

**THE MEMORANDUM OF ASSOCIATION
OF EUROPEAN PUBLIC RELATIONS AND INFORMATION OFFICERS
Non Profit Association
Dated 27th June 2009 updated 5th March, 2015**

PREAMBLE

1. The Association “European Universities Public Relations and Information Officers” (EUPRIO) was established in Brussels on 12th May 1986 with the support of the European Community (now European Union) and it was announced to the public at a press conference of the Education Ministers of the Community in The Hague on 16th May 1986.
2. During the first twenty-two-year history, the European Ministers of Education, starting from the Convention signed in Lisbon in 1997 and especially in the Declaration signed in Bologna in 1999, affirmed that higher education is a public good and a public responsibility for the present and future prosperity of Europe. In this context communication, in the broadest sense, has the task of supporting the successful development of the higher education system and helping to make its performances accessible and sustainable for the society, hence to contribute to Europe as competitive and dynamic knowledge-driven economy in global perspective. EUPRIO shares this vision and considers it while updating its mission and aims.
3. The present Memorandum re-establishes the Association, which formerly had no legal structure, remaining loyal to its history and its mission.

TITLE I. Name, status, seat and official language

Article 1. Name

1. The Association is called “European University Public Relations and Information Officers”, thereafter abbreviated “EUPRIO”.
2. In this Charter the terms “European” and “Europe” are defined as the geographical area which includes all the Council of Europe’s Member States, who are the States candidates for membership and the States observers to the Committee of Ministers of the Council.

Article 2. Status

EUPRIO is a non-profit association under the Belgian NPA-act of 27th June 1921.

Article 3. Seat

1. EUPRIO’s registered office is established c/o the K.U.Katholieke Universiteit Leuven, at 13, Oude Markt, 3000 Leuven, Belgium, and moved % Antwerpen Universiteit, at 13, Prinsstraat, 2000 Antwerp, Belgium on 5th March, 2015
2. It may be moved by decision of the Steering Committee General Assembly.

Article 4. Language

The official language of the association is Dutch. Other European languages can be used for business affairs

upon necessity.

TITLE II – Mission, activities and duration.

Article 5. Mission

1. The aims of EUPRIO are:
 - to promote exchange of ideas, techniques and experiences amongst its members, both within the whole communication field and particularly from the institutions of higher education's perspective;
 - to encourage and promote collaboration and partnership between European institutions of higher education and research in the field of communications;
 - to create a network to assist members in their tasks as professional communicators within their institutions;
 - to promote the professional excellence of all members in their work;
 - to professionalise higher education information, public relations, marketing, and other forms of corporate communications by sharing 'best practice' and holding conferences, workshops and the like;
 - to represent European higher education communication in other organisations;
 - to represent the interests of higher education communication in national and international policy making;
 - to encourage and enhance cooperation between European members and professionals in and outside Europe.
2. The association may carry out all activities directly or indirectly connected with its aims. It may in particular assist with or be involved in any activity similar or complementary to its aims.

Article 6. Duration

The association is formed for an unspecified period.

Article 7. Activities

1. To pursue the aims as described in Article 5, the Association may:
 - organise conferences, workshops, meetings, exhibitions and every other initiative that will provide updating experience or lifelong learning for its members;
 - organise an Annual Conference during which the General Assembly will take place;
 - prepare and distribute promotional stuff;
 - maintain a Web site, newsletters, audio visuals, and the like;
 - produce consulting services in the field of communications;
 - build a network to assist higher education and research institutions or other European organisations in communications programmes.
2. Every year it updates the directory of the members, making it accessible to all of them.

TITLE III – Membership, resources and financial year

Article 8. Membership.

1. Members are persons who come from the countries stated in Article 1. The members vary from a minimum of three to an unlimited number.

2. Membership is articulated into four categories:
 - individual members;
 - institutional members;
 - associate members;
 - honorary members.
3. Individual membership is open to all professionals who are engaged in the field of communications (press officers, public and external relations, marketing, information, Web, protocol, counselling, internal and external communication, etc.) in higher education and research institutions situated in Europe.
4. Institutional membership is open to higher education and research institutions situated in Europe. Institutions, though, are not members; each institutional membership entitles groups of up to four employees engaged in the field of communications at the same institutions to register as members, saving money and increasing memberships. One institution can subscribe several institutional memberships. These members have the same rights and duties as individual members.
5. Associate membership is open to:
 - professionals who are engaged in the field of communications but not employed in higher education and research institutions;
 - companies that are involved in higher education and research communications, but are not universities or related organisations.
6. Honorary membership is awarded to persons who have attained acknowledged excellence in the field of communications and/or higher education and/or have made major contributions to EUPRIO.

Article 9. Admission

1. Candidates to individual and institutional membership must present an admission form to the National Representative of their country. If their application meets the criteria set out in Article 8., the Steering Committee gives them the status of Members of EUPRIO and they commit themselves to respect the Charter and the Regulations of the association.
2. Should the National Representative be vacant or the country have not reached the sufficient number to have a Representative, candidates may present the admission form to the President.
3. Candidates to associate membership present an admission form to the Executive Board. If accepted, they acquire the status of Associate Members of EUPRIO and they commit themselves to respect the Charter and the Regulations of the association.
4. Candidates to honorary membership must be proposed and recommended to the Steering Committee by at least two members. Each nomination should be accompanied by a curriculum vitae of the nominee and letters of endorsement.

Article 10. Subscriptions

1. All categories of members are required to pay annual fees, except from the Honorary Members, who are exempt.
2. Members will pay the fees to their National Representative or, if vacant, or if the country have not reached the sufficient number to have a Representative, directly to the Treasurer. The National Representatives, after collecting the fees, will send them to the Treasurer with a complete and detailed list of the memberships. The Treasurer will issue a receipt.
3. The amounts of the annual dues are fixed by the Steering Committee each year, will not be higher than five thousand Euros and shall be paid not later than thirty days before the General Assembly.

4. Members who have paid the due subscriptions are entitled to attend the Annual Conference, to vote in General Assembly and to enjoy all rights derived from the membership. Associate companies have only one vote.
5. A member, person or institution, who fails to pay the subscriptions, will be reminded by a Treasurer's letter and an e-mail within a month. If no answer is given a month, he/she shall be deemed to have resigned and deleted from the membership list.
6. Only new members who join the association after the 31st May will pay reduced annual dues scaled to the effective period of their membership.

Article 11. Exclusion

1. Members who are no longer deemed to be supporting the aims of the association may be excluded from the association by a resolution of the General Assembly, voting by a two thirds' majority.
2. The excluded member or the rightful claimants of an excluded or deceased or voluntarily resigned member shall assert no claim on the association's assets.

Article 12. Resources

1. The association lives on the annual subscriptions and other proceeds from annual conferences and the like.
2. It may receive grants, gifts, endowments, bequests or other forms of donations from public or private sources, whether or not allocated to specific purposes covered by its aims.
3. Any bank account in which any part of the assets of the association is deposited shall be operated by the President, by the Vice President, by the Treasurer or by the Secretary and shall indicate the name of the association. Cheques over five hundred Euros need two signatures.

Article 13. Financial year

The financial year of the association shall run from 1st January to 31st December.

TITLE IV – Structure.

Article 14. Bodies.

EUPRIO has the following structure:

- the General Assembly;
- the Steering Committee;
- the President;
- the Executive Board;
- the Auditors' Committee.

Article 15. The General Assembly.

1. The General Assembly is the supreme governing Body of the association. It shall:
 - elect the President and the Vice President on the basis of the candidacy or candidacies proposed by the Steering Committee;
 - ratify and dismiss the members of the Steering Committee;
 - decide on the exclusion of Members;
 - have the power to dissolve the association;
 - review and amend the Charter of the association;

- approve the annual accounts, the budget for the forthcoming year, receive the reports of the President, the Vice president, the Secretary and the Treasurer on the activities of the past year and plans for the future;
 - discharge yearly the Steering Committee;
 - approve the Regulations proposed by the Steering Committee;
2. The General Assembly comprises all the Members of EUPRIO: individual, members listed in an institutional membership, associate and honorary.
 3. Each member, individual or listed into an institutional membership, has only one vote; voting by representative or by proxy is not admitted.
 4. The General Assembly shall meet at least once per year, during the Annual Conference.
 5. The place, the time and the general theme of the Annual Conference shall be announced during the previous Annual Conference. The programme shall be available on the Web site at least three months before the Conference. The Members shall receive the agenda of the General Assembly by e-mail three weeks before the Conference. If it is proposed to table resolutions amending the Charter or to discuss the dissolution of the association, sixty days' notice shall be given. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.
 6. The President shall preside as Chair of the meeting.
 7. A quorum of 10% of the total membership is requested to validate the General Assembly.
 8. The General Assembly may decide upon its mode of voting: show of hands, secret ballot, acclamation, electronic voting, etc...
 9. The President's election shall be decided by secret ballot. The secret ballot is requested whenever personal affairs or conflict cases occur.
 10. When a poll is taken, the President shall appoint scrutineers and fix the time and the place for declaring the results.
 11. Decisions shall be made by simple majority of the members present. In the case of an equality of votes, the President has the casting vote.
 12. Decisions for excluding members need two-thirds of the number of votes.
 13. Extraordinary meetings may be convened by the President or by the Steering Committee or by a formal request in writing from at least one-tenth of the Members.
 14. The decisions of the General Assembly shall be kept at the head office and published on the Web site.
 15. Interested third parties can ask the executive office to see the Minutes.

Article 16. The Steering Committee.

1. The Steering Committee is the ordinary governing Body of the association. It has all the powers not attributed to the General Assembly by the Statutes or the Law. It shall among other
 - be the principal forum for discussion of the association's policy positions;
 - it may make statements on behalf of the association, taking initiatives or participating actively in the international debate regarding communication issues;
 - recommend the strategic direction of EUPRIO to the General Assembly;
 - develop priorities and guidelines on policy issues and on services to members;
 - appoints its members normally on recommendation of the relevant national organisations;
 - examine the candidacies for the Presidency, which shall be accompanied by a general policy statement;
 - propose a short-list of candidates, from one to three names, to the General Assembly for the

- President's election;
 - appoint the Treasurer and the Secretary;
 - appoint the Auditors;
 - approve the programme and the venue of the Annual Conference and of any other initiative and support organizers in setting the content, by finding possible speakers and themes;
 - establish and dissolve working groups as it sees fit;
 - propose the level of the annual membership fees;
 - receive and approve the annual accounts and the budget prepared by the Executive Board and the report of the President on the activities of the past year and plans for the future, for submission to the General Assembly;
 - decide on the admission of Individual and Institutional Members when the National Representative is vacant, of Associate Members and of Honorary members;
 - receive and approve agendas for meetings of the General Assembly prepared by the President;
 - propose reviews and amendments of the Charter and of the Regulations to the General Assembly.
2. The Steering Committee is composed of:
 - the President;
 - the National and the Deputy National Representatives.
 3. Each European country that has at least five Members can propose a National Representative to the General Assembly that approves. It can propose a Deputy National Representative to the General Assembly that approves when it has at least twenty Members. Where national membership has collapsed or does not exist, the Steering Committee can propose to the General Assembly that approves, a member for cooptation for a period of two years to build or rebuild the national membership.
 4. Where possible, the candidate National Representatives are nominated by their national organisations. When this latter is missing, the National Representative is proposed by the informal group of Members of the same country.
 5. Both the National Representatives and the Deputy National Representatives can attend the same meeting of the Steering Committee, with peer rights and duties.
 6. All the members of the Steering Committee are appointed by the General Assembly for a two-year term and can be re-appointed the General Assembly for a maximum of two further two-year terms. A national representative would be required to have the endorsement of his/her national members to continue his/her for another term.
 7. The National Representatives, assisted by the Deputy National Representatives, are the link with their own national associations, where present, and are responsible for all EUPRIO matters in the country concerned, including:
 - membership recruitment and retention;
 - collection of the annual membership fees and transfer of fees to the Treasurer;
 - promoting the Annual Conference and the other EUPRIO initiatives;
 - organising meetings of EUPRIO members and other interested parties in that country, where appropriate.
 8. The Steering Committee shall meet at least twice a year; one meeting coincides with the Annual Conference. The President shall convene and chair the meeting and prepare the agenda.
 9. The quorum for which a meeting is valid shall be one-half of the members plus one of the Steering Committee.

10. Decisions shall be made by a simple majority of those present and voting; in case of equality, the President has the casting vote.
11. The members of the Steering Committee who fail to participate to three successive meetings of the same Body without reason shall be excluded. The President shall immediately contact the national organisation to substitute the representative.
12. A member of the Steering Committee, for valid reasons, can resign sending a letter and an e-mail to the President.

Article 17. The President.

1. The President is the figurehead of the Association. He/she leads, represents it and acts as the spokesperson for it to third parties for all activities.
2. He/She shall:
 - convene and chair the meetings of the General Assembly, of the Steering Committee and of the Executive Board;
 - arranges the agenda and provides for the enforcement of the decisions;
 - see that order and running are kept;
 - guarantee the observance of the Charter and of the Regulations;
 - draw up or rescind contracts, agreements, insurance policies, leases;
 - open and close accounts;
 - appoint a paid employee, who shall work directly under his/her instructions;
 - prepare the annual report on the activities of the past year and plans for the future for submission to the General Assembly;
 - exercise every other function and competence pursuant to the Law.
3. The President is assisted by a Vice-President while carrying out his/her duties. The Vice-President shall deputise for the President in his/her absence.
4. The President must be a Member of the association and work in a higher education institution.
5. He/She shall be elected by the General Assembly on a short-list of candidates (1 to 3) proposed by the Steering Committee.
6. The elected President shall have received the simple majority of votes. The ballot will be repeated in the case of an equal number of votes; if equality persists, the winner is the eldest candidate.
7. The President shall hold office for two years and shall be eligible for one re-election.
8. The President shall be elected one year before the start of his/her term as President and shall serve as Vice-President for this period and for one year after the end of his/her Presidency.
9. The President shall cease to hold office and will be replaced by the Vice President if he/she:
 - becomes incapable by reason of illness;
 - resigns his office spontaneously;
 - is absent without reason from two successive meetings;
 - is directly or indirectly interested in any contract and fails to declare the nature of that interest;
 - no longer works in the field of higher education communications and is therefore not eligible for membership.

Article 18. The Executive Board.

1. The Executive Board is responsible for the implementation of the policy of the association, for the planning of its activities and for the management of the day-to-day affairs. It shall, among other:
 - prepare discussion papers;
 - prepare proposals for the annual budget for approval by the Steering Committee and then by the

- General Assembly;
- be responsible for the implementation of the budget;
 - arrange programmes for the exchange of information and experience on matters of common interest to individual and collective members and to identify and disseminate good practice in institutions of higher education and research.
2. The Executive Board consists of the President, the Vice-President, the Secretary and the Treasurer.
 3. Each member must be a Member of the Association. The President and the Vice-President are elected by the General Assembly; the Secretary and the Treasurer are appointed by the Steering Committee.
 4. Executive Board members shall serve in a personal capacity, not as representative of any country or Body.
 5. The members of the Executive Board may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings.
 6. The Secretary shall:
 - make a written account of the meetings;
 - publish a record of the decisions taken;
 - monitor the membership and the composition of the Steering Committee;
 - monitor membership's applications where no national representative exists, in collaboration with the President.
 7. The Treasurer shall:
 - prepare the budget and accounts;
 - collect the membership fees from the National Representatives and/or the other Members;
 - manage the bank accounts and investments,
 - recommend the level of the membership fees
 8. The Executive Board shall meet at least three times per year. The President shall convene and chair its meetings and prepare the agenda.
 9. Decisions shall be made by a simple majority of those present; in case of equality, the President has the casting vote.

Article 19. The Auditors' Committee.

1. The Auditors' Committee is the Body which shall:
 - examine the correspondence of the annual accounts to the account books;
 - check the general management of the association;
 - make appropriate cash and property assets inspections;
 - assess the regularity of the account books.
2. The Auditors' Committee is composed of three members nominated by the Steering Committee, preferably among former members of the association, who have not been excluded nor have resigned.
3. The Auditors can participate to the Steering Committee meetings without right to vote.
4. The Auditors hold office for two years and shall be eligible for another appointment.
5. The Auditors can use, within reasonable limitations, paid external financial expertise, if necessary.

TITLE V – Amendment of the Charter and Dissolution of the Association

Article 20. Amendment of the Charter.

1. A proposal to amend the Charter may be made by the Steering Committee on its own initiative or acting on the initiative of the President or upon a request of at least 1/20 of the Members.
2. The Charter may be amended by a decision of the General Assembly at which at least two thirds of the Members are attending the meeting. If this condition is not met, a second meeting may be convened, which shall deliberate validly, irrespective of the number of the Members present.
3. Amendments shall be adopted only with a majority of two thirds of the vote of the General Assembly.

Article 21. Dissolution of the Association.

1. A proposal to dissolve the association may be made by the Steering Committee on its own initiative or acting on the initiative of the President or upon a request of at least ten percent of the Members.
2. The association may be dissolved by a decision of the General Assembly at which at two thirds of the Members are attending the meeting. If this condition is not met, a second meeting may be convened, which shall deliberate validly, irrespective of the number of the Members present.
3. The decision to dissolve the association shall be adopted only with a majority of four/fifths of the vote.
4. In the event of dissolution, the assets of the association shall be transferred according to a decision made by the General Assembly. This allocation shall be necessarily made in favour of an association whose aims are similar to those of this association.