# Businet constitution As approved during the AGM in Mainz 2022.Dutch version has been published in the Belgian Gazette on October 13th, 2023.

Businet was founded as an association without legal personality in 1987 and transformed into a

Non-Profit Association according to Belgian Law, in November 1991.

# Article 1: The Name, Seat and Objectives

1. The name of the Association is Businet – a global higher education network and referred to in this Constitution as the Association.
2. The registered office of the Association is in Belgium.
3. The Association shall be subject to Belgian law.
4. The Association is non-political and non-profit making.

# Article 2: Aims

The aims of the Association are:

1. To promote and support the development of an International dimension within the curriculum being followed by all students undertaking studies in member institutions.
2. To provide opportunities for staff employed by member institutions to enhance their professional development through engagement with colleagues from other member institutions within the network.
3. To assist members in achieving institutional aims and objectives associated with transnational activities.
4. To meet the needs of the international labour market for employees possessing appropriate subject knowledge and understanding, work related and linguistic competencies, and cross-cultural awareness and sensitivities.
5. To work in cooperation with local, national and international agencies in promoting transnational activities, programmes and projects in the field of vocational higher education.
6. To organise and to deliver an annual programme of activities for the benefit of the students and staff of member institutions to support and realise the aims of the Association.

# Article 3: Objectives

The Association will seek to achieve its stated aims through a set of objectives which include, but are not limited, to the following:

1. To promote, support and help facilitate all forms of international cooperation between member institutions by way of conferences, workshops, extra-curricular activities and all other appropriate means.
2. To facilitate cross-border and virtual student exchanges and inter-institutional activities for members’ students.
3. To encourage and support the internationalisation of the vocational higher education curriculum.
4. To promote the acquisition of 21st century skills.
5. To assist members in setting up and operating networks of international work and study placements for their students and their staff drawing on good practice and operational experience.
6. To promote and support the use of systems and arrangements designed to inform on matters of academic equivalence.
7. To identify and disseminate examples of good educational practice.
8. To engage with enterprises and non-profit organisations to better understand their human resource needs and explore ways of informing and developing the vocational higher education curriculum in the light of these needs.
9. To liaise with enterprises and non-profit organisations in the public and private sectors who wish to support the Association in achieving its aims.
10. To keep under review the higher education policy initiatives of the governments of member institutions and of other intergovernmental bodies to ensure member institutions are kept aware of and are assisted in responding to such developments.

# Article 4: Membership

1. The membership of the Association shall consist of ordinary members, group members and associate members.
2. Applications for membership must be made in writing to the General Manager of the Association, either by post or by email.
The Board of the Association shall consider any such application as soon as possible, or at its next following meeting and advise the applicant of its decision as soon as reasonably practicable. The Board’s decision in such matters is final and binding. Where a new member has been admitted to the Association the existing membership shall be advised by notice published on the Association’s website.

**Article 5: Ordinary and Group Members**

1. **Definition – Ordinary Members**

Ordinary membership shall be available to any educational institution delivering a vocational higher education curriculum, at European Qualification Framework (EQF) level 4, or above, either to full-time and/or part-time students, or any recognised and appropriate equivalent. Such institutions should normally be those recognised by the appropriate national or regional education agency for the state in which they are situated but may also include those private institutions that the Association accepts as offering equivalent education and training programmes.

1. **Rights and obligations of Ordinary members are:**
2. to attend the Annual General Meeting of the Association, and to receive written notice of this meeting at least four weeks before it is due to be held;
3. to propose resolutions for consideration at the Annual General Meeting. Such resolutions must be received by the President of the Association in writing including in electronic form, at least two weeks before the Annual General Meeting;
4. to vote on any resolution presented at the Annual General Meeting through its nominated representatives present at the Annual General Meeting;
5. to receive all publications, and other communications published by the Association;
6. to withdraw from the Association at any time by giving four weeks’ notice of the intention to do so in writing to the President of the Association. Membership fees are due and payable for the year of the member’s resignation.
7. to pay the annual membership fee in accordance with Article 8.15.3;
8. to act in accordance with the aims and objectives as well as the spirit of the Association;
9. the membership rights of an ordinary member shall cease automatically:
	* + - 1. when the member serves notice to withdraw under Article 5.2.5. at the expiry of four weeks from the receipt of such notice, or
				2. where the annual membership fee due from the member is in arrears, the member has received notice from the Association in writing of the arrears, and the member has failed to make payment in full within four weeks of the notice of the arrears. In such an event ordinary membership may be re-established by reapplication for membership under Article 4.2.
				3. The membership rights of an ordinary member shall cease automatically on receipt by the President / General Manager of a notice in writing of the member's intention to terminate its membership.

**5.3 Group Membership**

Group membership shall be available to a group of institutions owned by a single economic and/or legal entity. A maximum of 10 institutes can constitute a group in this membership category. Voting rights will only be designated to two named representatives.

**5.4 Rights and obligations of Group members:**

5.4.1. to attend the Annual General Meeting of the Association, and to receive written notice of this meeting at least four weeks before it is due to be held;

1. to propose resolutions for consideration at the Annual General Meeting. Such resolutions must be received by the President of the Association in writing including in electronic form, at least two weeks before the Annual General Meeting;

5.4.3. to vote on any resolution presented at the Annual General Meeting through its nominated representatives present at the Annual General Meeting;

5.4.4. to receive all publications, and other communications published by the Association;

5.4.5. to withdraw from the Association at any time by giving four weeks’ notice of the intention to do so in writing to the President of the Association. Membership fees are due and payable for the year of the member’s resignation.

5.4.6. to pay the annual group membership fee in accordance with Article 8.15.3;

5.4.7. to act in accordance with the aims and objectives as well as the spirit of the Association

5.4.8. the membership rights of a group member shall cease automatically:

1. when the member serves notice to withdraw under Article 5.4.5. at the expiry of four weeks from the receipt of such notice by the President of the Association / General Manager; or
2. where the annual membership fee due from the member is in arrears, the member has received notice from the Association in writing of the arrears, and the member has failed to make payment in full within four weeks of the notice of the arrears. In such an event ordinary membership may be re-established by reapplication for membership under Article 4.2.
3. The membership rights of a group member shall cease automatically on receipt by the President / General Manager of a notice in writing of the member's intention to terminate its membership

**Article 6: Associate members**

1. Associate membership shall be available to any enterprise, either public or private, which supports the aims and objectives of the Association.
2. Rights and obligations of Associated members

6.2.1. to attend the Annual General Meeting of the Association, and to receive written notice of
this meeting at least four weeks before it is
due to be held;

6.2.2. to propose resolutions for consideration at the Annual General Meeting. Such resolutions must be received by the President of the Association in writing at least two weeks before the Annual General Meeting;

6.2.3. to vote on any resolution presented at the Annual General Meeting through its nominated representatives present at the Annual General Meeting;

6.2.4. to receive all publications, and other communications published by the Association

6.2.5. to withdraw from the Association at any time by giving four weeks’ notice of the intention to do so in writing to the President of the Association. Membership fees are due and payable for the year of the member’s resignation.

6.2.6. to pay the annual membership fee in accordance with Article 8.15.3;

6.2.7. to act in accordance with the aims and objectives as well as the spirit of the Association;

6.2.8. the membership rights of an associate member shall cease automatically:

a) when the member serves notice to withdraw under Article 6.2.5. at the expiry of four weeks from the receipt of such notice by the President of the Association / General Manager or

b) where the annual membership fee due from the member is in arrears, the member has received notice from the Association in writing of the arrears, and the member has failed to make payment in full within four weeks of the notice
of the arrears. In such an event ordinary membership may be re-established by reapplication for membership under Article 4.2.

c) The membership rights of a group member
shall cease automatically on receipt by the President / General Manager of a notice in writing of the member's intention to terminate its membership

**Article 7: Board of Management (referred to as the Board)**

1. Subject to Article 8.15 all powers of management of the Association shall vest in the Board.
2. The Board shall consist of the President of the Association, the General Manager and three
Board Members.
3. The Board shall meet at least once each year, and may meet at such other times as it deems appropriate to conduct the business of the Association.
4. The President, who shall also act as the Chairperson, shall convene meetings of the Board of Management. At least one weeks’ notice in writing or email of such meetings must be served on the other members of the Board by the President of the Association, such notice to contain the agenda for the meeting. Members of the Board may present items to be included in the agenda
up to one week before the notice of the meeting is sent out.
5. The quorum for a meeting of the Board shall be three.
6. When a member of the Board requests that a vote be taken on any matter to be decided by it, the decision shall be carried by a simple majority. In the event of an equality of votes the President
shall have the casting vote.
7. Minutes of all Board meetings must be kept by a designated Board Member, such minutes to be approved as a true record by the Board at the next subsequent meeting of the Board. The designated Board Member for these purposes will be appointed by the Board at its first meeting following the Annual General Meeting each year. In the absence of the designated Board Member, a substitute agreed by the Board members shall assume the responsibilities of the minute taker. It shall be the responsibility of the designated Board Member to maintain a record of all the minutes of meetings of the Board, and these records must be made available for inspection by any member of the Association on a request to inspect made by such a member.
8. The Board may invite other persons to be present at its meetings for the purpose of advising it.

In the event of a board member being unable to attend a meeting of the Board, the Board shall be entitled to nominate a substitute to attend on his/her behalf. The substitute shall enjoy all the powers of a board member for this meeting only. The nomination of a substitute must be made in writing to the President of the Association no later than one week before the meeting is to be held. Only one substitute may be present at a meeting of the Board. In the event of the President of the Association being unable to attend a meeting of the Board, the President shall appoint one of the other board members to chair the meeting. In such circumstances the board member so appointed will be entitled to appoint a substitute for him/herself using the procedure stated above

1. In the event of the President of the Association being unable to continue to act in this capacity,
the General Manager shall automatically assume the role of President until the next Annual General Meeting of the Association.
2. The responsibilities and functions of the President of the Association, the General Manager, and the Board Members, are identified in articles 10, 12 and 13 of this constitution.

# Article 8: The Annual General Meeting

1. An Annual General Meeting (AGM) of the Association shall be held no later than November
in each year.
2. The Board shall determine the date and place of the AGM, and the members shall be advised at
an AGM of these details for the next AGM.
3. All members shall receive written notice of the AGM and its full agenda at least 30 days in advance of the meeting.
4. Members shall have the right to submit resolutions for consideration at the AGM in accordance with Article 5.2.2, 5.4.2 and 6.2.2.
5. Each member shall receive with the notice of the AGM and the agenda, voting cards to be used at the AGM for the casting of votes on resolutions put to the AGM. Votes cast without using issued voting cards shall be invalid. Where necessary another voting method can be adapted at the discretion of the Board (for example electronic voting)
6. A member may be represented at the AGM and vote through another member provided the President has received a written notice of the intention of the non-attending member to transfer representation and voting rights and identifying the name of the transferee. Such transfer shall be validly exercised up to twenty-four hours before the commencement of the AGM. Each ordinary member can only represent one additional, non-attending, ordinary member.
7. The quorum of an AGM shall be two thirds of the members. In the event of the meeting not being quorate after thirty minutes have elapsed from the time the meeting is due to commence, the members present may, by simple majority, vote to waive the quorum requirement to conduct the business of that AGM.
8. Ordinary resolutions shall be carried by a simple majority of the voting members present at the AGM voting in favour of the resolution. In the event of an equal number of votes being cast, the President of the Association shall have the casting vote.
9. Special resolutions shall be carried by two thirds of the voting members present at the meeting voting in favour of the resolution.
10. A special resolution shall be required to:
11. make any alteration to the Constitution, or
12. remove any member of the Board whose term of office has not yet expired, or
13. dissolve the Association and determine how its assets should be distributed.

To pass a special resolution 80%, or more, of those votes must agree to the proposal.

1. All other matters requiring a formal decision at the AGM shall be determined by means of an ordinary resolution.
2. The President of the Association shall act as the Chairperson of the AGM and shall enjoy all powers associated with the chairing of a meeting arising under custom and practice.
3. In the event of the President of the Association being unable to chair the AGM, the General Manager shall automatically assume this role, and the powers associated with it. In the event the President and also the General Manager are both being unable to chair the meeting, either the meeting will rescheduled or appropriate individuals will be asked to assume the roles of President and General Manager, in accord with art 7.9.
4. An agreed Board member shall keep minutes of the business of the AGM, which shall be circulated to all members within four weeks following the date of the meeting.
5. The business of the AGM shall be to:
6. receive the annual report of the President of the Association on the work and activities of the Board and of the Association since the last AGM;
7. receive a financial report on the financial condition of the Association prepared by the General Manager, copies of such report to be sent to all members at least one week before the AGM;
8. to receive and check audited accounts;
9. receive and approve a draft budget for the period up to the next AGM, to include a statement of the proposed membership fees for the forthcoming year, to be distributed at the commencement of the Annual Conference;
10. appoint auditors for the year;
11. make appointments to fill any vacancy in the Board arising from retirement from office, or removal from office under Article 8.10.2;
12. appoint the relevant officers as per the AGM agenda;
13. consider any resolution put to the meeting under the terms of this Constitution and to vote thereon.

Approvals and appointments arising under Article 8.15 shall be made by way of an ordinary resolution.

**Article 9: Membership to the Board**

1. Representatives of members or Fellows of the organisation shall be eligible to be appointed to the Board. Should membership of the Association cease, the term of office of any board member who is a representative of that member shall only continue until the next AGM.
2. The term of office for a member of the Board shall be three years. A member of the Board may be re-elected to the same or an alternative position, but no board member shall be able to remain in office for more than two consecutive terms. A member who has served two consecutive terms may be re-elected after the expiry of three years following the second term of office for one further three year period. Board membership posts will operate on a three year rotational basis, with a single post falling vacant each year. Specific arrangements to maintain this rotational model can be made if necessary.
3. The representative of any member may nominate an individual for Board membership. An individual, representing a member institute may also nominate themselves for a Board vacancy to arise at the next AGM. Such nomination must be in writing. The President of the Association/GM shall receive nominations no later than four weeks before the AGM.
4. The names of those persons who have applied / been nominated for a position on the Board shall be presented in advance of the AGM and dealt with in accordance with the provisions of Article 8.15.6. In the event of more than one person being nominated for a position on the Board, the names of each of the nominees, and the position for which they are standing, shall be included on voting papers to be distributed in advance of the AGM. Each member shall be entitled to a single voting paper. The nominee receiving the highest number of votes shall be elected. In the event of an equal number of votes cast, the President shall have a casting vote.
5. Membership of the Board shall cease:
6. at the expiry of the three year term, or
7. on the resignation of the Board member, or
8. when a resolution under Article 8.10.2 is put to the AGM and carried.

**Article 10: Board Members**

* 1. As determined by Belgian law, a Board Member is obliged to fulfil his/her task in respect of the association as a prudent and reasonable person who does whatever it takes to avoid foreseeable harm.
	2. Liability
	In accordance with article 2.56 of the Belgian *Companies and Associations Code* of 23 March 2019, a Board Member’s liability is limited in case of minor error or negligence. In case of a serious mistake, he/she has unlimited liability.
	3. Board Members are responsible for
1. drawing up the annual budget.
2. implementing, monitoring and managing the budget with due care.
3. ensuring the preparation of a budget report that is submitted to the AGM.
	1. Board Members are expected
	2. to act as representatives of the network;
	3. to contribute to the strategic goals of the association;
	4. to have an active input in the management of the association;
	5. to promote the best interests of the association.

**Article 11: Financial Management**

1. It shall be the responsibility of the Board to manage the financial affairs of the Association.
2. The Board shall identify and present before the AGM under the terms of Article 8.15.5 the name of a suitably qualified auditor who shall, on appointment, carry out an annual audit of the accounts of the Association. The audited accounts must be presented before the AGM in accordance with Article 8.15.2.
3. The Board shall determine annually, and present before the AGM in accordance with Article 8.15.4 the membership fees for the forthcoming year.
4. The Finance Manager shall be responsible for the financial administration of the Association, and be accountable to the Board in respect of this function.
5. The Board shall have the power to open a bank account in the name of the Association, and the President, or the General Manager and the Finance Manager shall be joint signatories. In the event of either or both of these signatories being unable to act, the remaining board members shall be entitled to act as alternative signatories by way of a resolution of the Board.

**Article 12: President**

1. Coordination
The President is responsible for the Board of Management and therefore also for the association in general. In their coordinating role, the President outlines the policy of the association together with the Board members and they have an overview of the global operation. The President also has a mediating role in differences of opinion and tries to reach a solution and consensus.
2. Guidance
The President presides the meetings of the Board and the AGM. During the meetings the President is responsible for monitoring the agenda and providing clear instructions regarding the recording of the minutes of the meetings.
3. Representation
As the face of the association, the President represents the association in its dealings with external bodies and individuals, with members at conferences and other similar events.
4. Furthermore the President provides strategic direction for the Association and monitors the activities of the Association.

**Article 13: General Manager**

1. The powers of the General Manager as defined by law are.
2. the day-to-day running of the association.
3. The General Manager will make decisions relating to day to day operational decisions, whilst adhering to the general strategy and sensible running of the organisation
4. Deal with all urgent matters arising.
5. The General Manager must convene the Board and will decide together with the Board on matters such as:
6. promoting the Association internally and externally;
7. recruitment of new members for the Association;
8. organising and maintaining a communication network linking members;
9. considering and promoting new business initiatives;
10. acting as the representative of the Association in its dealings with external bodies and individuals, and with members.

**Article 14: Deputy General Manager**

The Deputy General Manager works alongside and complementary to the General Manager, who has the total overview of all the Businet activities.

The Deputy General Manager works closely with the General Manager and assists the General Manager in matters in consultation with the General Manager and the Board.

**Article 15: Notices**

All documents notices and correspondence sent by the Association to a member shall be effectively served by posting them to the business address supplied by the member at the time of receiving membership or as advised thereafter, or by electronic mail to the email address of the designated first co-ordinator.