



Austrian Agency for Quality Assurance

ARTICLES OF ASSOCIATION

(Articles of association within the terms of the
Austrian Associations Act (Vereinsgesetz) 2002)

Name, registered office and scope of activity

§1. (1) The Association shall use the name *Österreichische Qualitätssicherungsagentur*. This is to be translated into English as *Austrian Agency for Quality Assurance*.

(2) The Association's registered office shall be in Vienna and the scope of its activity shall extend to the whole of Austria. The Association shall be entitled to exercise its activity in other states.

(3) The founding of branch Associations is not precluded. Proprietary interests and participation in management of enterprises connected with the object of the Association shall be permitted.

Object

§2. The object of the Association, whose activities are not for profit, shall be

- a) conducting scholarly quality assurance and evaluation projects;
- b) researching and documenting the methodology of quality assurance and, more particularly, that of evaluation in the tertiary education sector;
- c) conducting an inventory of and evaluating existing quality assurance material and recording this centrally (database);
- d) developing a service and information centre for persons and organisations with an interest in quality assurance and evaluation;
- e) functioning as a co-ordination centre between pertinent areas of research and scholars on the one hand and those who implement the results of this research and apply them in practice on the other, thus promoting communication in these areas.

Activities to realise the object of the Association

§3. The object of the Association shall in particular be realised by means of the following activities:

- a) conducting projects, especially:
 - certification of quality assurance systems relating to all areas of research and development of the arts, training as well as management or administration with regard to objectivity, reliability, transparency, effectiveness and international comparability;
 - advice on all quality assurance matters;
 - co-ordinating and organising evaluation procedures;
 - development of further quality assurance procedures with regard to international developments;
- b) collating, documenting, producing and disseminating professionally relevant materials including the results of its own activities;
- c) issuing publications;
- d) information and publicity work;
- e) discussions, workshops, working parties and other object-related events;
- f) generating and maintaining contacts and co-operation with, and membership of domestic and foreign institutions whose activity is connected with the object of the Association;
- g) (proprietary) interest in and participation in managing enterprises related to the object of the Association.

Funds for achieving the object of the Association

§4. The requisite material funds shall be procured by:

- a) membership subscriptions;
- b) revenue from events and the Association's own enterprises and undertakings;
- c) public subsidies and private sponsorship;
- d) donations, collections, legacies and other endowments.

The Association's assets shall be used solely for the objects of the Association.

Types of membership

§5. (1) The members of the Association shall be divided into ordinary members, extraordinary members and honorary members.

(2) Ordinary members are those who participate fully in the work of the Association. Extraordinary members are those that promote the Association's activity, primarily through payment of a membership subscription. Honorary members are persons appointed to this office because of special services to the Association.

Acquiring membership

§6. (1) Any individuals and bodies corporate, as well as partnerships having legal capacity, may become members of the Association.

(2) Ordinary members of the Association are:

- the Universities Austria (UNIKO)
- the Austrian Students' Union (ÖH);
- the Austrian Conference of Universities of Applied Sciences (FHK);
- the Republic of Austria, represented by the Federal Minister for Science and Research (BMWf).

(3) An umbrella organisation of Austrian private universities (PUs) and an umbrella organisation of Austrian universities of teacher education (PHs) shall be invited to join as ordinary members.

(4) The General Meeting shall decide by a three-quarters majority on admission of further ordinary members, at the same time stipulating the number of delegates to the General Meeting due the ordinary member in question.

(5) The General Meeting shall decide on admission of extraordinary members. Honorary members shall be appointed by the General Meeting at the motion of the Board.

(6) Admission as an ordinary or extraordinary member may be refused without stating the reasons.

(7) Until the Association comes into being, provisional admission of members shall be effected by the Association's founders. This membership shall become effective only upon the Association coming into being.

Termination of membership

§7. (1) Membership shall expire upon death, upon the loss of legal personality in the case of bodies corporate and partnerships with legal personality, upon resignation or expulsion.

(2) Resignation may take place on 31. 12. or 30. 6. of each year only. The Board must be notified thereof, in writing, at least one month in advance. If notification is late it shall become effective on the next resignation date only. The date of posting shall be authoritative for determining timely notification.

(3) The General Meeting may expel a member if the latter defaults on payment of membership subscriptions by more than six months, despite receiving two written reminders setting an appropriate respite.

(4) The General Meeting may also order expulsion of a member from the Association for gross breach of other membership obligations.

(5) At the motion of the Board the General Meeting may resolve to deprive an honorary member of his membership for the reasons stated in clause 4.

(6) In the event of membership being terminated, membership subscriptions due shall not be refunded and the obligation to pay subscriptions due shall persist respectively.

Members' rights and obligations

§8. (1) Members shall be entitled to take part in all the Association's events, except meetings of executive bodies, and to receive information about the Association's activities. Ordinary members shall be due the right to sit in and vote at the General Meeting according to the provisions of §10 only. Members of the Board and Management shall be entitled to take part in the General Meeting.

(2) Members shall be obliged to use their best efforts to promote the interests of the Association and to refrain from anything that may harm the reputation and object of the Association. They shall comply with the Articles of association and resolutions of the Association's executive bodies. Ordinary and extraordinary members shall be obliged to pay punctually membership subscriptions to the value decided by the General Meeting.

Executive bodies of the Association

§9. The Association's executive bodies shall be the General Meeting, the Board, the Chairperson, the Managing Director, the Scientific Steering Group, the Appeals Committee, the Certification and Accreditation Commission, the auditor and the arbitral tribunal.

General Meeting

§10. (1) The General Meeting shall be the "members' meeting" within the terms of the Austrian Association Act 2002. An ordinary General Meeting shall take place at least once yearly.

(2) An extraordinary General Meeting shall take place by resolution of the Board; by resolution of the ordinary General Meeting, or at the request, in writing, of at least two ordinary members, or at the request of the auditor, within four weeks thereof.

(3) All ordinary members are to be invited in writing both to the ordinary and the extraordinary General Meetings at least two weeks before the date thereof, by facsimile or by e-mail (to the fax number or e-mail address advised by the Association member). Details of the agenda shall be given when the General Meeting is fixed. The Board shall convene the meeting. In cases where §12, clause 2 applies, an extraordinary General Meeting will be convened by any auditor or by any ordinary member.

(4) Motions before the General Meeting are to be submitted to the Board in writing, by facsimile or e-mail, at least a week before the date of the General Meeting. The Board shall notify ordinary members of these motions without delay.

(5) Valid resolutions may be passed on motions in accordance with clause 4, and on the agenda. Resolutions may also be formulated in writing as circular resolutions, with the exception of the resolution on dissolution. In this case all letters or faxes signed by the authorised voter in question received by the office within 10 calendar days shall count as votes cast; voting by e-mail shall not be permitted. The consensus quotas according to clause 10 shall apply.

(6) Ordinary members shall send delegates to the General Meeting in the following numbers: UNIKO 6, ÖH 2, FHK 2, PU 1, BMWF 2, with a delegate from the BMBWK representing the area of the universities of teacher education. If an authorised representative umbrella organisation of the universities of teacher education becomes an ordinary member of the Association, it shall be assigned one delegate. In this case the number of the State's (BMWF) delegates shall be reduced to one.

(7) If further ordinary members are admitted, the number of respective delegates shall be guided by the resolution in accordance with §6, clause 4, whereby each ordinary member shall be assigned at least one delegate. Ordinary members shall notify the Board in writing of the delegates' names before the General Meeting. Each ordinary member's delegate shall be given a vote.

(8) Every delegate may transfer his or her voting right to another delegate of the same member by authorising the transfer in writing. Also individual delegates may be authorised by several of a member's voting delegates. Delegates shall not be permitted to transfer their voting rights to other members' delegates or third parties.

(9) The General Meeting shall be competent to pass resolutions if at least half of the ordinary members are represented by at least one delegate.

(10) Votes and resolutions during the General Meeting shall generally be effected by a simple majority of the valid votes cast. By derogation from this, a qualified majority of two-thirds of the valid votes cast is required for resolutions on the following matters:

- a) dissolution of the Association;
- b) appointment of members of the Board;
- c) dismissal of members of the Board;
- d) appointment of the Managing Director;
- e) dismissal of the Managing Director;
- f) setting and adjustment of membership subscriptions and any costs to be born by members exceeding this;
- g) dismissal of members of the Scientific Steering Group and its head
- h) dismissal of members of the Appeals Committee and its head
- i) dismissal of members of the Certification and Accreditation Commission

(11) Resolutions on the following matters require a qualified majority of three-quarters of the valid votes:

- a) amendment of the present Articles of Association;
- b) admission of ordinary members;
- c) expulsion of ordinary members.

(12) The General Meeting shall be chaired by the Association's Chairperson and by his or her deputy in the event of the latter being prevented from chairing the meeting. If the deputy is also prevented from chairing the meeting, the member of the board present that is oldest in years shall take the chair.

Duties of the General Meeting

§11. The following duties are reserved for the General Meeting:

- a) acceptance and approval of the annual report and accounts, with the involvement of the auditor;
- b) resolutions on the budget;
- c) appointment and dismissal of members of the Board, the Managing Director and the auditor and filling the vacancies left by withdrawing members;
- d) appointment, should the need arise, of auditors within the terms of §22, clause 4 of the Austrian Associations Act 2002.
- e) approval of legal transactions between auditors and Association;

- f) approval of legal transactions between members of the Board or members of the Management, and the Association;
- g) discharge of the Board;
- h) stipulating the value of membership contributions for ordinary and extraordinary members;
- i) admission of ordinary and extraordinary members;
- j) award and deprivation of honorary membership, at the proposal of the Board;
- k) determining the size of the Scientific Steering Group and the appointment and dismissal of its members and its head;
- l) passing resolutions on amendments to the Articles of Association and voluntary dissolution of the Association;
- m) advising and passing resolutions on other motions in accordance with §10, clause 4 or in accordance with the agenda;
- n) appointment and dismissal of members of the Appeals Committee and its head
- o) appointment and dismissal of members of the Certification and Accreditation Commission

Board

§12. (1) The Board shall consist of five members, namely the Association's Chairperson, a deputy chairperson and three other members. The members of the Board need not be members of the Association or delegates of an ordinary member to the General Meeting.

(2) Members of the Board shall be appointed by a two-thirds majority of the General Meeting, with each ordinary member of the Association having the right to propose election candidates to the General Meeting. If all the members of the board resign or if they are prevented from exercising their office for an unforeseeably long time, then any auditor shall be obliged to convene an extraordinary General Meeting immediately for the purpose of re-electing a board. Should the auditors also be incapable of acting, any ordinary member recognising the emergency situation shall convene an extraordinary General Meeting immediately.

(3) The Board's term of office shall comprise two years. Multiple re-election shall be permitted.

(4) The Board will be convened, in writing or verbally, by the Association's Chairperson or, in the event of him or her being prevented, by the deputy. If the latter is also prevented from convening the Board for an unforeseeably long time, any other member of the board may convene the Board.

(5) The Board shall be deemed to constitute a quorum if all its members have been invited and at least half of them are present.

(6) The Board shall pass its resolutions by a simple majority of votes; in the event of the vote being tied the Chairperson's vote shall be decisive. Resolution on and amendment of Rules of Procedure for Management requires a two-thirds majority. Resolutions may also be passed in writing in the form of a circular resolution, with the exception of resignation of the entire Board. In this case all letters or faxes signed by the authorised voter in question received by the office within 10 calendar days shall count as votes cast; voting by e-mail shall not be permitted. The consensus quotas in the first and second sentences shall apply.

(7) The Board shall be chaired by the Chairperson and by his or her deputy in the event of the latter being prevented from chairing the Board meeting. If the deputy is also prevented from chairing the meeting, chairing the Board shall be incumbent upon the oldest member (in years) of the Board present appointed to do so by a majority of the remaining Board members.

(8) The office of member of the Board shall cease upon death, expiry of the term of office, dismissal or resignation.

(9) The General Meeting may dismiss the entire Board or individual members thereof at any time with a two-thirds majority. Dismissal shall come into force upon appointment of the new Board or Board member.

(10) The members of the Board may resign in writing at any time. The resignation notice is to be directed to the Board or to the General Meeting in the event of the entire Board resigning. The resignation shall be effective only upon appointment of a new member.

Duties of the Board

§13. (1) Direction of the Association shall be incumbent upon the Board. It shall be the "managerial body" within the terms of the Austrian Associations Act 2002. It shall be given all the duties not allocated to another Association body by the Articles of Association. The following matters in particular come within its scope of operation:

- a) preparation of the annual budget and compilation of the annual report and accounts (accounting);
- b) preparation of the General Meeting;
- c) convening the ordinary and extraordinary General Meeting;
- d) managing the Association's assets;
- e) motion to the General Meeting to award honorary membership;
- f) employment and termination of the Association's employees;
- g) organisation of Management's duties and competences by means of Rules of Procedure;
- h) attendant monitoring of Management's activities;
- i) approval of authorisations according to §16, clause 3;
- j) appointment of an arbitral tribunal chair in the circumstances of §19, clause 2, sentence 5.

(2) As part of Rules of Procedure the Board may grant decision-making powers to Management in matters within its operating scope. The following competences shall, however, remain with the Board:

- a) borrowing on behalf of the Association;
- b) agreement of continuing obligations;
- c) conclusion of legal transactions that would encumber the Association to an unusually high extent or which would represent a big risk for the Association.

Authorisation granted may be revoked at any time.

The Chair of the Association

§14. (1) The Association's Chairperson shall direct the General Meeting and the Board. In the case of imminent danger the Chairperson shall be entitled to give orders independently on his own responsibility, even in matters that fall within the operational scope of the General Meeting or the Board. In internal matters these, however, require subsequent approval by the competent Association body.

(2) Should the Chairperson be unavailable, he or she shall be replaced by the respective deputy.

Management

§15. (1) The Managing Director shall be appointed by a two-thirds majority of the General Meeting for a term of five years. Repeated re-appointment shall be permitted. He or she shall have a contract of employment with the Association and shall place his or her working capacity fully at the disposal of the Association.

(2) The Managing Director shall conduct the Association's day-to-day business according to the authorisations issued by the Board and under the Board's supervision.

(3) An office, to be headed by the Managing Director, shall be established to provide administrative support to all the Association's activities.

External representation

§16. (1) Externally, the Association's Chairperson and the Managing Director shall represent the Association individually. This representation shall also extend to disposition of assets. To attain validity the Association's written documents shall require signature by one of these bodies.

(2) Legal transactions between members of the Board or Management and the Association respectively shall require the signature of another member of the Board.

(3) Legal authorisations to represent the Association externally or to be able to sign for it respectively may be granted by the Association's Chairperson only after prior approval by the Board.

Scientific Steering Group

§17. (1) The Scientific Steering Group shall support the quality and the scientific approach of the work carried out by the Agency and shall ensure the independence of its methods. The Scientific Steering Group shall advise the Board and Management on all matters of quality assurance, giving special consideration to international developments.

As experts in their respective fields the members of the Scientific Steering Group shall fulfil the following tasks and competences:

- a) Scientific steering of quality assurance procedures
 - a.1) Conceptual steering of the development of methods and procedures (in accordance with § 3 letter a)
 - a.2) Preparation of guidelines and standards for quality assurance procedures
 - a.3) Placement of experts and compilation of lists of consultants
 - a.4) Attendant evaluation and quality assurance of quality assurance procedures organised by the Agency
- b) Strategic planning of and advice on the Agency's activities
- c) Steering of and participation in events organised by the Agency
- d) Representation of the Agency at national and international events and in such bodies

The Scientific Steering Group shall continually report to the Board on the activities it conducts. Board members shall be entitled to sit in on meetings of the Scientific Steering Group in their capacity as observers and/or advisers.

(2) The General Meeting shall appoint proven domestic and foreign experts in the field of quality assurance in the tertiary education sector as members of the Scientific Steering Group for a two-year term of office. Repeated re-appointment shall be permitted.

(3) The Head of the Scientific Steering Group shall be appointed by the General Assembly. The duties to be performed by the Head of the Scientific Steering Group shall include convening the meetings of the Scientific Steering Group, its external representation, and membership of the Board in an advisory capacity. The Head shall be entitled to delegate the scientific steering of quality assurance procedures to a member/several members of the Steering Group.

(4) The Scientific Steering Group shall pass its resolutions by a simple majority of votes.

Certification and Accreditation Commission

§18. (1) The Certification and Accreditation Commission decides upon the award of certification and accreditation and possible conditions on the basis of the quality assurance procedures and standards developed by the agency.

The Certification and Accreditation Commission is autonomous in its decision making. The Certification and Accreditation Commission shall continually report to the Board and the Scientific Steering Group on the activities it conducts.

(2) International members and substitutes shall be appointed by the General Meeting for a two-year term of office. Repeated re-appointment shall be permitted.

The Certification and Accreditation Commission consist of:

- at least three experts in the field of higher education and science management as well as in the field of development and implementation of study programmes (Appointment by the General Assembly)
- one member of the Scientific Steering Group (appointment by the General Assembly on the basis of a proposal of the Scientific Steering Group)
- at least one student (Appointment by the General Assembly on the basis of a proposal of the European Students Union (ESU))
- at least one representative from the business world (Appointment by the General Assembly)

(3) The Certification and Accreditation Commission chooses a chairperson. The member from the Scientific Steering Group is excluded from being chairperson of the commission.

(4) The Certification and Accreditation Commission shall pass its resolutions by a simple majority of votes; in the event of the vote being tied the Chairperson's vote shall be decisive. Members shall not be permitted to transfer their voting rights to other members of the commission.

Appeals Committee

§19. (1) The Appeals Committee deals with and decides upon appeals against decisions on the award of certifications and accreditation according to §18 (1).

The Appeals Committee shall continually report to the Board and to the Scientific Steering Group on the activities it conducts. Board members and members of the Scientific Steering Group shall be entitled to sit in on meetings of the Appeals Committee in their capacity as observers and/or advisers.

(2) The General Meeting shall appoint proven domestic and foreign experts in the field of quality assurance in the tertiary education sector as members of the Appeals Committee for a two-year term of office. Repeated re-appointment shall be permitted.

The Appeals Committee consists of at least three persons and two alternative persons not being member of another executive body of the association. Alternative persons represent members in case of conflicts of interest.

(4) The Appeals Committee shall pass its resolutions by a simple majority of votes.

Auditor

§ 20 (1) The General Meeting shall appoint two auditors for a term of two years. They may be reappointed twice. With the exception of the General Meeting the auditors may not be members of any other Association body.

(2) Regular business monitoring and auditing of the Association's financial conduct with regard to proper accounting and utilization of funds in accordance with the Articles of Association shall be incumbent upon the auditors.

(3) The General Meeting shall approve legal transactions between auditors and the Association. The provisions of §12, clauses 8 to 10 shall otherwise apply by analogy, with the proviso that dismissal of auditors by the General Meeting be effected by a simple majority.

(4) If an auditor of annual accounts in the sense of §22, clause 4 of the Association Act 2002 is appointed, no auditors are to be used.

Arbitral tribunal

§21. (1) The internal Association arbitral tribunal shall be convened to mediate in all disputes arising from the Association's relationship. It is a "settlement institution" within the terms of the Associations Act 2002 and not a court of arbitration in the sense of the Austrian Code of Civil Procedure (ZPO).

(2) The arbitral tribunal shall be composed of three members, who are either ordinary members of the Association or an ordinary member's delegate to the General Meeting. It will be composed in such a way that a party in dispute nominates a member in writing, to the Board, as arbitrator. At the request of the Board, within 7 days, the other party in dispute nominates its member of the arbitral tribunal within 14 days. Following agreement by the Board, within seven days the nominated arbitrators elect a third member within another 14 days to chair the arbitral tribunal; this member must not be a member of the Association or a delegate to the General Meeting. In the event of disagreement the third member will be appointed by the Board. With the exception of the General Meeting the members of the arbitral tribunal may not be a member of any body whose activity forms the subject of the dispute. Care should be taken with regard to impartiality.

(3) The arbitral tribunal shall reach its decision after hearing both parties, in the presence of all its members, by a simple majority vote. It shall rule according to the best of its knowledge and belief. Within the Association its decisions are final.

Dissolution of the Association

§22 (1) Voluntary dissolution of the Association may be resolved only in a General Meeting and only by a two-thirds majority of the valid votes cast.

(2) If Association assets are present, this General Meeting shall also pass a resolution on winding up. It shall in particular appoint a liquidator and resolve on to whom the latter should transfer the Association assets remaining after liabilities have been met.

(3) In the event of the dissolution of the Association or of the lapsing of an Association purpose previously defined as beneficiary, the remaining Association assets are to be transferred to a corporation or association to be determined as the need arises that is recognised to be non-profit-making within the terms of the Austrian Federal Tax Code (Abgabenordnung). The condition that these assets are to be used for charitable, benevolent or church objects within the terms of §§34 et seq. of the Federal Tax Code is to be imposed on the transfer.

Last amendment by resolution of the General Assembly of 29.04.2010