

**CHER CONSTITUTION (under revision)****Name and Seat****Article 1**

The foundation shall be named: Foundation CHER – Consortium of Higher Education Researchers.

It shall be established in ENSCHEDE.

The foundation is a continuation of an organization existing since the twenty-fourth/the twenty-sixth of November, nineteen hundred and eighty-eight.

**Object****Article 2**

The foundation shall have as its object:

- a. the promotion of the exchange of ideas and views in the field of (research of) higher education;
- b. the improvement of the theoretical knowledge and quality of research in the field of higher education;
- c. the organization and holding of an international forum in Europe on developments in the aforementioned field;
- d. the organization and holding of training courses for researchers, policy-makers and managers in higher education in Europe;
- e. the establishment of contacts with international organizations that are involved in higher education and policy.

**Participants****Article 3**

1. Participants shall be natural persons of full age who are active in any field coming under or related to the objectives of the foundation.

2. The board of governors shall keep a register in which the names and addresses of all participants are contained.

#### **Article 4**

1. The board of governors shall decide on the admission of participants and determine the contribution to be paid by the participants towards the costs of the foundation. Applications for participation shall be addressed to the board of governors in writing.
2. Participants shall be entitled to attend the events organized by the foundation, including the Annual Conference, and receive all those papers whose forwarding is deemed desirable by the board of governors. Participants may come forward as candidates for a seat on the board.

#### **End of participation**

#### **Article 5**

1. Participation shall end:
  - a. by the participant's death;
  - b. by the participant giving notice;
  - c. by the foundation giving notice. Such notice can be given, if a participant fails to meet his obligations towards the foundation.
2. Notice on behalf of the foundation shall be given by the board of governors.
3. Notice by the participant or by the foundation shall only be given in writing and by the end of the financial year. The term of notice shall be at least one month.
4. If participation ends in the course of a financial year, the contribution for the current year shall be due for the full amount.

**Capital****Article 6**

The capital of the foundation shall be formed by:

- a. contributions of participants;
- b. subsidies, gifts, legacies and bequests;
- c. revenues from foundation activities;
- d. any other legal proceeds.

**Appointment of board of governors****Article 7**

1. The board of governors of the foundation shall consist of seven persons. They shall be appointed for the first time by the present deed.
2. The board of governors shall fill its vacancies from among themselves, with the understanding that appointment shall be made from a list of participants who have come forward as candidates for a seat on the board. The nomination of a candidate shall be filed in writing with the board of governors and shall need the backing of at least two other participants.
3. The aforementioned list of candidates shall be drawn up by the board of governors. Before making appointments the board of governors shall request the participants during the annual business meeting to name the candidate, mentioned on the aforesaid list, who is preferred by them.

**End of board membership****Article 8**

1. Every board member shall resign not later than three years after his appointment according to a rota to be drawn up by the board of governors. The member stepping down is directly eligible for reappointment. The member appointed in a premature vacancy shall take his predecessor's place in the rota.

2. Board membership shall further end:

- a. by resignation in writing;
- b. by loss of legal capacity;
- c. by dismissal of a board member by the other board members;
- d. by dismissal by the court by virtue of the provisions in section 298, Book 2 of the Dutch Civil Code.

#### **Article 9**

A board resolution to dismiss a board member shall only be validly taken with a majority of at least two-thirds of the number of sitting board members in a meeting for which a proposal to this effect has been placed on the agenda. Before the ballot on his dismissal is held the board member concerned shall be given the opportunity to expound and defend his views in the meeting, but he shall not participate in the ballot, nor shall he be regarded for the purpose of this ballot as a sitting member, so that he shall not be included in the calculation of the required quorum.

#### **Board functions and decision-making**

#### **Article 10**

1. The chairman, secretary and treasurer shall be appointed by the board of governors from among themselves. For each of them the board can appoint a deputy from among themselves. A board member may occupy more than one function.
2. Of the dealings in every board meeting minutes shall be kept by or under the responsibility of the secretary, which shall be adopted by the board of governors in a next meeting in witness whereof they shall be signed by the chairman and the secretary.
3. The board of governors can only take resolutions, if the majority of the sitting and non-suspended members are present. Representation shall not be allowed. Each board member shall have one vote.
4. The board of governors shall take resolutions with a simple majority of votes. Simple majority shall be understood to mean more than half of the validly cast votes. All ballots

shall be oral, unless one of the board members demands a ballot in writing. When the votes are equally divided, the proposal shall be deemed to have been rejected.

5. If the number of board members has decreased to below seven, the board shall continue to be authorized. However, it shall be held to fill the vacancy or vacancies as soon as possible.

## **Board task and representation**

### **Article 11**

1. The board of governors shall be charged with directing the foundation.
2. The board of governors shall be empowered to have certain parts of its task executed under its responsibility by persons or committees that are appointed by the board. The board shall see to it that one person will be charged with the portfolio: Annual Conference. The said person shall keep that portfolio for at least one year. Under the board's responsibility the said portfolio holder shall be charged with the organization of the Annual Conference in behalf of the participants of the foundation, which Conference shall be held in the manner and on the subjects to be established by the board.
3. The board of governors shall be empowered to enter into agreements to acquire, alienate and encumber registered goods and to enter into agreements in which the foundation binds itself as surety or as severally liable co-debtor, answers to a third party or provides security for a third party's debt. The omission of such approval can be pleaded by and *vis-à-vis* third parties.
4. The foundation shall be represented by the board of governors and further by the chairman and the secretary jointly. If one of them is absent, the foundation shall be represented by the other jointly with another board member.

## **Annual report and accountability**

### **Article 12**

1. The financial year of the foundation shall run from the first of January until the thirty-first of December of any calendar year.

2. The board of governors shall be obliged to keep record of the foundation's financial position in such a way that its rights and obligations can be known at all times.
3. At the end of each financial year the accounts of the foundation shall be closed. From these accounts the treasurer shall draw up a balance sheet and a profit and loss account for the full year then ended, which financial statements together with the report made by a chartered accountant or an accountant consultant if the board may wish so - shall be submitted to the board of governors within nine months of the end of the financial year.
4. The financial statements shall be adopted by the board of governors.
5. The board of governors shall be obliged to keep the records and financial statements as referred to in paragraphs 2 and 4 for at least ten years.

## **Rules**

### **Article 13**

1. The board shall be empowered to amend the articles of association.
2. The convocation for the meeting to discuss a proposal for amendment of the articles of association shall contain the exact wording of the proposed amendment.
3. A resolution to amend the articles of association shall need at least two-thirds of the valid votes cast in a board meeting where at least two-thirds of the board members are present. If not at least two-thirds of the board members are present, a second meeting will be convened and held within four weeks but not within two weeks thereafter, in which resolutions can be taken about the proposal as discussed in the last meeting, regardless the number of board members present, provided that such resolutions are taken with a majority of at least two-thirds of the validly cast votes.
4. A board resolution to amend the articles of association shall need the consent of at least two-thirds of the number of participants of the foundation attending the next Annual Conference as referred to in article 4, paragraph 2, after the board resolution to amend the articles of association.
5. An amendment of the articles of association shall not become effective before a notarial deed thereof has been made. The board members shall be obliged to deposit a certified

copy of the present deed and of the full contents of the amended articles of association at the foundation register office of the Chamber of Commerce.

### **Dissolution**

#### **Article 14**

1. The foundation can be dissolved by a board resolution to that effect. The provisions of paragraphs 1, 2, 3 and 4 of the preceding article shall be equally applicable. For such a resolution no consent of the participants shall be needed.
2. Any positive balance upon liquidation shall be allotted up to the amount of the contribution for the current year to the participants who at the time of the resolution to dissolve the foundation had paid their contribution and for the remainder to a legal person with the same or affiliated object or to an institution of public utility to be designated by the board.
3. The foundation shall continue to exist after its dissolution as long as necessary for the liquidation of its capital.
4. Liquidation shall be effected by the board of governors.
5. The liquidators shall make sure that the dissolution of the foundation is entered in the register as referred to in article 13, paragraph 5.
6. During the liquidation the provisions of these articles of association shall remain in force as much as possible.
7. After the liquidation the accounts and records of the dissolved foundation shall rest with the youngest liquidator for a period of ten years.

### **Final article**

#### **Article 15**

In all cases not provided for in the present articles of association, the law or the rules as referred to in article 13, the board of governors shall decide.