

YERUN AISBL
YOUNG EUROPEAN RESEARCH UNIVERSITIES NETWORK
INTERNATIONAL NON-PROFIT ASSOCIATION

BYLAWS

PREAMBLE

In an international context marked by interdependence and the need to strengthen and develop cooperation in the area of scientific research, academic education and service to society, the Young European Research Universities Network (hereafter “YERUN AISBL” or “the Network”) is founded with the aim of working along these lines and opening new avenues for dialogue and collaboration.

The members of this university network have the following core values, to which all members subscribe:

- An orientation towards creative, innovative, outstanding scientific research
- A responsibility towards a global, fair, solidarity minded, multicultural, and diverse society
- A commitment to internationalisation
- A focus on teaching quality, and quality assurance
- An emphasis on graduate employability

Based on the Mission Statement and Letter of Intent signed in Brussels on the 9th of January of 2015 (Appendix 2), the members of the Network express their willingness to become an international network organized around the principle of equality.

SECTION I

NAME, APPLICABLE LAW AND GEOGRAPHICAL SCOPE

ARTICLE 1 .- NAME

The Network governed by these Bylaws is named *Young European Research Universities Network (YERUN AISBL)* and operates as an international non-profit association (“AISBL”).

ARTICLE 2 .- APPLICABLE RULES

The Network shall be governed by the letter of intent agreed upon by the founding members (Appendix 2), these Bylaws and any other rules that may be subsequently approved by the members.

No member shall have the authority to act as agent or to bind another member in any way. All these apply without prejudice of the competencies and duties assigned by the Network in Articles 23, 17 and 21 of this Bylaws and that refer respectively to the President and Vice-President of the Network, the Network General Assembly and the Network Executive Board.

Nothing in these Bylaws shall be deemed to require a member to breach any mandatory statutory law under which the party is operating.

The Network shall not be entitled to impose any liability on a member in excess of its obligation to pay an annual membership fee.

ARTICLE 3 .- SEAT AND GEOGRAPHICAL SCOPE

The Network has its registered seat and contact address at Rue du Trône, 62, 6th floor, 1050 Brussels, Belgium.

The Network has an international geographical scope, carrying out its activities mainly in European countries.

ARTICLE 4 .- DURATION

The Network is constituted for an indefinite period.

SECTION II

GOALS AND ACTIVITIES

ARTICLE 5 .- GOALS

Notwithstanding other goals to be determined in the future, the founding goals of the Network are to strengthen and develop cooperation in the area of research, academic education and service to society among a cluster of highly-ranked, young universities in Europe on an equal basis and for their common benefit.

ARTICLE 6 .- ACTIVITIES

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

- (a) To advise on research policies in Europe and, in particular, under the EU funding programmes for Education and for Research and Innovation.
- (b) To generate research collaboration in fields of common interest with social and/or economic impact and especially within the scope of EU Education and EU Research and Innovation Programmes.
- (c) To promote high quality teaching and learning through academic exchange and development programmes of academic and professional services staff, and students among the members of the Network.
- (d) To establish knowledge exchange on best practice in university governance and organisation, with a particular focus on Open Science and Graduate Employability.
- (e) To establish dual, multiple or joint international degrees according to separate agreements: Bachelor's, Master's and PhD programmes.

SECTION III

MEMBERS

ARTICLE 7 .- FOUNDING MEMBERS

The founding members of the Network are the universities and institutions of higher education listed in Appendix 1.

The Network has the goal of ensuring a number of members that is manageable in size for the accomplishment of activities.

ARTICLE 8 .- NEW MEMBERS

The admission of new members must be approved by the General Assembly.

Candidate universities may be proposed by the Executive Board or by at least three members of the Network. Candidate universities and institutions of higher education must demonstrate an orientation towards research that makes a difference to society, a commitment to internationalisation and Open Science, a focus on teaching quality, an emphasis on graduate employability and a responsibility towards a global, multicultural and diverse society. An analysis of the suitability of the candidate universities shall be undertaken by the Executive Board, which will issue a recommendation to the General Assembly.

The requirements for admission as a new member of the Network are:

- (a) To be a European University or a European Institution of Higher Education.
- (b) To be included, or have been included at least for one year, in the QS ranking Top 50 under 50, the THE Young University Rankings, or any other alternative ranking of similar nature (young universities) that may appear in the future.
- (c) The affirmative vote of at least two-thirds of all members of the Network present or represented at the time of voting.

The new members must accept the provisions of these Bylaws and any other rules adopted by the Network before their entry.

ARTICLE 9 .- OBLIGATIONS OF MEMBERS

The members of the Network shall have the following duties:

- (a) Observe the provisions of these Bylaws, including the principles stated in its preamble, in particular those related to the goals and activities of the Network.
- (b) Comply with the resolutions adopted by the Executive Board or the General Assembly of the Network.
- (c) Pay the yearly Network membership fees established by the General Assembly (the membership fees are due per calendar year and for the entire year. Membership fees shall be the same for each member).

ARTICLE 10 .- RIGHTS OF MEMBERS

The members of the Network shall have the following rights:

- (a) Participate in the activities of the Network and in the Network governing and representative bodies, to attend the General Assembly and to exercise the right to vote, according to these Bylaws.
- (b) Be informed about the composition of the Network governing and representative bodies, the Network financial statements and the development of its activities.
- (c) Be informed and heard prior to being excluded from membership pursuant to the Network rules.
- (d) Challenge any decisions of the bodies of the Network deemed contrary to law or to these Bylaws or other regulations.

ARTICLE 11 .- LOSS OF MEMBERSHIP

Membership shall terminate by:

- (a) Voluntary withdrawal, which can take place at any time upon written notification or by e-mail to the Network's President and Vice-President, with copy to the Secretary General. The withdrawal will not entail the return of any fees paid or the cancellation of any fee due to that date.
- (b) Withdrawal due to a disagreement with an increase of membership fees. Fee changes do not apply to members that submit their membership resignation prior to the increased membership fee being due.
- (c) Exclusion, by decision adopted by the General Assembly to that effect, for not complying with this Bylaws, including the non-payment of membership fees agreed to by the General Assembly for two consecutive years.

The loss of membership does not entitle to a refund of the membership fee.

SECTION IV
GOVERNING BODIES

ARTICLE 12 .- BODIES

The governing bodies of the Network are the General Assembly and the Executive Board.

The General Assembly, by prior request of the Executive Board or by its own initiative, may agree on the creation of working groups or other bodies for the implementation of specific

activities. These working groups or bodies are accountable to the General Assembly - or, by decision of the General Assembly, to the Executive Board - for their activities.

CHAPTER 1. GENERAL ASSEMBLY

ARTICLE 13 .- COMPOSITION

The General Assembly of the Network is its highest decision-making body and all members are part of it. Members shall be represented at the General Assembly by their legal representative who may delegate this capacity. In case of delegation the name of the person shall be communicated in writing or by e-mail to the Secretary General in advance of the meeting. This delegation is not permanent and is only valid for the given meeting.

The resolutions adopted at the General Assembly shall bind all members of the Network.

ARTICLE 14 .- GENERAL ASSEMBLY SESSIONS

The General Assembly shall meet in regular session at least once a year at a time and place agreed by the previous General Assembly, or, failing that, by the Executive Board. To the extent that circumstances permit, it is to be hosted by a different member of the Network each time on a rotating basis.

The General Assembly shall also meet whenever it is considered necessary by the Executive Board or if requested by at least 1/5 of the members of the Network (or three members if the number of members is equal to or less than fifteen), indicating the matters to be included in the agenda. In this case, the extraordinary General Assembly must be convened from at least eight days and no later than one month from the request. All the matters which were the object of the request must necessarily be included in the agenda.

ARTICLE 15 .- CONVENING AND CONSTITUTING THE GENERAL ASSEMBLY

The General Assembly official convocation shall be sent to the members at least one month prior to the date of the General Assembly. This notification shall be done either in writing or by e-mail with delivery receipt indicating the date of the meeting, time and venue, as well as providing details of the agenda. Any member of the Network may request to the Executive Board to add new items to the agenda of a General Assembly Meeting. The exercise of this right must be carried out by written notice or by e-mail to the President with copy to the Secretary General, within the period of ten days after sending out the convocations to the General Assembly meeting.

The formal confirmation of the convocation, the final agenda and documentation of the meeting (including the candidates for nomination whenever appropriate) should be sent out at least eight days prior to the date of the meeting. The approval of the annual accounts and of the budget of the following years will occur according to the terms set by law.

The notification timing and agenda of extraordinary meetings will be communicated according to the terms indicated in Article 14, paragraph 2.

A member can be represented at meetings of the General Assembly by another member of the Network provided that this request is made in writing or by email and that is received by the Secretary General before the start of the meeting.

A member can only represent one single other member at the same time.

ARTICLE 16 .- ADOPTION OF RESOLUTIONS

The General Assembly shall take decisions and adopt resolutions by a majority of the members present or represented at the time of voting. No decision or resolution will be taken unless a quorum of at least one third of the total number of members entitled to vote is present or represented. This without prejudice to any other particular rule defined in these Bylaws.

Every member shall have one vote. Votes may be cast personally or by proxy. No member shall be entitled to vote at the General Assembly unless all fees due to the Network have been paid.

If especially agreed by two-thirds of the members, the General Assembly can meet via a videoconference system. Resolutions can be voted in writing or by online means if agreed by two-thirds of the members.

ARTICLE 17 .- GENERAL ASSEMBLY COMPETENCIES

The General Assembly shall:

- (a) Ensure compliance with the goals and the implementation of activities of the Network established in these Bylaws or agreed by the Network.
- (b) Approve the biennial work plan of the Network, proposed by the Executive Board.
- (c) Approve the annual budget, which in no case shall exceed the amount available annually by the Network through membership fees, external incomes or previous years' remnants.
- (d) Approve any modification of the Network annual budget.
- (e) Approve the annual accounts and annual report of the Network.
- (f) Elect the President and the Executive Board members, remove them from office and enforce their authority.
- (g) Approve decisions of a financial nature outside the agreed annual budget (expenses or no profits) for amounts higher than 40.000€ and authorize the President, as the representative of the Network, to sign any contracts related to these decisions. These decisions will in no case exceed the amount available by the Network through membership fees, external incomes or previous years' remnants.
- (h) Establish, if appropriate, the annual fee of the members of the Network, and the entry fee of new members, if so provided. Membership fees changes will not apply to the calendar year where the decision is made.
- (i) Approve the admission of new members.
- (j) Decide on the exclusion of members for not complying with these Bylaws, including the non-payment of membership fees agreed to by the General Assembly for two consecutive years.
- (k) Approve the creation of working groups or other bodies, and entrust to them any functions except those of the General Assembly or Executive Board which are non-delegable.
- (l) Establish, if appropriate, the annual fee of the members of the Network, the entry fee of new members, if so provided, and any other contribution it deems appropriate to

finance the activities of the Network. Membership fees changes will not apply to the calendar year where the decision is made.

- (m) Approve the amendment of these Bylaws in accordance with the provisions of Section VI.
- (n) Approve the dissolution of the Network in accordance with the provisions of Section VII.
- (o) Take any other decision that its members deem appropriate and conducive to the fulfilment of the goals and activities of the Network.
- (p) Decide through an affirmative vote by the majority of the members present and represented on the imposed withdrawal of a member of the Executive Board.

ARTICLE 18 .- SESSION MINUTES

The Secretary General shall draw up the minutes of each meeting, summarizing the deliberations, the decisions taken and the results of voting. The draft minutes will be sent to all members within 14 days of the meeting. If no comments are received within 30 days of sending the minutes, they will be deemed accepted and shall be then signed by the Secretary General with the approval of the President. If comments and changes are received within the given time, they will be incorporated in so far as possible into an updated version that will be sent back to the members for their approval within 14 days, after which they will be signed by the Secretary General with the approval of the President and noted at the next meeting. In the event of any remaining disagreement in relation to the minutes, they will be discussed at the next General Assembly meeting and shall be approved at the meeting.

CHAPTER 2.

EXECUTIVE BOARD

ARTICLE 19 .- NATURE OF THE EXECUTIVE BOARD

The representation of the Network and its management is the responsibility of the Executive Board. Its composition must reflect as much as possible the diversity of the Network.

ARTICLE 20 .- COMPOSITION

If the number of members is sufficient, the Executive Board shall consist of five members, three of whom shall occupy the positions of President, Vice-President and Treasurer.

The members of the Executive Board will be natural persons elected from the members of the Network. If a member of the Executive Board ceases to be employed or associated with a member of the Network then he or she will cease to be a member of the Executive Board and the vacancy will be filled by election at the next General Assembly meeting.

ARTICLE 21 .- EXECUTIVE BOARD DUTIES

The duties of the Executive Board shall be as follows:

- (a) Ensure the implementation of the decisions adopted by the General Assembly.
- (b) Submit applications for admission of new members to the approval of the General Assembly.

- (c) Promote the consolidation of programs and the implementation of activities to meet the objectives of the Network.
- (d) Develop the Network's Strategic Plan and submit it to the General Assembly for approval.
- (e) Approve decisions outside the agreed annual budget (expenses or no profits) for amounts higher than 10.000€ and lower than or equal to 40.000€, and authorize the President, as the representative of the Network, to sign any contracts related to these decisions.
- (f) Manage the accounting of the Network providing a true and fair view of the assets and financial situation of the entity under applicable rules, as well as preparing the financial statements, the annual report and the budget of the Network and submitting them to the General Assembly for approval. The financial and accounting year shall coincide with the calendar year.
- (g) Keep a record of minutes of meetings of the Network.
- (h) Propose amendments to the Bylaws and submit them to the General Assembly for approval.
- (i) Propose the creation of working groups or other bodies to carry out specific activities to the General Assembly.
- (j) Respond to requests and applications submitted by members of the Network.
- (k) Disseminate activities, conferences and courses sent to it by the members of the Network.
- (l) Keep an updated list of the Network members.

ARTICLE 22 .- CONVENING, QUORUM AND ADOPTION OF RESOLUTIONS IN THE EXECUTIVE BOARD MEETINGS

The Executive Board shall meet on at least two occasions each year. The Executive Board may be convened at the initiative of the President at any time he or she deems appropriate. It shall also be convened at the request of at least three Executive Board members, who must submit a written request to this effect to the President with copy to the Secretary General. In this case, the meeting shall be convened no later than fifteen days from the request.

The invitation shall be sent in writing or by e-mail at least 15 days before the date of the meeting, indicating the date, time and place where the meeting will be held and the agenda.

The Executive Board shall be considered to have a valid quorum if at least three of its members are in attendance or are represented. In the absence of the President, the Vice-President will act as the chairperson.

Decisions by the Executive Board shall be made by simple majority of the attending members, and shall be recorded in the Executive Board minutes.

Executive Board meetings may be held at distance by electronic means that guarantee the identity of the attendants.

The Board will be able to invite people to attend meetings in a non-voting capacity.

ARTICLE 23 .- PRESIDENT AND VICE-PRESIDENT

The President of the Executive Board shall also be the President of the Network. The President shall be the representative of the Network and the chairperson of any Network meeting. In the President's absence or in case of inability, the Vice-President shall assume the President functions.

For a normal operation of the Network, the President, in his or her capacity of representative of the Network, shall approve expenses for amounts no larger than 10.000€ undertaking also any contracts related to the aforementioned expenses. For the signing of other contracts with amounts higher than 10.000€ the President shall be authorized by the Executive Board and over 40.000€ by the General Assembly.

ARTICLE 24 .- TREASURER

The Treasurer shall oversee the keeping of accounting and control the financial resources of the Network. However, it is the Network as a whole the sole responsible for any fiscal liability. The Treasurer shall check the accounts on a regular basis and report to the General Assembly, at least once per year.

ARTICLE 25 .- SECRETARY GENERAL

A Secretary General may be appointed by the Executive Board. The Secretary General does not need to be an Executive Board member or a member of the General Assembly. The Secretary General shall be responsible for the successful operational leadership and management of the Network, including its secretariat, according to the Network's Strategic Plan established by the Executive Board and approved by the General Assembly. He/she shall be responsible for holding the minutes of the General Assembly and Executive Board meetings to which he/she is invited, as well as for the issuance of certificates of acts, decisions or agreements. The President or the Executive Board may decide to delegate a number of tasks and responsibilities to the Secretary General. It is also the task of the Secretary General to keep the accounts and manage the financial resources of the Network with the supervision and approval of the Treasurer. The Executive Board will develop and issue rules of procedure which will specify tasks that can be delegated to the Secretary General and conducted by him/her on his/her own responsibility.

ARTICLE 26 .- ADMINISTRATIVE OFFICER

An Administrative Officer may be appointed by the Executive Board to provide assistance to the Executive Board and to the Secretary General. The Administrative Officer does not need to be an Executive Board member or member of the General Assembly.

In the absence of appointment of an Administrative Officer, her / his duties can be fulfilled by the Secretary General or by any other member or third party designated by the Executive Board.

ARTICLE 27 .- SALARIES

Executive Board members shall not be remunerated. Expenses linked to their participation in the Executive Board activities and in the management of the Network shall be borne by their institutions.

Salaries and costs associated with the Secretary General, the Administrative Officer or any other staff related to the execution of the Network's activities shall not exceed the yearly budget and shall be determined yearly by the General Assembly.

SECTION V ELECTION OF THE EXECUTIVE BOARD

ARTICLE 28 .- VOTERS AND CANDIDATES

The Executive Board members shall be elected under the rules contained in this Section. Voters and candidates must all be members or associated with members (in case of candidates) of the Network in compliance with the obligations listed in Article 9. Each member may nominate a candidate. Eligible candidates shall be natural persons. Candidates for the position of the President of the Network shall be Rectors, Presidents or Vice-Chancellors.

As far as possible, the Executive Board members will ensure diversity in its composition and whenever possible be represented by an equivalent proportion of men and women except for the President, whose gender is not considered for this purpose.

ARTICLE 29 .- CANDIDATURES

Nominations shall be submitted to the Secretary General following a call for nominations that will open at least one month before the General Assembly entitle to elections take place. The members of the Network will be informed about the candidates up to election by email, when sending the final agenda and documentation of the General Assembly, according to Article 15 of this Bylaws.

Each member cannot have more than one person in the Executive Board that is affiliated to the institution.

ARTICLE 30 .- ELECTION AND TERM

There will be an alternation of one year in the elections of the President and the elections of the other members of the Board (4 members). For both, the elections of President and the 4 members of the Board, the candidature (in case of the President) and candidatures (in case of the members of the Board) obtaining the simple majority of votes shall be elected. For the election of the 4 members of the Board, once the 4 members are elected, the President will decide on the positions of Vice-President and Treasurer.

The term of the President's mandate shall be of two years, renewable (by re-election) for a second mandate of two additional years in the same position. The term of the Executive Board members' mandate shall be of two years, renewable (by re-election) for a second mandate of two additional years in the same position. A former President could be nominated to be a member of the Board and viceversa.

ARTICLE 31 .- WITHDRAWAL

A member of the Executive Board shall withdraw for one of the following reasons:

- (a) Voluntary resignation communicated in writing to the Executive Board. The Executive Board shall inform the General Assembly in the following meeting.
- (b) Decision made by the General Assembly through the affirmative vote of a majority of the members of the Network.
- (c) Expiration of their term at their institution.
- (d) If they cease association or employment with a university or institution of higher education that is a member of YERUN.

Vacancies will be filled by election by the General Assembly at the earliest opportunity to fulfil the available position for the remaining period of mandate.

SECTION VI

AMENDMENTS TO THE BYLAWS

ARTICLE 32 .- AMENDMENTS

These Bylaws may only be amended by a resolution of the General Assembly adopted by the affirmative vote of two-thirds of the members of the Network present or represented, provided that at least two-thirds of the members are present or represented at the meeting of the General Assembly convened for this purpose. If two-thirds of the members are not present or represented at the first meeting, a second meeting may be convened which may validly deliberate, irrespective of the number of members present or represented, and adopt the amendments provided for in the first meeting.

Any member of the Network may submit a proposed amendment to the Executive Board of the Network, who is also entitled to propose amendments on its own initiative. Any proposed amendment shall be referred to the General Assembly and shall be included in the agenda of its next meeting.

SECTION VII

DISSOLUTION OF THE NETWORK

ARTICLE 33 .- DISSOLUTION AND LIQUIDATION

Without prejudice of the situations set out by law, the dissolution of the Network shall take place by a resolution adopted by its General Assembly. The dissolution agreement must be adopted by the affirmative vote of two-thirds of all members of the Network present or represented, provided that at least two-thirds of the members are present or represented at the

meeting of the General Assembly convened for this purpose. If two-thirds of the members are not present or represented at the first meeting, a second meeting may be convened which may validly deliberate, irrespective of the number of members present or represented, and adopt the dissolution agreement provided for in the first meeting.

The General Assembly shall designate the liquidator(s), preferably among the members of the Executive Board or a lawyer specialised in liquidation proceedings.

All assets remaining after the liquidation of the Network will be donated to an NGO active in the education or research sector.

SECTION VIII TEMPORARY PROVISIONS

ARTICLE 34 .- TEMPORARY PROVISIONS

The first financial year will end on December 31, 2020.

The first ordinary general meeting will be convened before June 30, 2021.

The first Executive Board will be composed as follows:

- Prof. Juan Romo, President, whose term ends on 30 September, 2019;
- Prof. Dr. Martin Paul, Vice-President, whose term ends on September 30, 2020;
- Prof. Corrado Cerruti, Treasurer, whose term ends on September 30, 2020;
- Prof. Brian MacCraith, whose term ends on September 30, 2020;
- Monica Illsley, whose term ends on September 30, 2020.

The first Secretary General will be Silvia Gomez Recio.

The first registered office of the Network will be Rue de Trône, 62 – 1050 Bruxelles.

REPEAL PROVISIONS

Article 8 in these Bylaws overrides the Letter of Intent statement regarding the admission of new members and in general the quality of member.

APPENDIX 1. FOUNDING MEMBERS OF YERUN

1. Universiteit Antwerpen (BE), public law legal entity, Prinsstraat 13, 2000 Antwerpen, Belgium represented by Prof. Dr. Herman Van Goethem, rector
2. Universitat Autònoma de Barcelona (ES)
3. Universidad Autónoma de Madrid (ES)
4. Universität Bremen (DE) Statutory body under public law (Körperschaft des öffentlichen Rechts), cf § 2 Sec.1 Sentence 1 BremHG (Bremisches Hochschulgesetz) registered office at Bibliothekstr. 1, 28359 Bremen, Germany, legally represented by the President Prof. Dr.-Ing. Bernd Scholz-Reiter
5. Brunel University London (UK)
6. Universidad Carlos III de Madrid (ES)
7. Dublin City University—DCU (IE)
8. University of Essex (UK)
9. University of Eastern Finland (FI)
10. Universität Konstanz (DE), Corporation under public law, see § 8 Sec. 1 sentence 1 of the „Landeshochschulgesetz Baden-Württemberg“, Universitätsstr. 10, 78464 Konstanz, Germany, legally represented by the Rector Professor Dr. Kerstin Krieglstein.
11. Linköpings Universitet (SE)
12. Maastricht University (NL) “Maastricht University, a public entity incorporated under the laws of The Netherlands, having its principal office at Minderbroedersberg 4-6, 6211 LK, Maastricht, the Netherlands, registered in the register of the Dutch chamber of commerce under number 50169181, legally represented by the President of the Executive Board Prof. dr. M. Paul”
13. Universidade Nova de Lisboa (PT)
14. Université Paris Dauphine (FR)
15. Universitat Pompeu Fabra (ES), Public law institution; Plaça de la Mercè, 10-12, 08002 Barcelona (Spain); Legally represented by the Rector Professor Dr. Jaume Casals i Pons; Pompeu Fabra University By-Laws, approved by Decree 209/2003, on 9 September and modified by Agreement GOV/203/2010, on 9 November and by Agreement GOV/129/2015, on 4 August.
16. Università degli Studi di Roma Tor Vergata (IT)
17. Syddansk Universitet (DK)
18. Universität Ulm (DE)

APPENDIX 2. MISSION STATEMENT AND LETTER OF INTENT SIGNED IN BRUSSELS ON
THE 9TH OF JANUARY OF 2015

Separate document