

SEFI Statutes and Bylaws

STATUTES

NAME AND HEADQUARTERS

Article 1 - General

These Statutes govern the organisation and operations of an international non-profit association called "SOCIETE EUROPEENNE POUR LA FORMATION DES INGENIEURS".

The association shall have its registered office in the Brussels Region.

This constitution shall be made in accordance with the applicable provisions of the Belgian Code of Companies and Associations.

The name of the Society shall be, in other languages:

in Dutch: Europees Genootschap voor Ingenieursopleiding;

in English: European Society for Engineering Education;

in German: Europäische Gesellschaft für Ingenieurausbildung

The name of the Society in other languages is decided as described in the bylaws.

The abbreviation shall be "SEFI" in all languages.

AIMS AND ACTIVITIES

Article 2 – Purpose and object

The purpose of the Society shall be to contribute to the development and to the improvement of engineering education in Europe, as well as to the enhancement of the image of both engineering education and engineering professionals in society.

To achieve this purpose, the Society will develop the following object:

- a. to formulate ideas and positions on engineering education issues and to pursue a lobbying role to ensure influence in engineering education in Europe
- b. to provide appropriate services and information about engineering education

- c. to develop and improve communication, exchanges and cooperation between all the engineering education partners (students, teachers, researchers, academic institutions - research orientated institutions and practice orientated institutions -, related organizations and enterprises.
- d. to act as a link between its members and other societies or organisations in Europe and in the world
- e. to contribute to the recruitment of good students in engineering education
- f. to promote the development of the international dimension in higher engineering education

MEMBERS

Article 3 – Classes of members

There shall be four classes of members:

- a. the class of **institutional members**, open to higher educational institutions and teaching establishments educating and training engineers in Europe.
- b. the class of **individual members**, open to persons committed in the education of engineers.
- c. the class of **associate members**, open to professional and student organisations and other institutions involved in activities, or sharing responsibilities, for the education of engineers, as well as teaching institutions not fulfilling the criteria to apply for institutional membership
- d. the class of **industrial and related members**, open to enterprises, administrations and organisations employing engineers.

Europe is defined as countries signed up to the European Higher Education Area

Article 4 – Application for membership

The status of member shall be accorded by the Board of Directors, in accordance with the conditions laid down by it. The list of members will be available yearly to the General Assembly.

The status of member shall be accorded for an unlimited period of time, subject to the terms of article 5.

The procedure of candidature shall be stated in the bylaws.

Candidate members are admitted if they qualify one of the classes mentioned in Article 3 and if they meet the general criteria established by the Board of Directors.

The status of member shall be accorded by the Board of Directors, in accordance with the conditions laid down by it. The Board of Directors decides on the admission of candidate members in a sovereign way and has no obligation to state reasons in case of rejection. The list of members will be available yearly to the General Assembly.

The conditions to be decided by the Board of Directors regarding the admission of members shall be based on:

- a. the objectives, statutes and activities in the field of education of engineers and improvement of the engineering profession for institutional, associate, industrial and related members;
- b. the qualifications, functions, responsibilities and activities in the field of engineering for individual members.

The application for admission as a new member implies the endorsement of the Articles of the Society, any amendments thereto and a commitment to advance the purposes and endeavours of the Society.

Article 5 – End of membership status

Membership status shall be terminated:

- at the request of the member;
- if subscriptions are unpaid two years after the date due;
- by the decision of the General Assembly on the recommendation of the Board of Directors.

Withdrawing (by death or otherwise) or excluded members and their legal successors cannot assert any rights or claims over any of the assets or fund of the Society.

Article 6 - Rights and obligations of Members

Each Member shall pay an annual membership fee to the Society.

This fee may vary according to the class or per the size of the different members.

The annual membership fee is payable, in advance, in the first month of the membership or in the first month of the financial year.

Voting rights shall be suspended until the Member has paid the appropriate membership fee.

Each member has voting rights according to the membership category he/she/it belongs to. Each member has voting rights according to the membership category they belong to, as set out in Article 9.

GENERAL ASSEMBLY

Article 7 – Powers of the General Assembly

The General Assembly shall have full powers in allowing the aims of the Society to be fulfilled.

Its particular competences include:

- amendment of the statutes;
- approval and amendment of bylaws;
- termination of membership, according to article 5;
- election, discharge and dismissal of members of the Board of directors, election of the President;
- election of the Vice Presidents;

- election of the Treasurer;
- approval of the accounts and budget and annual subscriptions (membership fees);
- approval of the annual report
- dissolution of the Society

Article 8 – Meetings of the General Assembly

The General Assembly shall meet once annually at an easily accessible location in Europe which shall be specified in the notice duly signed by the President or in his name and circulated with the agenda at least 15 days before the date set for the meeting. Under exceptional circumstances, the members may also attend meetings of the General Assembly by using any means of communication permitting them to directly, simultaneously and continuously take note of the discussions during the meeting, actively deliberate and cast an informed vote on all points on which the meeting has to decide, such as telephone- or videoconferencing combined with e-mail for the exchange of written documents. The notice whereby the General Assembly is convened must include a clear and precise description of the procedure that will be used for the remote participation.

The Assembly may also meet, convened by the President, at the request of one fifth of the institutional members and with a specific agenda.

Article 8 continued

The notice of convocation is sent by way of letter, fax, electronic mail or any other means of communication, at least 15 days before the meeting. The notice of convocation shall indicate the agenda, the date, the time and the place of the meeting.

Members may be represented by proxy.

Members may only be represented by other members of the same class.

However, no one member may represent more than ten times the number of votes which he/her/it has in accordance with the balance specified in article 9.

Article 9 – Vote

The balance of the number of votes for members in the General Assembly shall be the following (Art. 9 of the Statutes):

a. Institutional members

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| • Institutions with less than 400 engineering students | 2 votes |
| • Institutions with 401 to 2000 engineering students | 4 votes |
| • Institutions with 2001 to -5000 engineering students | 6 votes |
| • Institutions with 5001 to 10000 engineering students | 8 votes |
| • Institutions with more than 10001 engineering students | 10 votes |

b. Individual members

- Full member 1 vote
- Full member when institution is also member 1 vote
- Retired academics/engineers 1 vote
- Students (no EJEE) 1 vote

c. Industrial and related members

- Working groups supporters 1 vote
- Corporate members 2 votes
- Corporate partners 3 votes

d. Associate members

- Students societies 2 votes
- Associations 2 votes
- Institutions (*not eligible for an institutional membership*) 2 votes
- Professional Societies 2 votes
- Related members (*non paying*) 0 vote

Article 10 – Deliberations

No resolution may be passed by the General Assembly if it concerns any point which has not been specified in the agenda or if it is opposed by at least one half of the votes of institutional members present or represented.

Except in those cases stipulated in the statutes, decisions shall be passed by the majority of votes of members present or represented, shall be made known to all members of the Society and shall be duly recorded in a register and signed by the president and the secretary of the meeting. This register shall be kept at the registered office of the Society and held at the disposal of all members.

BOARD OF DIRECTORS

Article 11 - Composition of the Board of Directors

The body responsible for the general policy of the Society shall be the Board of Directors.

It shall be composed of the President, the two Vice-Presidents and a maximum of 21 members elected by the General Assembly.

The Board of Directors shall be composed of at least six members.

Two thirds of the members of the Board of Directors must be the official representatives of institutional members.

The procedure for nomination to the Board of Directors shall be laid down in the bylaws.

The Secretary General and the Treasurer attend the Board of Directors meetings but they have no voting right unless they are also elected as members of the Board of Directors.

The outgoing President has the right to remain on the Board of Directors for a further two -year mandate immediately following his Presidency, as an observer and without a voting right.

The members of the Board of Directors can be revoked at any time by the General Assembly by a decision taken by a majority of two thirds.

Article 12 - Meetings of the Board of Directors

The Board of Directors shall be convened at least twice annually.

Notices of convocation shall be sent at least ten working days before the meeting, unless this notice period is waived by all directors. Notice is validity given by way of letter, fax, electronic mail or any other means of communication. The notice shall indicate the agenda, the date, the time and the place of the meeting. The directors may attend meetings of the board of directors by using any telecommunication means permitting joint discussion, such as telephone- or videoconferencing.

Decisions can only be taken with regard to items listed on the agenda.

All meetings of the Board of Directors shall normally be chaired by the President.

If the President is absent or unavailable, his/her duties shall be performed according to what is specified in the bylaws.

The chair of the meeting shall appoint a secretary.

Members may give a power of representation to another Member of the Board of Directors. No member can have more than two powers of representation.

One third of its members must be present or represented for decisions passed to be valid.

The decisions of the Board of Directors are taken by a simple majority of members present or represented.

Each member has one vote (or two in the case he/she represents another member of the Board of Directors).

In the event of a tied vote the President or the person acting in that capacity has a casting vote.

These decisions must be duly recorded in a register and signed by the president and the secretary of the meeting. This register shall be kept at the registered office of the Society and held at the disposal of all members

Article 13 – Election of the Members of the Board of Directors

At least two and at most seven mandates of the Board of Directors should be renewed each year by electing members for a term of three year.

If a member leaves his/her mandate before the end of a term, a new member may be elected for the rest of the term.

After having consecutively served two full terms, a director cannot be re-elected immediately.

The office of a director is non-remunerated.

Article 14 – Powers of the Board of Directors

The board of directors shall have the broadest competence to perform all acts which are necessary or useful for the realisation of the Society's purpose, with the exception of those specifically reserved to the general meeting.

Among its particular responsibilities are:

- general policy of the Society, including approval of the policy of the SEFI Special Interest Groups and Councils;
- supervision of Society's activities and of the Annual Conferences;
- support of the Special Interest groups and Councils and verification that their activities match the interests of the Society;
- collection of funds;
- annual report, provisional budget and accounts to be presented to the General Assembly;
- approval of the candidatures for all offices to be submitted to the decision of the General Assembly;
- appointment of the Secretary General;
- Approval of the creation of Special Interest Groups and Councils and their mission and objectives.

The Board of Directors may nominate certain of its members to perform one of these particular responsibilities.

Article 15 – Representation

Judicial actions, whether they be in the form of claims or defense, are pursued by the Board of Directors represented by its President or by a Director who shall be named in this capacity by the former.

All actions committing the Society are, except in case of special proxy, signed by the President, who will not have to justify his authority towards third parties

Each of the Vice-Presidents shall have the authority to sign for actions committing the Society if the President is not in his/her capacity of doing so.

Article 16 – Executive Committee

The Board of Directors has the power to set up a Executive Committee (EC) for effecting specific tasks within the general scope of the decisions passed by The Board.

The EC shall consist of the President, the two Vice-Presidents, the Treasurer and the Secretary General, as well as a maximum of three other individuals appointed by the President among the Directors or the members of the Society.

OFFICERS

Article 17 – President

The President of the Society shall preside over the Board of Directors and the General Assembly and shall represent the Society.

Every odd year, the General Assembly shall elect a President amongst the candidates approved by the Board of Directors. The candidates must be members of the Society.

The mandate of the President will be for two years and he/she may candidate once for an immediate second mandate.

The candidates must demonstrate at least one year of active recent experience in the Society as defined in the bylaws as officer (as described in Articles 17 – 21 of the Statutes) or Board of Directors member. The experience does not need to be immediate.

Article 18 – Vice Presidents

Every year the General Assembly shall elect a Vice-President from amongst the candidates approved by the Board of Directors. The candidates must be members of the Society. The mandate of the Vice-President shall be for two years and he/she may candidate once for an immediate second mandate.

The candidates must have at least one year of experience on SEFI as officer (as described in Articles 17 – 21 of the Statutes) or Board of Directors member. The experience does not need to be immediate.

The Vice-Presidents shall assist the President in his/her tasks.

Article 19 – Treasurer

Every three years, the General Assembly shall elect from amongst the candidates approved by the Board of Directors a Treasurer who shall be responsible for the supervision of the Society's finances.

The Treasurer is a member of the Society.

The Treasurer may be re-elected once for an immediate second mandate.

The Treasurer reports to the Board of Directors

Article 20 – Vacancies

In case of vacancy of the Presidency, the Vice Presidency or Treasurer, the Board of Directors has the power to elect any of its members to assume vacant offices until the following General Assembly.

Article 21 – Permanent Secretariat - Secretary General

The Board of Directors may establish a permanent secretariat directed by a Secretary General who shall be appointed by the Board of Directors.

The Secretary General and the members of the permanent secretariat shall be remunerated. They shall carry out the decisions of the Board of Directors and contribute in formulating the policy of the Society under the supervision of the Board.

The Secretary General shall also be responsible for the daily administration of the Society, for engaging staff and for their working conditions, subject to the approval of the Board of Directors.

FINANCES

Article 22 – Annual subscription

The annual membership fee to be paid by the members of the Society shall be determined yearly by the General Assembly, on the recommendation of the Board of Directors.

Article 23 – Accounts and budget

The Board of Directors shall submit annually the accounts for the preceding year and the budget for the following year for the approval of the General Assembly. The financial year shall correspond to the period of April 1 to March 31.

Article 24 – Auditors

The Board of Directors appoints one or more internal auditors to audit the financial situation and the annual accounts of the Society, and whether the transactions that are recorded in the annual accounts are normal in the light of the law and the articles of association. They shall refer to the Board of Directors and to the General Assembly.

The auditor(s) shall not be members of the Board of Directors.

AMENDMENT OF STATUTES

Article 25 – Amendment

The Board of Directors shall inform the members of the Society at least one month ahead, of any proposal for amendment of the statutes of the Society and shall, in addition, make known the date of the General Assembly which shall render a decision on the said proposal.

No decision shall be valid unless it is voted by a qualified majority of two thirds of the votes of the Society's members.

If this General Assembly does not convene the qualified majority of two thirds of the votes of the Society's members, a new General Assembly shall be convened under the same conditions as stated above within three months and in an easily accessible location and it will decide definitively and validly upon the proposal in question. No decision shall be valid unless it is adopted by a majority of two thirds of the votes of the members present or represented at this second General Assembly.

Amendments to the statutes in respect of the Society's purpose and the activities, as set out in Article 2, shall take effect only after approval by Royal Decree and when the conditions of the law of 21 June 1921 have been met.

DISSOLUTION OF THE SOCIETY

Article 26 – Dissolution

The Board of Directors shall inform the members of the Society at least one month ahead of any proposal for dissolution of the Society and shall, in addition, make known the date of the General Assembly which shall take a decision on said proposal.

No decision shall be valid unless the General Assembly convenes a qualified majority of two thirds of the votes of the Society's members.

If this General Assembly does not convene the qualified majority of two thirds of the votes of the Society's members, a new General Assembly shall be convened under the same conditions as stated above and in an easily accessible location, and it will decide definitively and validly upon the proposal in question.

No decision shall be valid unless it is adopted by a majority of two thirds of the members present or represented at this second General Assembly.

The General Assembly shall determine the mode of dissolution and liquidation of the Society.

Upon liquidation of the accounts by a receiver appointed by the General Assembly, the possible positive balance shall be granted to an international association or to a charity in accordance with the wishes expressed by the General Assembly with an ordinary majority.

GENERAL PROVISION

Article 27

All points not specified in the present statutes, and notably concerning notices to be made to the Belgian Official Gazette shall be regulated in accordance with the applicable provisions of the Belgian Code of Companies and Associations.

The version of the bylaws as lastly adopted by the Board of Directors and approved by the General Assembly dates **[DATE OF THE LATEST VERSION OF BYLAWS]**. In the event of a modification of the bylaws, the Board of Directors will be authorized to amend the reference to the latest version of the bylaws in this article 27, in accordance with the applicable provisions of the Belgian Code of Companies and Associations.

BY-LAWS

SECTION I - NAME

In complement of Article 1 of the Statutes in which the official name of the Society is fixed in French, English, German and Dutch, the name of the Society in other languages shall be subject to the approval of the Board of Directors.

SECTION II - MEMBERSHIP

1. Application for membership shall be made on forms issued by the Secretariat.

The Secretariat will take account of the information contained in the form and is authorized to seek any other information relevant to the application. All applications will be presented to the Board of Directors by email or at its earliest meeting.

2. The general criteria of admission shall be stated in the statutes (article 5 of the Statutes):

A. INSTITUTIONAL MEMBERS

1. The institution should be of a higher level (post -secondary) and should:

- offer a complete course of education leading to an academic degree in engineering,
- or, offer a complete course of education leading to an engineering professional qualification (Diplôme),
- or, offer a complete course in engineering for graduates of a duration of at least one year,
- or, assume the legal responsibility of conferring engineering professional titles.

2. The institution should normally have at least 200 full-time students, or award at least 50 engineering degrees or diplomas each year and have the corresponding teaching staff attached to the institution.

3. The institution should normally have been offering degrees or professional qualifications for engineers for at least three years at the date of candidacy.

B. INDIVIDUAL MEMBERS

Individual membership is open to any individual committed in engineering education in Europe and who is ready to support SEFI' s mission and objectives.

C. INDUSTRIAL MEMBERS

Industrial members should be any industrial company, consulting firm, public administration or any other organisation having an interest in the education of the engineers.

D. ASSOCIATE MEMBERS

The associate members should normally be:

- professional societies involved in training or continuing education of engineers,
- research or training institutions engaged in the training or retraining of engineers in any capacity, - teaching institutions which do not satisfy the above-mentioned criteria under A1, 2 or 3,
- other institutions which are directly interested in engineering education,
- student societies.

SECTION III - ELECTIONS OF DIRECTORS, PRESIDENT AND VICE PRESIDENT

Members of the Society will be invited to submit to the Board of Directors their CV and letter of motivation as to their candidature for membership of the Board of Directors or for the Presidency and Vice-presidency, before its first meeting of the year.

The call of the candidatures must be sent at least six weeks before the closing date.

The closing date for receiving the candidatures is fixed by the EC and shall be at least one week before the first BoD meeting of the calendar year

The BoD may decide to extend or reopen the call of the candidatures of BoD members or accept belated candidatures if there are less eligible candidates than the maximum number to be elected received in time, or there are not enough candidatures in the institutional member's category of BoD to fulfill Subsection 4 of Article 11.

The BoD may decide to extend or reopen the call of the candidatures of the President or accept belated candidates if there are no candidatures fulfilling the criteria of the position received in time.

The BoD may decide to extend or reopen the call of the candidatures of the Vice President or accept belated candidates if there are no candidatures fulfilling the criteria of the position received in time and there is no more than one candidature on the President.

In the case of acceptance of belated candidatures, all eligible candidatures known for the position(s) at the time of decision shall be approved.

Candidatures for election to the Board of Directors (Article 11 of the Statutes) must be endorsed by at least three other members of the Society.

Candidates for elections to the Board of Directors, representing institutional members must be supported by at least two institutional members amongst the three endorsements.

Individual and associate members can not be candidates for the Vice Presidency or Presidency.

The endorsements are not required if the candidate has served as a member of BoD prior to the candidature and has not changed their member group after their latest mandate. They will justify their candidature with a description of their concrete achievements for the Society.

One member cannot endorse more than two candidates.

Candidatures approved by the Board of Directors will be sent to all the members of the Society together with the invitation to the General Assembly.

The terms of SEFI Officers and BoD members start on 1 October and end on 30 September.

The candidates of the President that are not elected by the GA will automatically be considered as Vice President candidates, if they are eligible on that position and they do not withdraw their candidatures or opt-out this possibility.

The candidates of the President and the Vice President that are not elected by the GA, will automatically be considered as member of BoD candidates, if they are eligible on that position and they do not withdraw their candidatures or opt-out this possibility.

SECTION IV – PRESIDENT/VICE PRESIDENTS

In the case of vacancy of the President, his/her duties shall be performed by the Vice-President with the highest length of service.

In the case of vacancy of the last, his/her duties shall be performed by the other Vice-President. The Board of Directors will take decision to solve any other case of vacancy of any elected officer.

In the case of absences of candidates for the offices, the Board of Directors can make alternative proposals to the General Assembly in order to ensure the normal functioning of the Society till the following General Assembly.

SECTION V –SPECIAL INTEREST GROUPS AND COUNCILS

The general principles for establishing the Special Interest Groups (SIGs) and Councils shall be the following (Article 14 of the Statutes):

- Their objectives should correspond to the general goals of the Society.
- The SIGs should be open to all members wishing to participate in their activities within the framework of their objectives.
- The Councils are open to all members of the society fulfilling the specific conditions of those councils which are determined by the Board of Directors at the time of their establishment, or as amended.
- The Chairs of each SIGs shall be nominated from among its members and approved by the Board of Directors. They shall report to the Board of Directors on the activities of their SIG or Council.
- The Chairs of the Councils shall be nominated by the Board of Directors from among the Council's members. They shall report to the Board of Directors on the activities of the Council they chair. The Chairs of the Councils shall be invited to the Board of Directors meetings as observers.
- No public statement or publication committing the Society may be made by the SIGs or Councils without approval by the Board of Directors or by the President.

A SIG / Council can be terminated by the Board of Directors if it has no longer been active for a period of one year.

SECTION VI – ASSOCIATED JOURNALS

The Society can decide to publish journals. Each journal has an Editor-in-Chief.

The journal title is owned by the Society, but the editorial freedom lies with the Editor-in-Chief and their team.

The Editors-in-Chief are appointed by the Board of Directors. They must be members of the Society.

The Board of Directors is in charge of the Search and Selection process.

The Editors-in-Chief will provide a yearly report to the Board of Directors and General Assembly. They may be remunerated.

SECTION VII – ANNUAL CONFERENCE

The Society commits itself to facilitate institutional members to host its annual conference in accordance with the Society's relevant handbook and guidelines, regularly revised and approved by the Board of Directors.

SECTION VIII – AWARDS

The Society may decide to confer awards and prizes.

The Board of Directors determines the criteria governing the awards and prizes.

SECTION IX - AMENDMENTS TO THE BYLAWS

According to Article 7 of the Statutes, the bylaws can be amended only by the General Assembly. Any proposal for amendment should be examined by the Board of Directors and sent to all members at least one month before the date set for the General Assembly.

Reference documents

The reference documents – guidelines/handbooks/legal documents) shall be at the disposal of the members or Board of Directors in private platforms.

For events and activities

- Annual Conferences Handbook and Guidelines
- Annual Deans Convention Guidelines
- Guidelines governing the SIGs and Councils

For awards:

- Fellowships criteria
- Leonardo da Vinci Medal guidelines
- F. Maffioli guidelines

For general functioning:

- Portfolio for BoD and officers
- Work Regulation fixing the working conditions of the employed staff