



ASSOCIATION FOR TRANSNATIONAL
HIGHER EDUCATION ACCREDITATION

Charter of the Association

Association for Transnational Higher Education Accreditation

§ 1: Name, Residence and Area of Activity

- (1) The name of the association is "Association for Transnational Higher Education Accreditation" with the abbreviated designation "ATHEA.Verein für die Akkreditierung höherer Bildung".
- (2) The place of residence of ATHEA shall be Vienna and it will operate worldwide.
- (3) There is no intention to found chapters.

§ 2: Purpose

The Association is a nonprofit organization and promotes the following activities:

- (a) The promotion of education and continuing education for adults, as well as life-long learning in the area of higher education.
- (b) To provide educational accreditation and quality assurance to its member institutions, comprised of degree/diploma granting post-secondary educational institutions offering higher education and located inside or outside the European area, including, but not limited to, the countries who are signatories of the Bologna Protocols.
- (c) To serve as an accrediting agency that is included on the European Quality Assurance Register for Higher Education. As such the organization will conduct voluntary, non-governmental peer review and make decisions concerning the accreditation or pre-accreditation status of member institutions, programs, or both.
- (d) To promote quality assurance and improvement through voluntary accreditation via peer evaluation, and instill public confidence in its institutional members' missions, goals, performance, and resources through its rigorous accreditation standards and their enforcement.

§ 3: Means to Reach the Objectives of the Association

- (1) The objectives of the association are to be reached with the following material and nonmaterial means listed in section 2 and 3.
- (2) The following nonmaterial means may serve as an example:
 - a) Lectures
 - b) Cultural events
 - c) Courses
 - d) Conventions
 - e) Competitions
- (2) The necessary material means shall be raised by:
 - a) Admission and membership fees
 - b) Fees for accreditation
 - c) Fees for services within the objectives of the organization
 - d) Research
 - e) Sponsorship
 - f) Donations
 - g) Subsidies

§ 4: Forms of Membership

- (1) Membership is composed of full members (German: Ordentliche Mitglieder; Institutional Members) and affiliate members (German: Außerordentliche Mitglieder).
- (2) Full members are institutional members (legal entities and incorporated partnerships) who actively participate in the activities of the Association.
- (3) Affiliate Members are those who mainly support the activities of the Association by the payment of a membership fee. They can be natural persons, legal entities or incorporated partnerships. They can participate in the meetings of the Association.
- (4) Full members exercise the following rights:
 - a) Nominating candidates for the position of the Board of Directors and the Accreditation Commission.
 - b) They vote on the Board of Directors and the Accreditation Commission.
 - c) They vote on the elements that are substantial for accreditation standards and requirements, unless externally mandated (e.g. by a government agency or the European Standards and Guidelines for Accreditation – ESG).

§ 5: Acquisition of Membership

- (1) Members of the Association can be natural persons, legal entities and incorporated partnerships.
- (2) The Board of Directors decides the admission of full members and affiliate members. The admission can be denied without justification. Until the Association is established, the preliminary membership is decided by the founding members, and after the establishment of the Board of Directors by the board. Membership is only effective with the establishment of the Association.

§ 6: Termination of Membership

- (1) Membership is terminated by death, with legal entities and incorporated partnerships by loss of their legal status, voluntary withdrawal, and removal.
- (2) Voluntary withdrawal can be done on the 30th of June only. It is to be announced to the board in written form, three months ahead. If the announcement is belated, membership will remain in effect until the next 30th of June. The date of the postal stamp is relevant for timeliness.
- (3) The Board of Directors can remove a member if it has not paid its membership fees for six months. However it will be reminded twice with a reasonable extension of time. The obligation to pay the membership fee is not affected by the Board of Directors terminating the membership.
- (4) The Board of Directors can enact the removal of a member from the association because of grave negligence and dishonorable conduct.

§ 7: Rights and Duties of the Members

- (1) The members have the right to participate in all events of the Association and make use of the facilities of the Association. The active right to vote in the General Assembly and the active and passive right to vote is limited to the full members.
- (2) Each member has the right to demand to receive the Charter of the Association from the Board of Directors.
- (3) A minimum of one tenths of the full membership can demand the call of a General Assembly. The members are to be informed at each General Assembly about the financial status of the organization. Should two tenths of the full members demand this in a justified way, the information has to be given within four weeks.

- (4) The members have to be informed by the Board of Directors about the audited annual report.
- (5) The members are obligated to further the interests of the Association and to avoid any action that damages the reputation and the purpose of the Association. They have to respect the charter of the Association and the resolutions. The full and affiliate members have to pay the admission and membership fee as decided by the General Assembly.

§ 8: Association

The institutional organs of the Association are the General Assembly (§§ 9 und 10), the Board of Directors (§§ 11 through 13), the Auditor (§ 14), the Accreditation Commission (§ 15), the Arbitral Tribunal (§ 16), the Board of Appeal for Accreditation. (§ 17).

§ 9: General Assembly

- (1) The General Assembly is the "Assembly of the Members" in respect to the Law of Associations 2002 (Vereinsgesetz 2002). The ordinary General Assembly (ordentliche Generalversammlung) takes place at least every three years.
- (2) An extraordinary General Assembly takes place because of
 - a. Resolution of the Board of Directors or the regular General Assembly
 - b. Written request of at least one tenths of the full members
 - c. Request of the Auditor (§ 21 sect. 5 first sentence VereinsG)
 - d. Resolution of the Auditor (§ 21 sect. 5 second sentence VereinsG, § 11 sect. 2 fourth sentence of this charter)
 - e. Resolution of a curator appointed by the court (§ 11 sect. 2 last sentence of this charter), to be held within four weeks
- (3) For the ordinary, as well as the extraordinary General Assembly all members are to be invited in writing via e-mail (to the email address given by the member) at least two weeks ahead. The call for the General Assembly must be accompanied by the agenda. The invitation will be sent by the Board of Directors (sect. 1 and sect. 2 lit a – c), by the Auditor (sect. 2 lit. d), or a curator appointed by court (sect. 2 lit. e).
- (4) Proposals for the General Assembly must be submitted to the Board of Directors in written form via e-mail.
- (5) Valid resolutions – except those for the call for an extraordinary General Assembly – can only be made when included on the agenda.

- (6) All members can participate in the General Assembly. Only full members are entitled to vote. Each member has one vote.
- (7) The General Assembly can have a quorum irrespective of the number of present members.
- (8) The elections and the decisions of the General Assembly are typically made with a simple majority of validly cast votes. Decisions which change the Charter of the Association or dissolve the Association require a qualified majority of two thirds of the validly cast votes.
- (9) The President chairs the meeting of the General Assembly, or in his/her absence the Vice-President. If both are absent, the oldest present member of the Board chairs the meeting.

§ 10: Tasks of the General Assembly

The following tasks are reserved for the General Assembly:

- a) Decision on the planned budget;
- b) Acceptance and approval of the statement of account and auditing report of the auditor;
- c) Election and dismissal of the Board of Directors and the Auditor;
- d) Approval of legal transactions between the Auditor and the Association;
- e) Discharge from liability of the Board of Directors;
- f) Determination of the amount of the admission fees and membership fees of full members and affiliate members.
- g) Decision on changes of the Charter and the voluntary dissolution of the Association;
- h) Counsel and decide on other topics on the agenda.

§ 11: Board of Directors

- (1) The Board of Directors consists at least of the President, Vice-President, Secretary, and Treasurer, as well as the non-voting Executive Director (CEO).
- (2) The voting members of the Board of Directors are elected by the General Assembly. The Executive Board has the right to replace a voting member. This has to be approved by the next General Assembly. If the Board of Directors is incapable of acting permanently, or for an indefinite time, the Auditor is obligated to call immediately for an extraordinary General Assembly. Should the Auditor be incapable of action too, each full member of the Association who realizes the emergency situation must request a curator, at a competent court, who will call immediately for a General Assembly.
- (3) The elected period of the Board of Directors is three years; reelection is possible. Each function in the Board has to be officiated personally.
- (4) Meetings of the Board are called by the President in written or oral form. If the President is unavailable, the Vice-President may call the meeting of the Board. If he/she is not available for an unforeseeable future, each other member of the Board can call a meeting.

- (5) The Board of Directors has a quorum if all the members have been invited and at least half are present. Electronic meetings are admissible.
- (6) The Board of Directors decides with simple majority; in case of parity the vote of the President is the decisive vote.
- (7) The President is the chair. In his/her absence the Vice-President is the chair. If both are absent, either the oldest member of the Board or one that the other members decide with majority vote, will be the chair for that meeting.
- (8) The function period of a board member is terminated by death, end of the function period (sect. 3), discharge (Abs. 9), or resignation (sect. 10).
- (9) The General Assembly can discharge the total Board of Directors or an individual member at any time. The discharge takes effect with the appointment of the new Board or new Board Member.
- (10) Members of the Board can declare their resignation in written form at any time. The resignation is to be directed to the Board, and in case of resignation of the whole Board to the General Assembly. The resignation takes effect with the election or coopt (sect. 2) of a successor.
- (11) A member of the Board cannot be active longer than two consecutive periods. The time spent to fill a partial period does not count toward the two periods. Reelection after a break of at least one period is permissible.

§ 12: Tasks of the Board of Directors

The Board of Directors manages the Association. It is the "management body" as defined by the Law of Associations 2002 (Vereinsgesetzes 2002). It is assigned all tasks, which are not assigned to another body of the Association. The following tasks are specifically assigned to it:

- (1) Create an accounting system for the Association to record, as a minimum, its income/expenses and assets.
- (2) Create a budget, the annual report, and the annual statement of accounts.
- (3) Prepare and call the General Assembly in cases of § 9 sect. 1 und sect. 2 lit. a – c of this charter.
- (4) Inform the members about the activities of the Association, the financial status, and the audited annual report.
- (5) Administrate the assets of the Association.
- (6) Accept and dismiss full and affiliate members.
- (7) Hire and dismiss the Executive Director.

§ 13: Specific Responsibilities of Individual Members of the Board of Directors

- (1) The President manages the current business of the Association that is not delegated to the Executive Director.
- (2) The President or the Executive Director represent the Association to the public. Written documents of the Association need the signature of the President or the Executive Director, and in matters of finance (disposition of assets) the President and the Treasurer. Legal transactions between members of the Board and the Association need the consent of another member of the Board.
- (3) Procuration, to represent the Association to the public or sign for it can only be granted by the members of the Board listed in sect. 2.
- (4) In case of imminent danger the President is empowered to act independently in tasks assigned to the General Assembly in his/her own responsibility; this needs the subsequent approval of the organ of the Association in charge.
- (5) The President chairs the General Assembly and meetings of the Board of Directors.
- (6) The Secretary administrates the protocols of the General Assembly and the Board of Directors.
- (7) The Treasurer is in charge of the proper management of the Association's finances.
- (8) In case of incapacity or absence of the President, Vice-President, Secretary, or Treasurer, they are represented by their substitutes.
- (9) The Executive Director controls and manages the activities and business of the Association. He/she is responsible for the hiring and dismissal of employees. This includes supporting personnel, independent contractors and all linked personnel activities, including dismissal, promotion, all kinds of payments (within the annual budget) and job descriptions.

§ 14: Auditor

- (1) The annual Statement of Accounts of the Organization is to be audited by a Certified Accountant in line with the regulations of corporate law (Unternehmensgesetzbuch).

§ 15: Accreditation Commission

- (1) The Accreditation Commission is an independent decision making body of the association.
- (2) The Accreditation Commission determines the accreditation status of its full members.
- (3) The Accreditation Commission shall exercise the following powers:
 - (a) Determine the accreditation status of its full members.
 - (b) Recommend changes in accreditation principles and processes where appropriate. Any such changes must be approved by the membership of the association.
 - (c) Re-evaluate the status of accredited members as necessary.
 - (d) Exercise such other incidental powers as are reasonable and necessary to carry out the functions of the Board of Commissioners.
- (4) The members of the Accreditation Commission shall be elected by the General Assembly.
- (5) A member of the Accreditation Commission cannot participate in the accreditation process of the organization he/she represents.
- (6) The Accreditation Commission shall be composed of at least five members from the accredited members of the ATHEA and at least one member to represent the general public. Since there are no accredited members at the beginning of ATHEA, the committee will be made up of experienced evaluators from other accrediting bodies.
- (7) Accreditation Commission will develop its own internal procedures, including the election of a Chair and Vice Chair.
- (8) No member of the Accreditation Commission shall serve concurrently on the Board of Directors.
- (9) The Accreditation Commissioners shall be elected to staggered terms of three years.
- (10) All newly elected Commissioners shall take office (a) upon their election by the ATHEA or (b) when appointed by the Accreditation Commissioners to fill a vacant position.
- (11) The Accreditation Commissioners may not serve for more than two full consecutive terms. The time spent in filling a partial term created by removal or vacancy shall not count toward the two-term limitation.

§ 16: The Arbitral Tribunal

- (1) The Arbitral Tribunal decides all internal disputes except those disputes relevant to the Board of Appeal for Accreditation. It is an Arbitral Tribunal (Schlichtungseinrichtung) according to the Law of Association 2002 (Vereinsgesetz 2002) and not an Arbitral Tribunal (Schiedsgericht) according to § 577 of ZPO.
- (2) The Arbitral Tribunal is composed of three full members. It is composed in such a way that one party in the conflict names one member as a referee in written form to the Board of Directors. Within seven days the Board of Directors invites the other party in the conflict to name another member for the Arbitral Tribunal within 14 days. Within seven days the Board of Directors invites the named referees to name a third full member to be the chair of the Arbitral Tribunal. If there is a parity of votes, the decision is made by drawing a lot within those nominated. The members of the Arbitral Tribunal are not to be

a member of any other body of the organization, which is part of the dispute, except the General Assembly.

- (3) The Arbitral Tribunal decides after hearing both parties with all its members present with simple majority vote. It decides in the best of their knowledge and judgment. Its decisions are valid within the Association.

§ 17: Board of Appeal for Accreditation

- (1) The Board for Appeal for Accreditation decides on accreditation issues only. The "Arbitral Tribunal" (§ 16) decides on all other issues.
- (2) An Accredited Member can appeal a suspension or withdrawal of its accreditation within 60 days.
- (3) The accreditation status of the Institutional Member is protected pending final disposition of the appeal process.
- (4) The member is granted the opportunity for a hearing before the Accreditation Commissioners on all material issues in controversy.
- (5) The member receives a written prior notice of the proceedings, the charges levied, and the standards by which the programs are ultimately to be judged.
- (6) An Accredited Member has to file an appeal signed by its Chief Executive Officer.
- (7) An appeal of withdrawal of accreditation must be on the grounds that such a decision was:
 - (a) Arbitrary, capricious, or otherwise in substantial disregard of the Accreditation principles, policies, or procedures; or
 - (b) Not supported by sufficient evidence in the record upon which the Accreditation Commissioners based the withdrawal action.
- (8) The Board of Appeal has no jurisdiction or authority pertaining to the reasonableness of the Accreditation Standards, policies, and procedures.
- (9) The Board of Appeal will not consider any evidence that was not in the record for review by the Accreditation Commissioners.
- (10) The Board of Appeal is composed of five (5) persons, each of whom must be a faculty member or academic administrator of an institution whose ATHEA-accredited institution is in good standing. The appointments are made by the Board of Directors of the ATHEA, who will also appoint the Chair of the Board of Appeal.
- (11) Each member appointed to the Board of Appeal must be experienced with the ATHEA accreditation process.
- (12) The issues at hand may not directly affect an appointee to the Board of Appeal.
- (13) The Board of Appeal is empowered to review, upon notice of appeal by an academic business unit, the withdrawal of accreditation of an Institutional Member.

The Board of Appeal has the authority to:

- (a) Affirm the decision of the Accreditation Commissioners.
- (b) Remand the case to the Accreditation Commissioners with recommendations for further consideration.

§ 18: Voluntary Dissolution of the Association

- (1) The voluntary dissolution of the Association can only be decided by the General Assembly with two thirds of the validly cast votes.
- (2) If the Association has assets, the General Assembly has to decide about the closing procedure. It has to appoint a liquidator and make a decision about what has to happen with the remaining assets after covering its debt. The assets of the Organization shall be given, as far as possible and permissible to an organization with a purpose identical or similar to that of the organization, or a non-profit project in the area of higher education.

§ 19: Year of the Association – Fiscal Year

The fiscal year of the Organization shall begin the first day of July of each year and end on the thirtieth day of June next year.