COMPOSTELA GROUP OF UNIVERSITIES

Statutes

Adapted to Spanish Law 1/2002 of 22 March

Approved at the Founding Conference of the Compostela Group of Universities, celebrated in Santiago de Compostela (Spain) on the 2nd and 3rd September, 1994. Amended at the 7th General Assembly, celebrated in Karlstad (Sweden) on the 6th-7th September 2001. Amended at the 10th General Assembly, celebrated in Pécs (Hungary) on the 9th-10th September 2004. Amended at the 14th General Assembly, celebrated in London (UK) on the 18th-19th September 2008. Amended at the 18th General Assembly, celebrated in Oulu (Finland) on 20th-21st September 2012.

TITLE I

GENERAL DISPOSITIONS

Article 1. (Denomination)

1.1 The association is constituted under the name the Compostela Group of Universities (henceforth Group) and is regulated by the Spanish Law 1/2002 of 22 March and any other existing regulations regarding associations that may be applicable.

Article 2. (Nature)

2.1 The Group is a large, open and inclusive network of universities, both in and beyond Europe, whose overarching goal is to facilitate and promote cooperation in the higher education sector, the aim of which is to promote the cultural heritage surrounding the Way to Santiago, understood as a social phenomenon that has contributed decisively to the definition of the concept and the nature of Europe. The Group also deals with the co-ordination of various activities in the field of university international relations.

2.2 The Group is registered in Spain as a non-profit International Association, and subject to the internal laws of the signing countries.

2.3 The Group is established for an indefinite period of time, and its activities will start when the present Statutes are validated and approved at the Constituent Meeting of the Group.

Article 3. (Office)

3.1 For legal effects, the Group will have its permanent address at the University of Santiago de Compostela (Galicia, Spain). Its office address is rúa da Conga, 1, E-15782, Santiago de Compostela.

Article 4. (General Aims)

4.1 The general aims of the Group are to facilitate and promote cooperation in the higher education sector by:

- Strengthening the communication channels between member universities
- Organising forums, workshops and symposia related to the interests of the Group
- Promoting mobility between university members, as a basis for enhancing linguistic, cultural and scientific knowledge in general.

Article 5. (Specific Aims)

5.1 Intra-group activities
These include academic and non-academic mobility, research cooperation and knowledge transfer, working groups, publications, and Compostela Media.

5.2 Group-level activities
These include awarding the annual Compostela Prize in cooperation with the Xunta de Galicia, academic cooperation at both the European and the global level, formal affiliation with other organisations and cooperation with industry and society.

TITLE II

MEMBERS

Article 6. (Types of Member and their Rights)

6.1 Full Members

Together with the founding universities, full membership is available, on application, to universities in all parts of the world on condition that they are in agreement with the aims and objectives of the Group, subject to the approval of the majority of the member universities present at the ordinary annual meeting of the General Council.

In order to grant the full membership, the General Council will take into account the reasons justifying the application, the links of the applicant university to the Way to Santiago, and finally, a balanced representation of the countries participating in the Group.

Universities will be represented either by their Rector or President or by the person delegated by the Rector or President. The person delegated may belong to the same university or to another university within the Group. This person must be duly accredited both for voting and for making a quorum.

Full members will have the right to be members of the Executive Committee and vote on all issues during meetings of the General Council.

6.2 Associate Members

Enterprises, publishing houses and other commercial organisations interested in disseminating the objectives of the Group may apply to become Associate Members. The General Council will decide on the amount of their annual membership fee. Their representatives will not have the right to be members of the Executive Committee or vote on issues during the meetings of the General Council. They may, however, participate in the General Assembly.

6.3 Collaborative members

Institutions, organisations, associations, scientific complexes, foundations, etc. related to or interested in higher education may apply to become collaborative members.

Acceptance as a collaborative member is subject to the approval of the General Council on submission of an application containing the required documentation. Collaborative membership does not imply participation in governing bodies of the Group. Collaborative members may take part in the organisation, development and funding of specific activities and they will not have the obligation to pay membership fees.

Article 7. (Regulations for Admission)

7.1 Requests for Admission

In accordance with article 6.1 of the Statutes, a university that is not a founding or full member of the Group but wishes to become a member shall make a written request to the President of the Group. In this request, the university must make explicit its wish to become a full member of the Group. It must also agree to ratify the Statutes as well as all the existing regulations for their application.

This request, which may only be signed by the Rector or President or her/his deputy in the applicant university, must be accompanied by an official document certifying the agreement of the governing body of that university except where the statutes of that university give this power to the

Rector or President. If this is the case, this must be explicitly specified in the document.

7.2 Requirements and documentation to be presented
In accordance with article 6.1 of the Statutes, it will be necessary for the applicant university to justify its request to become a full member of the Group.

Whilst links with the "Way to Santiago", in the broadest cultural sense, form the basis for an applicant university to be admitted as a new member of the Group, the absence of such an historical or cultural relation with the "Way to Santiago" will not on its own be sufficient cause for the request to be rejected.

The applicant university, if non-European, is required to demonstrate its interest in cooperating with European universities by enumerating its previous academic, cultural and scientific exchanges with Europe.

The request may be rejected if the number of member universities from the same country as that of the applicant university is disproportionately high with respect to the distribution of universities per country and with respect to the number of universities within the country. The numerical distribution arising from the foundation of the Group will not be taken into consideration when this point is discussed.

7.3 Procedure
The President of the Group will include in the agenda for the next ordinary meeting of the Executive Committee the proposal for the admission of the applicant university, providing that the request has been made in good time before the date of that meeting.

The Executive Committee will study the request and the documentation attached. It will give a favourable or unfavourable report, in both cases by a simple majority of the members present and taking into consideration the observance of current regulations. If the decision is not favourable, admission will be denied and the Executive Secretary will notify the applicant university and inform the General Council at its next meeting.

If the report is favourable, the proposal will be presented at the next ordinary meeting of the General Council, together with all the required documents.

7.4 Approval of Admission
After the report of the President of the Group at the meeting of the General Council, the application will be discussed and a vote taken. A two-thirds majority of the member universities attending the meeting will be needed for the applicant university to be admitted. The President may give the floor to the applicant university to answer any questions raised by any member university.

If the applicant university is admitted, it will then become a full member of the Compostela Group of Universities upon payment of the annual fee. The Executive Secretary will inform the new member of anything that has occurred prior to its admission of which it should be aware.

If the request is rejected, the university will not be permitted to make another application until five years after the date of the meeting of the General Council when it was rejected, and provided that the circumstances causing to the rejection have changed.

There is no right of appeal before any court of law against failure to gain admission.

Article 8. (Duties of Members)

8.1 Members are committed to:

- Observing the present Statutes and the agreements that might be reached by the General Council or the Executive Committee
- Attending the General Council
- Paying the required annual fee.

Article 9. (Regulations for Exclusion and Withdrawal)

9.1 Membership will be terminated:

- Upon voluntary renunciation, communicated in written form to the Executive Committee, and upon payment of any outstanding fee
- Upon failure to pay fees for three consecutive years
- Upon any action that causes severe prejudice to the interests of the Group

The termination of membership in accordance with points b) and c) will be agreed by the Executive Committee and ratified by the General Council, after due notification by the Executive Secretary to the concerned member. Should the exclusion of the concerned member not be ratified, the member will not be excluded.

TITLE III

MANAGEMENT AND REPRESENTATIVE BODIES

Article 10. (Governing Bodies)

10.1 The General Council, the Executive Committee, the President and the Executive Secretary will be the Group's management bodies.

10.2 All the posts mentioned in the present Statutes will have an honorary character, except for the post of the Executive Secretary.

Article 11. (General Council)

11.1 The General Council is the highest decision-making body in the Group, and is composed of representatives of full members, with each member university having one vote. Members may delegate their vote to another member, and this will be counted for the quorum and voting purposes.

Associate members shall have the right to participate in the General Council as non-voting members, and collaborative members may be invited when questions of interest to them are to be considered.

11.2 The specific tasks of the General Council will be the following:

- Electing the President of the Group for a period of four years by a majority of two thirds of the member universities present at the ballot and, if necessary, by a simple majority in a second ballot
- Establishing such working groups as are deemed appropriate
- Approving the documents and reports referred to in article12.5
- Determining the annual fees for full members and associate members.

11.3 The ordinary meeting of the General Council will take place during the Annual General Assembly of the Group.

Article 12. (Executive Committee)

12.1 The Executive Committee will be the governing body of the Group. It will consist of at least thirteen members: the President, the Executive Secretary, at least ten Members (excluding an ex-officio member appointed by the University of Santiago de Compostela) and the Nominal Member. The last post will be occupied by the outgoing President. The committee members are selected by the President with a view to wide geographical representation, variety of higher educational institutions, gender balance and individual expertise. Membership on the Executive Committee is personal rather than institutional, though members must have the support of their home universities. At least one of the members will be appointed Vice-President and one, Treasurer. The Vice-President will represent the President in the President's absence; the Treasurer will monitor the accounts and give advice regarding the budget.

12.2 Certain honorary positions will be appointed by the President to take part of the Executive Committee when they are found relevant for the CGU. These appointments will be ratified by the General Council on its next meeting.

12.3 Should an individual cease to be a member of the Executive Committee between elections, it is the responsibility of the President, in consultation with the other members of the Executive Committee, to appoint a new member, and of the Executive Secretary to inform the membership of the Group of such an appointment.

12.4 The Executive Committee will be responsible for the day-to-day management of the Group, and for the organisation of the meetings of the General Assembly and General Council.

12.5 The Executive Committee will also discuss and approve the following documents drawn up by the Executive Secretary, which will then be presented to the General Council for their approval:

- Minutes of the previous Council meeting
- The annual report of activities
- The financial report for the previous year
- The budget for the following year
- The programme of future activities
- Proposals for the admission of new members
- Other such reports that it finds appropriate to present to the General Council.

12.5 The Executive Committee will meet at least twice a year in order to carry out its duties. The meeting will be called by the Executive Secretary on behalf of the President and the agenda drawn up by the President in consultation with Executive Secretary. A simple majority of the members must be present for a quorum.

Article 13. (The President)

13.1 The President of the Group will be elected by the General Council from among the candidates applying for the post or nominated by any member university. The only personal requirement specified is that the candidate should be internationally recognised in teaching, research and, if possible, also in management. Those wishing to apply for this post must submit their candidacy to the Executive Secretary no later than five months prior to the election date, providing the names of the proposed members of their Executive Committee, except those of the ex-officio member, the Executive Secretary and the Nominal Member (the outgoing president), a memorandum containing their programme of activities and a curriculum vitae.

13.2 The person elected will serve for a period of four years and may be re-elected for one further period of four years. S/he will have the title of President of the Compostela Group of Universities

13.3 Apart from the duties laid down in the present Statutes, those determined by the General Council or those pertinent to the position, the President will:

- Represent the Group as its President, in the areas of both internal and external relations.
- Summon the General Council, for both ordinary and extraordinary meetings.
- Carry out the decisions of the General Council.

Article 14. (Executive Secretary)

14.1 The Executive Secretary will hold a University Degree. The candidate will be proposed by the University of Santiago de Compostela, and the position will be formalized in the terms and conditions established between the CGU and the USC, and according to the present Statutes; her/his place of work will be in Santiago de Compostela. Her/his salary will be totally or partially covered by the Group.

14.2 The Executive Secretary will be responsible for the management of the Group's activities, under the direction of the President. S/he will certify agreements concluded by the Group and other related documents.

14.3 The Executive Secretary may be removed or suspended from her/his position by the General Council, on condition that the President shows just cause. S/he may also leave at her/his own request.

14.4 The Executive Secretary will have at her/his disposal an office equipped with material and staff. Both the office and the staff will be provided by the University of Santiago de Compostela and totally or partially paid for by the Group.

Article 15. (Working Groups)

15.1 The General Council may establish appropriate working groups, on its own initiative or that of the Executive Committee. These groups will be composed of representatives of member universities.

Article 16. (Annual General Assembly)

16.1 The Annual General Assembly will provide a forum for the discussion of current topics in the form of plenary sessions and working groups. It is open to members and non-members.

16.2 The Annual General Assembly will be hosted by different member universities in turn, its exact location having been fixed during the preceding General Council. The organization of the event is the responsibility of the hosting university together with the President and the Executive Secretary.

16.3 The announcement of the General Assembly, together with provisional agendas for the assembly itself as well as for the General Council, will be issued by the President and sent by the Executive Secretary to all member universities at least four months before the meeting. The definitive agendas will be distributed fifteen days prior to the meeting.

16.4 The President may invite individuals to either or both meetings at her/his discretion.

Article 17. (General Council Meetings)

17.1 Ordinary meetings of the General Council of the Group will be held once a year during the General Assembly. The President may call an extraordinary session whenever required.

17.2 Fifteen per cent of the full members of the Group may request the President to include one or more items on the agenda of the General Council.

17.3 At both ordinary and extraordinary meetings, no subject which has not been previously included in the agenda will be discussed unless a majority of the members present so request.

17.4 An extraordinary session of the General Council will be summoned if requested by at least thirty per cent of the Group's members. In such case, the petition will be addressed in writing to the President of the Group and will contain the subjects to be dealt with in the requested meeting, which will take place no more than sixty days after the announcement.

Article 18. (General Council Quorum)

18.1 At least one third of the Rectors and Presidents or their delegates must be present at the General Council for a quorum.

18.2 The General Council will also be validly constituted, even when all the formal requirements have not been met, if all the members present at the meeting agree unanimously to this.

18.3 If members are unable to attend, Rectors or Presidents may authorise the delegate from another member to act on their behalf.

Article 19. (Voting)

19.1 If required, voting will take place when the President considers that the issue in question has been sufficiently discussed:

19.2 Voting may take place in one of the following ways:

- Consent, understood as the absence of explicitly expressed disapproval
- A show of hands, where each member will express her/his approval or disapproval
- Secret ballot, when requested by one third of those present at the meeting, or if the issue affects a particular individual, in which case the request of a single member is sufficient.

19.3 Unless otherwise stated in the present Statutes, proposals put forward at the General Council may be carried by a simple majority of the members present.

19.4 The President has the right to vote on all motions and will have a casting vote in case of a tie.

Article 20. (Dissensions)

20.1 Any member may express their disagreement with any decision that has been taken by indicating their dissent, which will be recorded in the minutes.

Article 21. (Session Minutes)

21.1 The Executive Secretary will be responsible for taking the minutes of the meeting. These will include the following items:

- The place and dates of the General Council
- The starting time
- The existence of the necessary quorum
- The number and names of those attending
- If necessary, the number and names of those who have just cause for their absence
- The main items for discussion, the form and results of votes, and the main content of the agreements reached
- Opinions of the members who request them to be explicitly included in the minutes
- The time at which the President brings the session to a close.

TITLE IV

REGULATIONS FOR MANAGEMENT, ACCOUNTABILITY AND DOCUMENTATION

Article 22. (Development of Activities)

22.1 The Group should develop activities necessary for the accomplishment of its aims, but only in accordance with the regulations specific to those activities.

22.2 Any revenue obtained by the Group through the development of economic activities may only be used for the accomplishment of its aims. Under no circumstances will the revenue be distributed among members or freely given to any physical or juridical person.

22.3 Internal regulations may be adopted to cover those matters not referred to in the present Statutes, but they may not stand in contradiction with what is stated in them. In any case the internal functioning of the association will be governed by the applicable civil law.

22.4 Upon the proposal of the President, the General Council has the power to approve specific internal regulations.

Article 23. (Accountability and Documentary Obligations)

23.1 The Group shall:

- Maintain an updated list of members
- Maintain the accounts in such a way that they provide an accurate overview of the financial situation of the Group and are in accordance with any specific regulations that may be applicable
- Maintain an inventory of the goods owned by the Group
- File the minutes of all the meetings held by its managing and representative bodies.

23.2 Members shall have access to all documents relating to the above. This access will be achieved through the representative organs and in accordance with Law 15/1999 of 13 December regarding the protection of personal data.

23.3 The accounts must be approved by the General Council on an annual basis.

Article 24. (Initial Assets and Financial Year)

24.1 The Group has no assets at the beginning of its activities. The financial and associative year coincides with the calendar year.

Article 25. (Financing)

25.1 The Compostela Group will raise funds from the annual fees fixed by the General Council, according to the particulars established in the present Statutes with regards to full members and to associate members.

25.2 The Group will be financially supported through the contributions of the collaborative members to specific activities. It will also be supported through international, national and regional subsidies granted to the Group for developing its own research projects, through charges for any services provided, through sponsorship, through extra contributions by the members, through donations and through any other form of income that can be legally obtained.

25.3 The Executive Committee will be responsible for proposing the annual budget to be approved by the General Council. If the budget is not approved, the General Council will extend the budget from the previous period, making the necessary adjustments. .

TITLE V

AMENDMENT OF THE STATUTES AND DISSOLUTION OF THE GROUP

Article 26. (Amendment of the Statutes)

26.1 The present Statutes can be amended by the General Council on the basis of a motion proposed by either the President or half of the Group's members. Such a motion must be included on the agenda. In both cases, the motion, along with a well-grounded explanation of its motivation, will be put forward for approval by the General Council. An absolute majority of all the participants in the General Council is required for approval.

Article 27. (Dissolution of the Group)

27.1 The Group may be dissolved under the following circumstances:

- On the proposal of members and approved by the General Council by a majority of four fifths of all members
- By judicial decision
- By other means, in accordance with existing legislation

27.2 Once the dissolution has been agreed on, the General Council or the Court opens the period for liquidation with the appointment of two liquidators from among the representatives of member universities. Those two liquidators, together with the President, Executive Secretary and Treasurer will proceed with the liquidation of goods, payment of debts, the establishment of the amount of resulting liquidity to be used for activities that would not detract from the quality of a non-profit association and a request for the cancellation of accounts at the Register of Associations.