

KLASA: 007-01/24-03/02
URBROJ: 2170-137-01-24-55
Rijeka, 20. veljače 2024.

Na temelju članka 34. Statuta Sveučilišta u Rijeci (KLASA: 030-01/23-01/05, URBROJ: 2170-137-01-23-2 od 02. listopada 2023. godine) Senat Sveučilišta u Rijeci na svojoj 92. sjednici održanoj dana 20. veljače 2024. godine donosi sljedeću

ODLUKU

I.

Senat, u okviru članstva Sveučilišta u Rijeci u Mreži mladih sveučilišta za budućnost Europe (eng. Young Universities for the Future of Europe Alliance, YUFE) daje suglasnost rektorici prof. dr. sc. Snježani Prijić-Samaržija za pristupanje suosnivanju međunarodnog neprofitnog udruženja s pravnom osobnosti „Young Universities for the Future of Europe (YUFE AISBL)“ i potpisivanje Statuta YUFE AISBL (eng. Bylaws).

II.

Ova Odluka stupa na snagu danom donošenja.

REKTORICA
prof. dr. sc. Snježana Prijić-Samaržija



DOSTAVITI:

1. YUFE institucijskom koordinatorskom Aleksandru Šušnjaru,
2. Zamjenici YUFE institucijskog koordinatorskog Tei Dimnjašević,
3. Pismohrani.

YUFE AISBL

Bylaws

Section I: Name, seat, duration, goals and activities

Article 1: Name

The association takes the form of an international non-profit association (« AISBL ») and is named YOUNG UNIVERSITIES FOR THE FUTURE OF EUROPE, shortened « YUFE ».

Article 2: Seat

The seat of the association is located in the Brussels-Capital region, at Avenue des Arts 47, 1000 Brussels.

Article 3: Duration

The association is constituted for an indefinite period.

Article 4: Goals

The goal of the association is to fundamentally transform higher education by developing and implementing the leading model of a student-centered, equalitarian, open and inclusive Alliance that inspires members of the society to actively participate in and contribute to its academic, civic and professional opportunities. YUFE is developing a holistic model of European University that seamlessly integrates education, research, innovation, and service to society.

Article 5: Activities

In order to facilitate the achievement of the association's goals, and to the extent that the circumstances and resources allow, the association will conduct the following activities:

- Supporting the development of the Alliance's strategy and policies. Not only internally but also towards external multilateral stakeholders and funding bodies.
- Fulfilling YUFE's role as a role model in developing good practices of the Alliance and disseminating them to other institutions and alliances.
- Indicating any non-compliance with the key YUFE strategy, values, and policies and suggesting solutions how to tackle them.
- Managing the daily operations of the Alliance and streamlining its processes
- Acting as guardian of the good operations of the meetings of the different governance bodies. The YUFE Central Office (YUFE CO) is an essential tool in preparing and implementing decisions.
- Linking the different thematic areas of YUFE and aligning the different YUFE projects to make the overall YUFE mission a reality.

- The execution of external communication and enhancing the visibility of YUFE and its achievements.
- Overseeing the capacity building within the alliance and its funding members as well as potential new members (academic and non-academic).
- Identifying and exploring income-generating/ fundraising activities in order to guarantee the sustainability of the Alliance.
- Evaluating the performance of the Central Office and implementing continuous improvement measures. If necessary, suggest adaptations of the composition of the Central Office and its portfolio to the YUFE decision-making bodies.
- Operate the YUFE Central Office and to employ the necessary office staff and provide basic resources for their work
- Organize any other activities needed for fulfilment of the activities above and the goals of the association.

Section II: Members

Article 6: Categories of members

The association has three categories of members whose rights and obligations are described below:

- A. Academic members;
- B. Student members;
- C. Partner members.

Article 7: Academic members

Academic members or A-members can only be the universities and higher education institutions that are members of the Alliance.

Academic members must be represented at the General Meeting of the Strategic Council by their Rector, President or Vice-Chancellor, elected or appointed following their own internal rules as long as Academic members will be represented at the General Meeting by a person with decision-making authority within the member institution.

Academic members each have one vote at the General Meeting.

Academic members must pay an annual membership fee to be determined by the Strategic Council.

Article 8: Student members

Student members or B-members can only be the President and Vice-President of YUFE STUDENT FORUM. Their membership result automatically from their position of President and Vice-President of YUFE STUDENT FORUM for the duration of their term of office.

Student members each have one vote at the General Meeting.

Student members do not have to pay an annual membership fee.

Article 9: Partner members

Partner members or C-members can be organisations from the non-governmental sector and companies which are willing to contribute to the realisation of YUFE goals and strategic actions through their complementary profile and network.

Partner members each have one vote at the General Meeting.

Partner members must pay an annual membership fee to be determined by the Strategic Council.

Article 10: Admissions

Any European university or higher education institution may apply for an academic membership (A-member) by registered mail or e-mail to the Executive Committee. Applicants must demonstrate their commitment to the goals of the association and fundamentally transform higher education by developing and implementing the leading model of a student-centred, equalitarian, open and inclusive Alliance that inspires members of the society to actively participate in and contribute to its academic, civic and professional opportunities.

Any company or non-governmental organisation may apply for a partner membership (C-member) by registered mail or e-mail to the Executive Committee. Applicants must demonstrate their wish to the goals of the association and contribute to the realisation of YUFE strategic actions through their complementary profile and network.

Any applicant for becoming a member in the YUFE AISBL must declare: to uphold and respect the academic freedom and as a result hereof the fact that the academic members are solely responsible for the organisation and the content of the educational programmes of YUFE; and to comply with the European code of conduct for research integrity as well as the respective national codes of the academic members.

The Executive Committee will analyse the applicants for A- and C-members and make a recommendation to the Strategic Council.

The Strategic Council decides on the applications in its next general meeting by affirmative vote of unanimity.

Article 11: Membership fee

Academic and partner members are required to pay an annual membership fee set by the Strategic Council.

The Strategic Council may set a different fee for academic members and partner members.

Student members are exempted from paying a membership fee.

Loss of membership does not entitle the member to a refund of the membership fee paid.

Article 12: Resignation

Any member may freely resign by registered letter or e-mail addressed to the Executive Committee.

The resignation will be effective after the expiry of a period of one month from the date on which this notification is sent. The obligation to pay the membership fee will remain in place for the year of resignation. Fee changes do not apply to members who submit their membership resignation before the increased membership fee being due.

The rights of academic or partner members who fail to pay their membership fee within the period set by the Executive Committee will be suspended until full payment, one month after the Executive Committee has sent a written reminder. This reminder sets a deadline of three months for regularisation.

If payment has not been made by the end of this period, defaulting members will be deemed to have resigned.

Article 13: Exclusion

Any academic or partner member may be excluded from the association by a decision of the Strategic Council taken by unanimity in the event of failure to comply with these bylaws or with decisions of the Strategic Council.

Section III: General Meeting of the Strategic Council

Article 14: Composition

Academic members, student members and partner members are all part of the Strategic Council.

The Secretary General and the Co-Chair of the Executive Committee will attend Strategic Council meetings in an advisory capacity without voting right.

Article 15: President

The Strategic Council elects a President from among its academic members by a simple majority for a period of two years, renewable once.

Candidates must submit their candidacy to the Strategic Council no later than six months before the expiry of the term of office of the current President.

The election of the new President takes place no later than three months before the expiry of the current President's term of office.

In the event of a change in the Rector, President or Vice-Chancellor of the elected member, the latter loses the status of President.

The President may be removed by a two-thirds vote of the members present or represented.

In the event of removal or loss of the office of President, a new election shall be held. The Vice-President elected from among the academic members shall act as acting President until a new President is elected.

The President and the Secretary General will be responsible for preparing the agenda for the Strategic Council.

Article 16: Vice-Presidents

The Strategic Council will have two Vice-presidents:

1. The President of the YUFE STUDENT FORUM is automatically Vice-President of the Strategic Council for the duration of their term of office; and
2. A second Vice-President is elected from among the academic members by a simple majority in the Strategic Council for a period of two years. They shall be eligible for re-appointment for as long as they remain the President/Rector/Vice-Chancellor of their Member University.

Article 17: Competencies

The Strategic Council is the highest decision-making body, bringing together the most senior representatives of the YUFE Alliance academic and non-academic partners and student representatives to decide all matters relating to the strategic direction and actions of the association.

A decision at the General Meeting of the Strategic Council is required for:

1. The admission of new members;
2. The appointment and dismissal of the Secretary General;
3. The appointment and dismissal of an auditor and the fixing of his remuneration;
4. The exclusion of members;
5. Setting the remuneration of directors (if any) and the Secretary General;
6. Granting discharge to the directors and the Secretary General;
7. The approval of the annual accounts;
8. The approval of the strategic plan as proposed by the Executive Committee;
9. The approval of the annual budget as proposed by the Executive Committee;
10. The approval of all decisions of the Executive Committee of which the General Meeting deems it to be appropriate. The General Meeting will inform the Executive Committee in writing for which decisions an approval of the General Meeting will be required;
11. The dissolution of the association;
12. The membership fee of academic and partner members;
13. The amendment of the articles of the association;
14. The acceptance of a donation regardless of the kind of donation;
15. All matters deemed appropriate by the General Meeting;
16. All cases where required by law or these bylaws.

Article 18: Delegation

If the Rectors, Presidents or Vice-Chancellors representing the Members cannot attend the General Meeting, they may be represented at the Strategic Council by a person of their choice who is a member of the university's top management or a suitable senior representative who has the authority and mandate to represent the institution, including decision making and voting powers.

Article 19: Convening and holding of the General Meeting of the Strategic Council

The Strategic Council shall meet as often as necessary and at least once a year.

As far as possible, meetings of the Strategic Council will be hosted in turn by the various members of the association.

Decisions of the General Meeting are taken by a majority of the members present or represented. No decision or resolution will be taken unless four-fifths of the members are present or represented at the meeting and an affirmative vote from the majority of the academic members present or represented, unless otherwise stated in these bylaws.

The decisions of articles 11, 12, 13, 17 (paragraphs 4,9,11,12,13) and 20 require a decision with unanimity of all members.

If especially agreed by the majority, the General Meeting can meet by electronic means via a videoconference system that guarantees the identity of the attendants.

The Strategic Council shall also be convened when the Executive Committee deems it necessary or when at least one-fifth of the members so request.

The Executive Committee shall convene the Strategic Council by registered letter or e-mail at least two months before the meeting, specifying the date, time and place of the meeting.

An agenda is attached.

Any member may ask to add items to the agenda. This right must be exercised by sending an e-mail to the President and the Secretary General no later than eighteen days before the meeting.

The definitive agenda is sent to the Strategic Council at least ten days before the meeting.

Items not included on the agenda may not be discussed and decided on.

The Strategic Council is chaired by the President. Should the President of YUFE not be able to chair a meeting of the Strategic Council then the VP elected by the Strategic Council from among the academic members and the President of the YUFE student forum will do so jointly.

The decisions of the General Meeting are communicated to members by e-mail.

In emergency cases only, the Strategic Council shall be convened at least eighteen days before the meeting.

Article 20: Amendments to the bylaws

The Strategic Council may only validly deliberate and decide on amendments to the bylaws if the proposed amendments are precisely indicated in the notice convening the meeting and if at least four-fifths of the members are present or represented at the meeting.

If the latter condition is not met, a second convening will be required and the new meeting will deliberate and decide validly, if at least two-thirds of the members are present or represented. The second meeting may not be held within one month of the first meeting.

No amendment shall be accepted unless it receives the unanimity of the votes cast, with no account being taken of abstentions in the numerator or denominator.

Section IV: Board of Directors

Article 21: Secretary General

The Secretary General is appointed by the Strategic Council and chairs the Executive Committee and the Board of Directors. The Secretary General's term of office ends upon resignation, incapacity or dismissal by the Strategic Council.

Article 22: The Role of a Director within the YUFE Executive Committee

The Board of Directors consists of at least three directors, which are appointed among the members of the YUFE Executive Committee (mandate and regulations of the Executive Committee see in Appendix B, and Article 29). Each member of the association may at its discretion appoint a director whose term of office shall be indefinite. However, members are not obliged to appoint a director.

The Co-Chair of the YUFE Executive Committee (for voting procedure Co-Chair see Appendix B) will act as a treasurer for the Association (see Article 28, approval of payments).

The term of office of directors is not limited in time, but every member has the right to remove the director whom they appointed from office.

Article 23: Resignation

Each director may freely resign by sending his resignation by e-mail to the Secretary General.

Article 24: Competencies

The Board of Directors shall manage and represent the association in its best interests and in the pursuit of its objectives, as provided in these bylaws and is responsible for the administration of the Association.

All powers which are not expressly reserved to the Strategic Council by law, the articles of association or the internal regulations fall within the remit of the YUFE Executive Committee, represented by the Board of Directors.

In particular, the Board of Directors is responsible, through the Secretary General, for recruiting and managing staff and setting their remuneration, with the exception of that of the Secretary General, which is set by the Strategic Council.

Article 25: Meeting of the Board of Directors

The Board of Directors shall meet as often as necessary and at least once a month as part of the YUFE Executive Committee meetings, on the decision of the Secretary General, a Co-Chair, or two directors.

The Secretary General shall convene the YUFE Executive Committee/ Board of Directors by e-mail at least five working days before each meeting.

The Board of Directors may only validly deliberate if at least four-fifths of the members are present or represented.

The Secretary General chairs the meetings of the Board of Directors (as they chair also the meeting of the YUFE Executive Committee). If the General Secretary is unable to attend, the meetings are chaired by the Co-Chair of the Executive Committee or, if the Co-Chair is unable to attend, by a director appointed for this purpose by the Secretary General.

Decisions of the Board of Directors shall, as often as possible, be taken by consensus.

If the Chairman of the meeting considers that a vote is necessary or if a director so requests, any decision shall be taken by a simple majority of the members present or represented. In the event of a tie, the Chair of the meeting shall have the casting vote.

In the event of disagreement with a decision adopted, any director may request that the decision be taken by the Strategic Council.

Article 26: Conflict of interest

When the Executive Committee is called upon to take a decision or to give an opinion on a transaction falling within its remit in respect of which a director or the member who appointed him has a direct or indirect interest of a proprietary nature which is opposed to the interests of the association, the director must inform the Executive Committee before the Executive Committee takes a decision.

The director concerned shall not take part in the deliberations concerning these decisions or operations and shall not be entitled to vote on these points. The conflict of interest is recorded in the minutes.

Section V: Representation and day-to-day management

Article 27: Representation of the association

The association is represented in legal proceedings or in dealings with third parties by the Secretary General, within the limits set out in "Article 28: Day-to-day management", by the Co-Chair appointed from among the directors designated by the academic members or by two directors.

Article 28: Day-to-day management

The Secretary General is responsible for the day-to-day management of the Association.

Day-to-day management includes in particular:

- Signing day-to-day correspondence;
- Signing contracts of employment and dismissal of staff on the basis of decisions taken by the Executive Committee;
- Making all payments due by the association. Payments or commitments of more than €25,000 must be approved by the Co-Chair;
- To enter into any contract with any independent service provider or supplier, including banks;
- Place and accept all orders;
- Representing the association in dealings with any authority, administration or public service, including signing various attestations and certificates to be provided to the public authorities, particularly in social and tax matters;
- Sign all receipts for registered letters, documents or parcels addressed to the association;
- Take all necessary or useful measures to implement the decisions of the Strategic Council and the Executive Committee;
- All above commitments will in no case exceed the amount available by the association through membership fees, external incomes or previous years' remnants.

Section VI: Appendices and internal regulations

Article 29: Appendices

The YUFE alliance adopted appendices A (YUFE Strategic Council), B (YUFE Executive Committee), C (YUFE Student Forum), D (YUFE Organigram of Governance Bodies) and F (YUFE Central Office) prior to the constitution of the association.

It has been decided to make these appendices binding on all members, administrators and the Secretary General of the association, as internal regulations.

The Strategic Council is competent to make amendments to the appendices or adopt new ones.

Section VII: Dissolution and liquidation

Article 30: Dissolution and liquidation

The association may be dissolved by a decision of the Strategic Council taken under the quorum and majority conditions required for a change in the purpose or object of the Association (see Article 19).

The Strategic Council appoints one or more liquidators and fixes their remuneration.

Any liquidation surplus is allocated, by decision of the Strategic Council, to an association or foundation under European law with a similar purpose.

Section VIII: Miscellaneous

Article 31: Glossary of designations

- General Meeting of the Strategic Council: as defined in Appendix A, the YUFE Strategic Council is the highest decision-making body of the YUFE Alliance. In the General Meeting of the YUFE AISBL, the YUFE Strategic Council will also function as the highest decision-making body of the association. See Section III. The General Meeting of the YUFE AISBL will be organized once a year as part of a general YUFE Strategic Council Meeting.
- Board of Directors – Executive Committee: The YUFE AISBL will have a Board of Directors within the already existing Executive Committee of the YUFE Alliance (see Appendix B). Each member may at its discretion appoint a director from their Executive Committee members. However, members are not obliged to appoint a director, but there shall be at least three directors. Hence not all members of the YUFE Executive Committee may be also a director in the Board of Directors of the YUFE AISBL. More details on the composition and competencies, see Section IV.
- Founding Members: see under Article 32 the founding members of the Association. The founding members are those members, which signed these statutes of the association. More A, B or C category members might join the association right after the foundation or in the longer term.

Article 32: Founding members

The founding members of the association are:

- **Maastricht University**
an entity duly established under the laws of The Netherlands ,
having its registered offices at Minderbroedersberg 4-6, 6211LK
Maastricht,
registered at NO. 50169181 (Chamber of Commerce of NL)
- **Nicolaus Copernicus University in Torun**
an entity duly established under the laws of the Republic of Poland,
having its registered offices at Gagarina 11, 87-100 Toruń, Poland,
registered at Reg. No: 000001324
- **Universidad Carlos III de Madrid**
an entity duly established under the laws of Spain,
having its registered offices at Calle Madrid 126, C.P. 28903, Getafe,
Madrid, Spain,
registered at Registro Español de Operadores Intracomunitarios,
- **University of Antwerp**
an entity duly established under the laws of Belgium ,
having its registered offices at Prinsstraat 13, 2000 Antwerpen,
registered by Flemish decree of April 4, 2003
- **University of Bremen**
an entity duly established under the laws of Germany,

having its registered offices at Bibliothekstr. 1, D-28359 Bremen,
registered as corporation of public law with the Senator for environment, climate and science
Bremen

- **University of Cyprus**
an entity duly established under the laws of Cyprus,
1 University Avenue, 2109 Aglantzia, P.O.BOX 20537, 1678 Nicosia
registered by Law No.144 of 1989
- **University of Eastern Finland**
an entity duly established under the laws of Finland,
having its registered offices at Yliopistonranta 1, FI-70210 Kuopio,
Finland, P.O. Box 1627, FI-70211 Kuopio Finland,
- **University of Essex**
A university established by Royal Charter, having its registered offices
at WIVENHOE PARK, COLCHESTER, ESSEX, CO4 3SQ
- **University of Rijeka**
an entity duly established under the laws of Croatia,
having its registered offices at Trg braće Mažuranića 10, 51000
Rijeka, Croatia, registered at Commercial Court in Rijeka, Croatia (Reg. No.
040131108)
- **Université Sorbonne**
an entity duly established under the laws of France,
having registered offices at 17, rue de la Sorbonne 75005 Paris
registered under Siret : n°19751719600014, Siren : n°197 517 196 00014, Ape : n° 803Z

Done in **Antwerp** on **29 February 2024** in 11 original copies.

Maastricht University

Prof. Rianne Letschert, President

University of Eastern Finland

Prof. Tapio Määttä, Academic Rector

University of Antwerp

University of Essex

Prof. Herman van Goethem, Rector

Prof. Anthony Forster, Vice-Chancellor

University of Bremen

Nicolaus Copernicus University in Toruń

Prof. Jutta Günther, Rector

Prof. Przemysław Nehring, Vice-Rector

University Carlos III of Madrid

University of Rijeka

Prof. Ángel Arias Hernández, Rector

Prof. Snježana Prijić-Samaržija, Rector

University of Cyprus

Université Sorbonne

Prof. Tasos Christofides, Rector

Prof. Daniel Mouchard, Président