

Constitution of an Association

European Network for Academic Integrity

1. Fundamental provision

- 1.1. The Association European Network for Academic Integrity, spolek (*hereinafter* “**Association**”) is an autonomous and voluntary association of members, who participate in common work in the field of academic integrity.
- 1.2. The Association has its registered office in Brno, Czech Republic.
- 1.3. The Association is a legal entity incorporated and existing under the laws of the Czech Republic and it has been assigned the registration number: 06273629.

2. Purpose, objective, and Activities of the Association

- 2.1. The main purpose of the Association is to provide support to higher education institutions and their members to work together in the field of academic integrity.
- 2.2. The objective of the Association is to promote ethics and integrity in academia (i.e. education, research, and other areas of the academic sector), to fulfil this objective the Association performs the following activities:
 - 2.2.1. providing a platform for academics across all sectors to investigate, exchange, develop, collaborate, and access resources in the field of academic integrity,
 - 2.2.2. offering opportunities for researchers and educators to take a leadership role in the field of academic integrity,
 - 2.2.3. demonstrating the best practices in the management of academic integrity,
 - 2.2.4. creating an environment where issues of academic integrity can be discussed, researched, progressed, and shared with the wider academic community,
 - 2.2.5. organizing conferences, workshops, and other events on academic integrity,
 - 2.2.6. networking and collaborating with individuals and organizations actively pursuing related research,
 - 2.2.7. collaborating towards research related to academic integrity,
 - 2.2.8. by appreciating the efforts of individuals and institutions regarding academic integrity by offering awards.
- 2.3. The Association is a non-profit organization. All profits from the secondary economic activities of the Association are used to support and develop the activities of the Association and to create conditions for the all-around

professional and human development of members of the Association and other members of the Academic community.

3. Membership

- 3.1. Membership in the Association is of two types. Different types of membership are associated with various membership rights and obligations.
- 3.2. Membership is distinguished to:
 - 3.2.1. personal,
 - 3.2.2. institutional.
- 3.3. A natural person engaged in educational or research activities, who identifies with the purpose of the Association and wishes to participate in the achievement of its objectives, may become, based on their own will, a personal member.
- 3.4. A legal entity engaged in educational or research activities, which identifies itself with the purpose of the Association and wishes to participate in the achievement of its objectives, may become, based on its own will, an institutional member.
- 3.5. Admission of the applicant as a personal or institutional member shall be decided by the Board based on a written application and after payment of the membership fee. Membership shall commence on the date specified in the decision of admission, if not specified, on the date of delivery of the decision to the applicant.
- 3.6. The membership is specific to the member and therefore is not transferable. Requests for transfer of institutional membership to an institutional member's legal successor are subject to approval by the Board.
- 3.7. Membership in the Association is terminated in the following ways:
 - 3.7.1. by voluntary resignation of a member. Membership expires on the day that a written notice of termination of membership is received by the Board,
 - 3.7.2. when a legal entity that is a Member of the Association is dissolved, the membership is terminated either on the date it is dissolved or on the commencement of its liquidation,
 - 3.7.3. by the death of a personal member,
 - 3.7.4. by the expulsion of a member. Membership expires on the date of the delivery of the decision of expulsion to the expelled Member. Reasons for the expulsion of a member include the failure to pay the membership fee, even within the additional period specified in the notice to pay,
 - 3.7.5. by the consensual dissolution of the Association or its dissolution by a court.
- 3.8. The Board shall have the right to expel a member of the Association if the member's conduct is contrary to the purpose and objective of the Association as set by the Constitution. Likewise, the Board may expel a member who has violated the membership obligations under the Constitution.

- 3.9. The excluded member may appeal against such a decision at the General meeting of the members of the Association. Until the appeal is heard, the expelled member shall remain a member.

4. Rights and obligations of members

- 4.1. Each Member of the Association has the right to:
- 4.1.1. participate in the activities of the Association,
 - 4.1.2. be regularly informed about what is happening in the Association,
 - 4.1.3. make suggestions, comments and ask the bodies of Association questions,
 - 4.1.4. receive answers to their written submissions without undue delay, within 30 days of delivery of the submission,
 - 4.1.5. attend the General meeting of members,
 - 4.1.6. be elected to the bodies of the Association,
 - 4.1.7. obtain a copy of the membership roll,
 - 4.1.8. terminate their membership at their own request.
- 4.2. Institutional members have the right to:
- 4.2.1. participate in the governance of the Association,
 - 4.2.2. vote at the General meeting,
 - 4.2.3. elect to the bodies of the Association,
 - 4.2.4. request from the Board for an explanation of the Association's activities.
- 4.3. Each member of the Association is obligated to:
- 4.3.1. actively participate in the activities of the Association,
 - 4.3.2. inquire regularly about the events and activities of the Association,
 - 4.3.3. pay the membership fee,
 - 4.3.4. keep the information in the membership roll up to date,
 - 4.3.5. protect and maintain the good name and reputation of the Association,
 - 4.3.6. comply with the Constitution of the Association and the resolutions of the bodies of the Association.

5. Membership fees

- 5.1. The amount and due date of membership fees shall be determined by the General meeting.
- 5.2. The General meeting shall determine different membership fees for personal and institutional membership.

- 5.3. Upon the termination of membership, the member is not entitled to a refund of the membership fee.

6. Membership Roll

- 6.1. The Association keeps the membership roll. The membership roll shall indicate in case of the institutional member designation of the legal entity, seat, identification number, first and last name, and email address of the person empowered to act on behalf of the institutional member. In the case of personal members, the membership roll shall indicate first and last names, delivery addresses, and email contact.
- 6.2. Entries and deletions from the membership roll are performed by the President, within 30 calendar days of any event that leads to a change in the membership roll.
- 6.3. The President shall issue a copy of the membership rolls to any member who requests it, within 15 days of receiving the request.

7. Bodies of the Association

- 7.1. The Bodies of the Association are:
 - 7.1.1. the General meeting, as the supreme body,
 - 7.1.2. the Board, as the executive body,
- 7.2. The members can receive a reward for their activity in the bodies of the Association. The specific form and amount of the reward will be determined by the General meeting based on a proposal from the Board in accordance with the approved budget for the next calendar year.

8. The General meeting

- 8.1. The General meeting is the supreme body of the Association and is composed of an assembly of all members of the Association.
- 8.2. The General meeting is convened by the President as necessary, at least once a year, without undue delay after completion of the financial statements, no later than on 30th June the following calendar year.
- 8.3. The General meeting can be held online or online and in person simultaneously. If needed, the voting may be conducted remotely via email or by other available technical means available to all members of the General meeting.
- 8.4. An Extraordinary General meeting shall be convened at the written request of at least one-third of the institutional members of the Association. The President shall convene an extraordinary General meeting no later than 60 days after the day of delivery of the written request, which includes the reason and the agenda of an

extraordinary General meeting. If the President fails to convene the General meeting within the given time, any of the members who requested the Extraordinary General meeting may convene it, at the expense of the Association.

- 8.5. An invitation to the General meeting, with an attached agenda, shall be published and sent to members at least 30 days before the date of the General meeting, to the email addresses of Members included in the membership roll. Each member is responsible for providing correct contact details. The place and time of the meeting shall be determined to maximise the possibility of members being able to participate.
- 8.6. The General meeting discusses the activities of the Association for the previous calendar year and accepts the principles of activities for the following calendar year. Evaluates the work of the Association's bodies and adopts resolutions of fundamental importance for the Association's activities. Its agenda especially includes the need to:
 - 8.6.1. determine the focus of the activities of the Association,
 - 8.6.2. decide about the adoption and amendments of the Constitution,
 - 8.6.3. approve the financial statement for the previous period produced by the Board,
 - 8.6.4. approve the economic result of the Association,
 - 8.6.5. make decisions about the membership fee amounts and due dates,
 - 8.6.6. elect the Board of the Association,
 - 8.6.7. evaluate activities of bodies of the Association,
 - 8.6.8. decide on the voluntary dissolution of the Association,
 - 8.6.9. appoint liquidators upon dissolution of the Association.
- 8.7. The General meeting is chaired by the President or their authorized representative. The General meeting follows the agenda as was stated in the invitation. Matters that were not on the agenda before the announcement of the General meeting can be decided only with the participation and consent of all members of the association who are entitled to vote on it.
- 8.8. The person who chaired the General meeting shall arrange minutes of the General meeting to be circulated to all Members within 30 days. The Minutes shall indicate who convened the General meeting, how and when it took place, who opened it, who chaired it, what resolutions were adopted, and who and when took the minutes.

9. The Board

- 9.1. The Board is the executive body of the Association, which consists of five members. They manage the activities and act on behalf of the Association.

- 9.2. The term of the Board shall be three years, and its members may be re-elected.
- 9.3. The Board shall elect, from its members, the President, and Vice-president of the Board. The President of the Board is authorized to make day-to-day basis decisions of the Association. The Vice-president substitutes for the President in their absence.
- 9.4. Meetings of the Board shall be convened, in person or online, by the President as needed, at least twice a year. Convening is done via email to the address provided in the membership roll. The notification for a Board meeting shall be at least 10 days in advance of the meeting date.
- 9.5. The President shall convene a meeting of the Board, no later than 15 days after receiving a request from a member of the Board. If the President fails to convene the meeting of the Board, any member of the Board may convene the meeting.
- 9.6. Board meetings are chaired by the President of the Board or, in their absence, the Vice-president. 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.
- 9.7. If needed, the voting may be conducted remotely via email or other available technical means available to all members of the Board.
- 9.8. The President, or the person who chaired the meeting, shall arrange minutes. The minutes shall indicate the course and resolutions of the meeting and be signed by the person who chaired the meeting.
- 9.9. The Board has the right to decide on all matters of the Association not reserved by law or the Constitution to the General meeting. The Board shall in particular:
 - 9.9.1. carry out the resolutions of the General meeting, convene the General meeting and determine its location,
 - 9.9.2. provide and submit to the General meeting for discussion a draft of long-term concept for the development of the Association, proposals containing the main changes in the economic policy of the Association and the means to achieve their objectives, a report on the main and economic activities and the state of assets, a proposal for the settlement of surplus budgets for the past accounting period,
 - 9.9.3. ensure the proper accounting of the Association and submit the annual financial statements to the General meeting for approval.
- 9.10. The Board is accountable to the General meeting.
- 9.11. The members of the Board are obliged to perform duties with due care and confidentiality of information and facts, which disclosure could cause damage to the Association.
- 9.12. Membership of the Board terminates:
 - 9.12.1. at the end of the term of office,

- 9.12.2. by the resignation of the membership of the Board. A letter of resignation shall be delivered to the President,
- 9.12.3. removal from office by the General Meeting,
- 9.12.4. by the termination of membership according to articles 3.7.2. and 3.7.3.

10. Representation of the Association

- 10.1. The Association is legally represented by the President, or three Board members, or a person who was authorized in writing by the President.

11. Assets and financial management of the Association

- 11.1. Management is based on the annual budget prepared by the Board and approved by the General meeting.
- 11.2. The Association receives resources for its activities, particularly from membership fees, inheritances and requests, donations, contributions from national governments, grants, income from its activities and from proceeds of its assets. The Association may also, within the extent of the Constitution, raise funds by doing business and by additional economic activities.
- 11.3. All funds raised must be used in accordance with the Constitution. Funds shall be primarily used to finance the main activities of the Association which pursue the objectives and aims of the Association. Funds can further be used to cover the costs of the Association's own management and for the development of additional activities of the Association.
- 11.4. Funds of the Association shall not be used for the enrichment of natural or legal entities. Funds may be used for social or charitable purposes.
- 11.5. The following use of the Association resources is not considered enrichment according to 11.4:
 - 11.5.1. salary to the Association employee,
 - 11.5.2. remuneration for the rendered services in accordance with the Constitution,
 - 11.5.3. reimbursement of travel expenses related to the Association activities.
- 11.6. The Board of the Association is responsible for good governance, restoration, and maintenance of the Association's property.
- 11.7. The Association may reimburse travel expenses to its members, employees, and individuals who cooperate with the Association.
- 11.8. The Board may entrust a part of the property under the 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.

12. Dissolution and liquidation of the Association

- 12.1. The Association may be disbanded by voluntary dissolution based on the decision of the General meeting.
- 12.2. For the disbanding of the Association, the General meeting shall appoint a liquidator. The appointed liquidator shall draw up an inventory of assets within 30 days of their appointment and make it available in an appropriate way, which enables remote access to the members of the Association.
- 12.3. Upon the disbanding of the Association, the liquidator shall settle the debts of the Association. Of the remaining assets, the liquidator shall draw up a proposal for the liquidation distribution which shall be approved by the General meeting. 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.

13. Final Provisions

- 13.1. In other matters, not regulated by this Constitution, provisions of the Act of the Czech Republic no. 89/2012 Coll., Civil Code shall be used.
- 13.2. The Constitution is engrossed in English and Czech language and stored in the registered office of the Association. In case of a discrepancy between the Czech and English versions, English shall take precedence.

In Derby, United Kingdom on 12. July 2023

Tomáš Foltýnek

President