

## Constitution of an Association

### European Network for Academic Integrity

#### Article I. Name, seat

- 1) The Association European Network for Academic Integrity will use the name: **European Network for Academic Integrity, association.**
- 2) Address of the seat of the association is: 613 00 Brno, Zemedelska 1665/1.

#### Article II. Purpose and Articles of the Association

- 1) The main purpose of the Association: European Network for Academic Integrity is to support higher education institutions to work together in the field of academic integrity. The objectives of the Association are to promote integrity in whole academia (i.e. education, research and other aspects of academic sector), specifically:
  - to provide a platform for academics across all sectors to investigate, exchange, develop, collaborate and access resources in the field of academic integrity
  - to offer opportunities for researchers and educators to take a leadership role in the field of academic integrity
  - to present best practices in the management of academic integrity
  - to make available a central point of reference where issues of academic integrity can be discussed, researched, progressed and shared with the wider academic community
  - to organize conferences, workshops and other events on academic integrity
  - to network and collaborate with individuals and organisations actively pursuing related research
  - to collaborate towards research related to academic integrity
  - to appreciate individual and institutional efforts regarding academic integrity by offering awards.
- 2) Internal organization of the Association, rights and duties of the members and the elective bodies of the Association comply with the following Articles, which are stored in its full text version in the headquarters of the Association.

#### Article III. Activities and objectives of the Association

- 1) The Association is a voluntary, non-profit organization and all profit from its economic activities is used for support and development of its activities and for creation of optimal conditions for general professional and personal development of each student and teacher of the participating institutions.

2) The main activities of the Association can only be the satisfaction and protection of those interests, for which execution the Association was established. Business or other profitable activity cannot be the main activity of the Association. Besides its main activity the Association can also have additional economic activities that consist in business or other profitable activity if its purpose is to support the main activity or in the economical use of the Association's property. The profit from the Association's activity can be used only for the Association's activities including the management of the Association.

## Article IV. Membership

- 1) Proper members of the Association (hereinafter the "Member") are legal entities engaged in educational activities, who want to participate in achieving the objectives of the Association.
- 2) The membership binds per Member and it is not transferable to another person and can transferred to its legal successor if approved by the Board.
- 3) After the establishment (registration) of the Association the membership is created by the fulfilment of all of these acts:
  - a) by submitting a written application
  - b) by the Board's decision on becoming a Member
  - c) by paying the membership fee
- 4) Membership in the Association is terminated in the following ways:
  - a) by a voluntary resignation of a Member. Membership expires on delivery of a written notice on termination of membership to the Board, unless the notice of termination of membership stated otherwise.
  - b) by dissolution or liquidation of a Member of Association of a legal entity
  - c) by exclusion of a Member. Membership expires on delivery of the decision to expel a Member of the Association to the expelled Member, unless otherwise specified in the decision. The Board has the right to expel a member if their conduct violates the purpose, principles and mission of the Association pursuant to Article III of the Articles of Association or for violation of membership obligations under these Articles.
  - d) by termination of the Association
  - e) by the decision of Meeting of members about the conversion to another legal form.
  - f) by a failure to pay the membership fee in a reasonable additional period of time set by the invitation to pay

## Article V. Powers and duties of members

- 1) Each Member of the Association has the right to:
  - a) participate in the activities of the Association
  - b) be regularly informed about what is happening in the Association
  - c) make suggestions, comments, ask the authorities of Association questions
  - d) receive answers to their submissions without undue delay, within 30 days of submission of the proposal
  - e) to elect members to the management and monitoring bodies of the Association
  - f) apply for a copy of an entry in the list of members in accordance with Article VII
  - g) terminate activity at his own request
- 2) Each Member of Association has an obligation to:
  - a) pay the membership fee of which amount will be decided on the meeting of members
  - b) protect and maintain the good name of the Association
  - c) comply with the Articles of Association
  - d) actively participate in the activities of the Association
  - e) inquire regularly about the events and activities of the Association

## Article VI. Membership fees

- 1) The amount and the date when the membership fee is due shall be determined on the meeting of the members.
- 2) Upon the termination of membership, the member is not entitled to a refund of the membership fee.

## Article VII. List of members

- 1) The Association keeps a list of Members. The list of members contains following information about each Member: legal entities - name, address, identification, and legal representative, natural person who is officially assigned to act as a representative in the association, his name, phone number, and email.
- 2) Entries and deletions from the list of Members are performed by the Board. The Board shall register a new Member to the list of Members within 30 days of creation of membership. The Board deletes a Member from the membership list within 30 days of termination of membership.
- 3) The Board is obliged to issue a listing from the list of Members to any member who requests it within 15 days.
- 4) A list of members is public.

## Article VIII. Bodies of the Association

1) The organizational structure of the Association consists of

- Annual General Meeting
- Board
- Auditing Group

2) The elected bodies are elected for 3 years' term. Members of the elected bodies of the Association, whose number of members has not dropped below half, may co-opt substitute members of their body until the next Members' meeting. The order of the substitutes is clear from the number of votes obtained during the election. Membership in elected bodies expires with the expiration of the term of office or with the dismissal of the member of elected body by the Members' meeting.

3) The members can receive an award for their activity in the bodies of Association. The specific form and amount of the reward will be determined by the Board in accordance with the approved budget for the next calendar year.

## Article IX. Annual General Meeting

1) Annual General Meeting is composed of an assembly of all Members of the Association and it is the supreme body of the Association.

2) Annual General Meeting discusses the activity of the Association for the previous calendar year, accepts the principles of activities for the following calendar year, elects and dismisses the elected bodies of the Association, assesses the work of resigning bodies and adopts other decisions of fundamental importance for the Association's existence and activities. Its competencies especially include:

- a) determine the main focus of the activities of the Association
- b) decide about the adoption and amendments of the Constitution
- c) approve the financial statement for the previous period presented by the Board
- d) make decisions about the obligation of membership fee, its amount and due date
- e) approve the economic result of the Association
- f) elect the members of the Board and the members of Auditing Group
- g) appoint liquidators upon dissolution of the Association
- h) evaluate activities of other bodies of the Association and its members
- i) decide on the voluntary dissolution of the Association
- j) decide on conversion of the Association

3) Annual General Meeting is convened by the President of the Board as necessary, but at least once a year, without undue delay after completion of the financial statements, no later than on 30th June the following calendar year

4) An Extraordinary Meeting of the Members must be convened at the written request of at least one third of the members of the Association. The Board must convene an Extraordinary Meeting of Members not later than 60 days from receipt of the request in writing, which must include the reason and the

program of an Extraordinary Meeting of Members. If the board fails to convene the Meeting of Members within 30 days of the receipt of proper request, the one who requested the Extraordinary Meeting may convene it at the expenses of the Association itself.

5) All members of the Association have the right to attend Annual General Meeting, the right to vote and to elect. Each member of the Association is entitled to attend the Annual General Meeting and to demand an explanation of the Association's affairs. If a member at the Annual General Meeting requests statement of the facts that law forbids to be published or which disclosure could cause harm to the Association, such facts cannot be provided to him.

6) In addition to the members of the Association so called Supporters can also attend the Annual General Meeting, but they do not have the right to vote at the Annual General Meeting.

7) Each Member of the Association - a legal entity - is obliged by the decision of his statutory representative to nominate a representative who will be his representative in the Association.

8) A list of candidates, which will be submitted to the Annual General Meeting, will be created from the nominees nominated before the Annual General Meeting that has in its program the election of the bodies.

9) An invitation to the Annual General Meeting, together with its program, must be published and sent to members at least 30 days prior to the meeting via e-mail to the address indicated in the list of members. Each individual member is responsible for updating his email address. Place and time of the meeting shall be determined so as to minimize the possibility of members to be restricted from participation.

10) The person who convened the Annual General Meeting may cancel or postpone it in the same way as it was convened.

11) Each Member has one vote, the votes of all members have the same weight. The Annual General Meeting is with the participation of the majority of the members able to constitute a quorum. The Annual General Meeting's resolutions are adopted by the majority of votes of all members of the Association present at the Annual General Meeting. Annual General Meeting is considered duly convened also in case it takes the form of videoconference. The Members whose representatives are participating by videoconference are considered as attending.

12) The Annual General Meeting is conducted by the President or his chosen representative. The Annual General Meeting follows the program as it was stated in the invitation. Matters that were not on the agenda before the announcement of the Annual General Meeting can be decided only with the participation and consent of all members of the association who are entitled to vote on it.

13) The Board shall arrange for minutes of the Annual General Meeting within thirty days of its conclusion. If this is not possible, the person who presided the meeting or who was appointed by the Annual General Meeting, shall take the minutes. From the minutes must be clear who convened the Annual General Meeting, how and when it took place, who opened it, who presided it, what resolutions were adopted and who and when took the minutes.

## Article X. The Board

- 1) The Board is an authorized representative of the Association which manages the activities of the Association and acts on its behalf.
- 2) The Board shall in particular:
  - a) carry out the resolutions of the meeting of members, convene the Meeting of members and determine its location
  - b) provide and submit the following to the Meeting of members for discussion: proposals of long-term concept of the development of the Association, proposals for major changes in economic strategy of the Association and the means of achieving their goals, report on the main and economic activities and assets, a proposal for the settlement of the budget surplus for the last period.
  - c) to ensure the proper accounting of the Association and to submit the annual financial statements to the Meeting of members for approval with the proposal for the settlement of the budget surplus.
- 3) The Board has five members. After the end of the term of office the same people can be re-elected to the Board for another term.
- 4) The members of the Board shall elect the President and the Vice-president from their ranks by the simple majority.
- 5) The Board is accountable for their actions to the Meeting of members.
- 6) Members of the Board shall exercise their authority with due care and maintain confidentiality about insider information and facts which disclosure to the third parties could cause damage to the Association.
- 7) Meetings of the Board shall be convened by the President as needed, at least twice a year with the fact that for validly convened meeting the form of videoconference can also be used. Convening is done via e-mail and each member is responsible for providing his current e-mail address. The Board shall be convened no later than 10 days in advance.
- 8) On the written request of the member of the Board the meeting of the Board must be convened no later than 15 days from receipt of the request with the reasons and the proposal for the agenda of the meeting.
- 9) The meeting of the Board has a quorum when the majority of the members are present. For the resolution to be valid a simple majority of the members present is required.
- 10) The meeting is chaired by the President of the Board or, in his absence, the oldest member. Minutes should be taken about the course and resolutions of the meeting and signed by the presiding keeper of records.
- 11) Each member of the Board has the right to have his different opinion on the matter under consideration noted in the minutes.

12) In urgent cases which cannot be delayed, the President may invoke a resolution per rollam by written, or other available technical means, inquiry to all members of the Board. Such resolution is, however, valid only if the simple majority of the members of the Board agree with it.

## Article XI. Auditing group

1) The Auditing Group is the control authority of the Association, which is responsible for overseeing of all its activities, in particular:

- a) to inspect all the documents and records related to the activities of the Association and to check whether the accounting records are properly kept in accordance with the reality and whether the activities of the Association are pursued in accordance with the laws, articles and instruction from the meeting of members.
- b) review the annual financial statements and the proposed settlement of the budget surplus for the past financial year and submit a report about the result to the Meeting of the members
- c) submit their observations, recommendations and proposals to the Meeting of the members and to the Board.

2) The Auditing Group has three members. After their term of office, the same people can be re-elected to the Auditing Group for another term.

3) A member of the Auditing Group cannot be simultaneously a member of the Board or a person authorized to act on behalf of the Association by the registration in the register of associations.

4) The Auditing Group elects from its ranks a Chairman, who conducts the group's activities and convenes its meeting whenever it is needed. In addition, the Chairman is obliged to convene a meeting of the Auditing Group whenever other member of the group requests or whenever the Board by its resolution invites him to do so.

5) The Auditing Group has a quorum if the majority of the members are present at the meeting. For the adoption of the resolution a simple majority of members present is needed. Meeting also may have a form of videoconference.

6) The Auditing Group reviews the financial statements and the proposed settlement of the surplus, submits its observations, recommendations and proposals to the meeting of members.

## Article XII. Representation and signing on the behalf of the Association

1) The Board is the statutory body of the Association. The President or some other member of the Board on the basis of a written power of attorney independently represents the Association towards third parties, courts and other bodies.

2) Signing for the Association is done in the way that to the printed or written name of the Association is the signature of the President attached, or a signature of some other member of the Board based on a written power of attorney.

## Article XIII. Assets and financial management of the Association

- 1) The resources for its activities the Association receives particularly, but not only, from membership fees, inheritances and bequests, donations, contributions from national governments, grants, income from its activities and from proceeds of its assets. The Association may also, within the extent of these articles, raise funds by doing business and by additional economic activities in compliance with these Articles.
- 2) All funds raised must be used in accordance with these Articles. Funds must be primarily used to finance the main activities of the Association which pursue the objectives and aims of the Association. Financial resources can further be used to cover the costs of the Association's own management and for development of additional activities of the Association.
- 3) The resources of the Association shall not be used for enrichment of natural or legal persons. This applies, in the full extent, also for Members or potential employees of the Association. This does not exclude the use of resources for social or charitable purposes. An exemption from this provision is proper salary or remuneration for the rendered services in accordance with the Articles, or remuneration under contract.
- 4) The Association may acquire property into its ownership, under its management or for its use for the purpose of proper fulfilment of objectives and goals of the Association.
- 5) The bodies of the Association are responsible for good governance, restoration, maintenance and registering of the property in the scope of these Articles.
- 6) The Board may entrust a part of the property under administration of another entity, especially when more efficient use of assets is ensured for the benefit of the Association. In the agreement about the entrusting of the property shall be determined the extent and the limits of the powers of the entity which is entrusted to manage the Association's property.
- 7) Management is based on the annual budget prepared by the board and approved by the meeting of members.

## Article XIV. Dissolution and winding up of the Association

- 1) The Association may be disbanded by voluntary dissolution on the basis of the decision of the Meeting of members or from a different reason specified in appropriate law (section 268 of the 89/2012 Coll.)..
- 2) For the disbanding of the Association the meeting of members shall appoint a liquidator. The appointed liquidator shall draw up an inventory of assets within 30 days of his appointment and makes it available in an appropriate way online.
- 3) Upon the disbanding of the Association the liquidator shall settle the debts of the Association. Of the remaining assets he shall draw up a proposal for the liquidation distribution which shall be approved by the Meeting of members. If the proposal for the liquidation distribution is not approved, the liquidator shall, within 10 days of the rejection of the proposal, draw up a new proposal. Consequently, the liquidator shall settle the remaining liquidation in accordance with the approved proposal for the settlement.

## Article XV. Final provisions

- 1) In other, not regulated, cases relevant provisions of law of the Czech Republic no. 89/2012 Coll. (Civil Code).
- 2) In case Czech and English version of this constitution differ, the English version prevails.