now EUA – European University Association and a group of Latin American universities gathered under AULA.

It can also carry out complementary activities that are compatible with its disinterested objective and that are useful or necessary to the achievement of the latter, such as publishing, lending of services or any act of estate management.

Article 3: Headquarters

The association has its headquarters in Geneva.

Article 4: Duration

The duration of the association is unlimited.

Article 5: Membership

1. The association consists of the following categories of members:

- European or Latin American universities and higher education institutions that are individually affiliated to the Columbus Programme.
- The networks, platforms or regional groups of universities or institutions of higher education, European or Latin American, that are individually affiliated to the Columbus Programme.
- Other European and Latin American institutions whose activities are consistent with the purpose of the association.

2. Acceptance of new members

The status of associated member is granted upon provisional approval of the Governing Board and is subject to ratification at the next Convention as described in article 7 of the present one.

Without ratification, the status of associate member shall be withdrawn (non-retroactively) from the associate member concerned.

3. Resignation and exclusion of members

The status of associate member can be lost by:

- Resignation, which takes effect on the last day of the year during which such resignation was notified in writing to the Governing Board;
- Exclusion, in the case of non-payment of membership fees for two consecutive years, which takes effect on the last day of the year during which the unpaid fee was due.
- Exclusion justified, and in particular, by the actions of a member contrary to the purpose of the association or its realization, made by the General Assembly with a majority of $\frac{3}{4}$ of the present members.

4. Partner Organizations

The EUA and AULA, as founding members, collaborate in promoting the participation of its members in Columbus' activities and promote the development of the association.

These organizations are not members but may be invited to participate in the General Assembly. Moreover, they can become members of an advisory committee, as described in article 13.5.

Article 6: Member Obligations

Each associated member of the association is required to pay a fee upon adhesion and a membership fee every year thereafter.

Founding members are exempt from payment of the membership fee.

The amount of the adhesion fee and the yearly membership fees as well as their due dates shall be established by the Governing Board. By fixing the membership fee, the Governing Board can take into account the different sizes and/or financial capacities of the members.

The adhesion fee and the annual membership fees constitute, along with gifts and payment for rendered services, the resources of the association.

Article 7: General Assembly

1. Composition and meeting period

The General Assembly is composed of a duly authorized representative from each member of the association.

Should any of these representatives not possess the status of legal representative of the member they represent, they must justify their participation with a specific power during each Assembly.

2. Ordinary General Assembly

An Ordinary General Assembly (OGA) meets every year, at the latest during the nine months following the end of the budgetary year, upon convocation by the Governing Board in a communication that specifies the date, hour, and place of the meeting.

The Ordinary General Assembly is convened for the purpose of reading the Governing Board's report on the management of the association; it approves or adjusts the accounts of the previous year, and approves the budget for the following year; it appoints, dismisses or replaces members of the Governing Board; it appoints

the auditor; it sets the contribution rates and covers the remaining issues of the statutes. It deliberates on all matters of general interest and on all issues presented by the Governing Board.

Furthermore, every two years, the OGA decides on the guidelines of the Columbus Programme; makes recommendations to the Governing Board in view of the exceptional use of the association's resources and proceeds to the election of the Governing Board.

3. Extraordinary General Assembly

The Extraordinary General Assembly is convened to make modifications to the association's statutes; it may make any changes it deems necessary including the dissolution of the association or its merger with other associations. It may also decide on any relevant matter to the jurisdiction of the General Assembly.

4. Notice of meeting and agenda

Notices must be received at least two weeks prior to the meeting by individual letter, fax or email, with an indication of the agenda of the meeting.

5. The Bureau of the Assembly

The Assembly is alternately presided over by the President of the Governing Board.

When absent, the General Assembly designates the President.

Secretarial duties are performed by the President of the Governing Board or, when absent, by a member of the Assembly designated by the latter.

An attendance sheet is signed by the representatives of the association's members at the beginning of the meeting and is certified by the President and Secretary.

6. Quorum and majorities

Each member of the Assembly has the right to a single vote.

Decisions require a majority of votes from the members present.

A General Assembly may validly deliberate if both regions are represented.

Decisions are taken by absolute majority of the members present.

Any modification of the statutes, the decision of a merger or liquidation, requires a majority of two thirds of all members present.

7. General Assembly meetings via videoconference or equivalent technologies

A decision by the General Assembly can be taken in writing, unless 10% of members require oral deliberation. In this case, it is necessary to allow the president to unequivocally verify the identity and legitimacy of the signatories and their power of representation. These decisions are also transcribed chronologically in the registry provided for in Article 7 paragraph 8.

The General Assembly, both ordinary and extraordinary, can also meet via videoconference systems, under the condition that the method of collegial discipline, the principle of good faith and the equality of treatment of all members be respected.

In such cases, the following is necessary:

- Allowing the president to unequivocally check the identity and the legitimacy of the participants, to regulate the development of the conference, and to ascertain and proclaim the results of the voting process;
- Making sure that whoever is designated to be secretary can have a clear perception of all that is said;
- Allowing the participants to intervene in real time during the debate, to vote simultaneously on all of the themes included in the agenda, and to receive, transmit and consult the background documents.
- With the exception of assemblies where all of the members are present, the Association will indicate the places where connections will be organized for the videoconference and where participants can meet.

8. Minutes

The proceedings of the General Assembly are noted in the form of minutes recorded in a special book and are signed by the President of the Governing Board or by the Secretary.

Copies or extracts of these minutes, requested for legal or other purposes, are signed by the President of the Governing Board or by two of its members.

Article 8: Governing Board

1. Composition

The association is administered by a Governing Board which is composed of eight members.

The members of the Governing Board shall be appointed by the General Assembly where:

- Four members shall be appointed from a list of candidates representing European universities and presented by the European members, and
- Four members shall be appointed from a list of candidates representing Latin American universities and presented by the Latin American members.

The General Assembly shall endeavour to ensure a balanced representation of the members, not only at a regional level, but also concerning the size and the type of institutions. The General Assembly will equally assure a regular turnover of the members of the Governing Board.

2. Eligibility conditions

The candidates must be authorised representatives of their respective institutions and must occupy at the time of their election a governing function, or an equivalent function, and have awareness on the Columbus Program.

Retiring members of the Governing Board may be re-elected twice.

3. Election

Every two years, the General Assembly shall renew the entire membership of the Governing Board, each year beginning with the interval that separates the two annual General Assemblies.

Before each election to the governing Board, the members of each region must submit a list of a number of candidates greater than the number of positions to be filled on each region.

The election of members of the Governing Board is made by a secret ballot which includes the names of all candidates per region. Each voting member may nominate candidates from the two regions of their choice, but the maximum number of candidates from each region must correspond to the number of seats to be filled for this region.

Any ballot containing a number of votes per region that exceeds the available seats, as well as any ballot that is erased or illegible is considered invalid. Ballots containing votes for less available seats are valid.

Article 9: Replacing a member of the Governing Board

Should a seat on the Governing Board fall vacant, a replacement from the same region as the outgoing member shall be found within a period of three months.

The newly appointed member shall fulfil the remaining term of the member he replaces and shall be submitted to the elections in the following General Assembly.

Article 10: Bureau of the Governing Board

Every two years, upon completion of the General Assembly that entirely renews members of the Governing Board, this committee shall appoint from among its members a bureau which includes a President, a Vice-President, a Secretary and a Treasurer.

The duration of the responsibilities of the members of the bureau is identical to the term of the members of the Governing Board.

Article 11: Governing Board meetings and proceedings

1) The Governing Board shall meet whenever convoked by its President or by a quarter of its members, or as often as in the general interest of the association, or a minimum of twice a year. This meeting shall be held either at the Association's headquarters or at any other location as agreed to by at least half of the Board's active members.

The agenda shall be established by the President or the members who are responsible for the meeting's convocation; it need only be established at the time of the meeting.

2) The members of the Governing Board may be represented by another member of the Committee at a Governing Board meeting providing they furnish a written power; each member in attendance can only possess one vote by proxy.

The presence of at least five members of the Governing Board is required to validate the proceedings.

The decisions will be taken following a majority vote of the members present, each member possessing a single vote.

The Governing Board may also allow the presence of observers with voice but with no vote.

3) A General Assembly decision can be made in writing.

In this case, it is necessary to allow the president to check unequivocally the identity and the legitimacy of the participants as well as their power of representation.

The Governing Board can also meet via videoconference systems, under the condition that the method of collegial discipline, the principle of good faith and the equality of treatment of all members be respected.

In such cases, the following is necessary:

- Allowing the president to check unequivocally the identity and the legitimacy of the participants, to regulate the development of the conference, and to ascertain and proclaim the results of the voting process;
- Allowing whoever is designated to be secretary to have a clear perception of all that is said;
- Allowing the participants to intervene in real time during the debate, to vote simultaneously on all of the themes included in the agenda, and to receive, transmit and consult the background documents.
- With the exception of assemblies where all of the members are present, the Association will indicate the places where connections will be organized for the videoconference and where participants can meet

4) The proceedings of the Governing Board are taken down in the form of minutes which are recorded in a special book and are signed by the President and the Secretary. The minutes are kept at the headquarters of the association.

Article 12: Non-remunerative status of Governing Board member functions

The members of the Governing Board may not receive any remuneration consequent to the fulfilment of their responsibilities.

Only reimbursement of expenses shall be allowed. Such reimbursements must be expressly approved by the Governing Board and shall be ruled on without the presence of the interested parties; expenses must be justified with receipts which shall be verified.

Article 13: Powers and objectives of the Governing Board

1) The Governing Board is vested with a broad range of powers to act in behalf of the Association or authorise any deeds and operations not otherwise reserved to the General Assembly.

2) On condition that the rights specific to the General Assembly are respected, the Governing Board may for example, take any decisions pertaining to the hiring and firing of employees, the establishment of their wages, the leasing of offices required by the association, authorise the purchase and sale of any holdings or securities and any movable or immovable assets, receive any resulting funds, approve the conditions of said funds, provisionally accept donations or bequests subject to administrative authorisation and subsequently take note of them when finalised, and make use of the association's funds. The Governing Board may delegate to the President the power to choose between the decisions resulting from this paragraph 2.

3) The Governing Board prepares the annual budget that shall be submitted for approval by the General Assembly of the members of the association.

4) The Governing Board appoints and oversees the activities of an Executive Director to whom is given responsibility for the association's daily operations, who can, eventually, be so assigned with an employment contract.

5) The Governing Board may seek the support of an advisory board made up of partner associations or individuals who have played an active role in the activities of Programme Columbus; notably, individuals who have previously served on a Governing Board.

Article 14: Specific duties of Governing Board bureau members

The members of the Governing Board's bureau are invested with the following duties:

1) The President is in charge of executing the decisions of the Governing Board and those that were delegated to him/her by the latter, as well as ensuring that the Association he/she represents, both in

legal and civil matters, is properly administered. The President may give a mandate to any special proxy to represent the Association in his/her behalf for one or several specific operations.

- 2) The Vice-President is expected to stand in for the President in any of his/her duties should the latter not be able or be prevented from doing so.
- 3) The Secretary is in charge of convoking meetings and drafting the minutes, as well as the Association's correspondence and the record books.
- 4) The Treasurer is in charge of the proper administration of the Association's accounts and finances. In this capacity, the Treasurer may be assisted by the Executive Director, other qualified personnel in the Association or an external service provider.

Article 15: Accounting period - Annual accounts – Audits

- 1) The accounting period begins on 1 January and ends on 31 December of each year. However, the first accounting period shall begin on the date of the creation of the Association and end on 31 December, 1998.
- 2) In accordance with legal requirements, every year the Governing Board shall establish a balance sheet, a financial report and any necessary attachments.
- 3) If necessary, the Association shall be audited in accordance with the law by at least one titular auditor, appointed for a period of two financial years by the Ordinary General Assembly.

The same Assembly shall also designate at least one alternate auditor.

- 4) 20% of members also have the option of requesting management audits on specific issues or general management.

Article 16: Dissolution – Liquidation

- 1) In the event of voluntary, statutory or forced dissolution of the Association, an Extraordinary General Assembly of the members shall designate one or more liquidators.
- 2) The dissolution of the Association puts an end to the functions of the Governing Board members.
- 3) The net income resulting from the liquidation shall be devolved upon one or more associations that share identical or similar objectives to that for which the Association was created, this or these associations shall be designated by the Extraordinary General Assembly.