
Articles of Association



EUROPEAN AGENCY
for Special Needs and Inclusive Education

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European Agency for Special Needs and Inclusive Education



CONTENTS

Preface	3
Article 1	4
<i>Name and Domicile</i>	4
Article 2	4
<i>Objectives</i>	4
Article 3	5
<i>Membership and Funding</i>	5
Article 4	5
<i>Liability</i>	5
Article 5	5
<i>The Representative Board</i>	5
Article 6	6
<i>The Management Board</i>	6
Article 7	7
<i>The Chair</i>	7
Article 8	7
<i>Board Procedure</i>	7
Article 9	8
<i>The Director</i>	8
Article 10	8
<i>National Co-ordinators</i>	8
Article 11	9
<i>Executive Powers</i>	9
Article 12	9
<i>Bookkeeping and Auditing</i>	9
Article 13	10
<i>Dissolution</i>	10
Article 14	10
<i>Amendments of the Articles of Association</i>	10
ANNEX 1	11
Membership Fees	11



Preface

The European Agency for Special Needs and Inclusive Education was established in 1996 as an initiative of the Danish Government, endorsed by the member states' Education Ministers.

The establishment of the Agency took place at the end of the European Commission's Helios II programme and reflected the need for a permanent and systematic structure for European collaboration in the field of special needs and inclusive education.

In 1999, following a three-year trial period funded by the Danish education authorities, the Agency was transferred to the member states. This formally established the Agency as a European organisation with the mandate to act as its member states' platform for collaboration in the field of special needs and inclusive education.

The Agency's original name was European Agency for Development in Special Needs Education. The current name – European Agency for Special Needs and Inclusive Education – formally came into effect as of 1 January 2014 to better reflect the Agency's current and future activities.



Article 1

Name and Domicile

The name of the organisation is the European Agency for Special Needs and Inclusive Education.

The Agency is an independent, self-governing, non-profit European organisation established by the Ministries of Education in its member countries to act as a platform for collaboration in the field of special needs and inclusive education.

The Agency is currently domiciled in the municipality of Odense, Denmark, and is governed according to Danish Law.

Article 2

Objectives

The Agency aims to improve educational policy and practice for learners with special needs. This aim takes into account issues such as equal opportunities, accessibility, inclusive education and the promotion of quality of education, whilst recognising the differences in countries' policies, practice and contexts.

The Agency acts as the key European level organisation that provides different types of real-time and virtual opportunities for exchanging knowledge and understanding in the field of special needs education.

This includes:

- Providing opportunities for effective exchange of information and experience among, as well as within, member countries;

- Ensuring a reliable reflection of the reality of special needs education across Europe with information that can be related to individual countries' national contexts;

- The identification of key factors and contexts that hinder or support positive experiences;

- The provision of information outputs, activities and events at the European level.

The Agency actively maintains co-operative and mutually beneficial relationships with other key European and international bodies in the field of education with particular emphasis on special needs education.

The main target groups of the Agency are the policy makers, experts and professionals who influence policy and practice in special needs education.



Article 3

Membership and Funding

The Agency is an equitable association of European countries.

Other European countries may be granted the status of observers for one year or be admitted as members of the Agency.

Only member and observer countries can attend the Agency's formal meetings whilst other countries may attend some of its thematic meetings and information dissemination events by invitation.

Member countries must pay an annual membership fee by 15 February. This fee is calculated on the basis of a formula based on population bands (see Annex 1).

Complementary to this, the Agency should make an active effort to encourage the EU Institutions (European Commission and European Parliament) to provide funding in support of the Agency's general functioning and specific activities.

The Danish authorities make secretariat facilities available on favourable conditions.

Liquid assets not necessary for the day-to-day operations of the Agency may be placed as deposits in banks in any country within the European Union.

Accession or resignation as a member of the Agency requires an official notification from the Ministry of Education for the country in question. In a case of resignation, notification must be given to the Agency no later than 1 October the year before the resignation comes into effect.

Article 4

Liability

The Agency is only liable for the assets of the institution at any specific time.

Member countries, Board members, the Chair and the Director shall not be liable for debts incurred by the Agency.

Article 5

The Representative Board

The Representative Board is the Agency's highest authority and its governing body.

The Representative Board is comprised of a representative from each of the member countries appointed by its Ministry of Education. The Representative Board may however decide that a member country is entitled to two or more representatives without affecting the one country one vote formula.

The Representative Board is responsible for strategic decision-making relating to the Agency's work: its overall policy guidelines, mission, objectives, values, membership and



thematic work areas. The Representative Board advises on and approves budget allocations and financial statements.

The member country is responsible for the expenses related to the activities of its Representative Board member who will need a budget for communication, travel and information dissemination.

Article 6

The Management Board

The Management Board is elected by the Representative Board from amongst its members. The Management Board is comprised of five members in addition to the Agency Chair.

The election takes place at the last meeting of the Representative Board in an election period. A new election period commences on the following 1 January and runs for a period of 3 years. Members of the Management Board can be re-elected, but there must be a gap of at least one year before re-election is possible.

The election to the Management Board is personal. Therefore, if a member of the Management Board for any reason whatsoever no longer upholds his or her appointment to the Representative Board, a re-election to the vacant seat on the Management Board has to take place in order to choose a new member for the remaining election period.

Voting at the election to the Management Board shall be in writing. The maximum number of votes that each country can cast corresponds to the number of vacancies. A country can use all of its votes or only some of them. A country can only give one vote per candidate. In the event of a tie between two or more candidates, a re-election between these candidates has to be called. In the event of a tie after the re-election, the decision is reached by the drawing of lots.

The Management Board has overall responsibility for the on-going work of the Agency. That includes consultation and discussion with all parties in the Agency and ensuring that the work of all the Agency bodies is effective and efficient.

The Management Board ensures that the Agency's activities are pursued in conformity with the directives laid down by the Representative Board and in accordance with the Articles. It ensures that the Director conducts the day-to-day management in a manner deemed to be satisfactory and that the activities of the Agency are in harmony with the Agency policy guidelines, mission, objectives and values.

The Management Board is delegated to make detailed decisions relating to a number of agreed tasks set out by the Representative Board.

The Management Board is responsible for working with the Director to ensure that strategic plans and decisions are implemented in an efficient and effective way.

The Management Board discusses with and advises the Director regarding the preparation of the annual work programme and the selection of new priority themes and projects for discussion and approval by the Representative Board. The Management Board discusses



the outcome of the work programme and projects with the Director and advises on strategies for the most effective dissemination of all Agency reports and publications.

The Management Board discusses with and advises the Director regarding the preparation of the budgets, accounts and the annual report for presentation to and approval by the Representative Board. The management of the budget by the Director is monitored by the Management Board and the Management Board signs the annual accounts following discussion and approval by the Representative Board.

Travel expenses and other expenditures incurred by board members in their capacity as members of the Management Board are defrayed by the Agency.

Article 7

The Chair

The Chair is appointed by the Management Board after detailed consultation with all members of the Representative Board. S/he must be a person of knowledge, distinction and high professionalism in the field of education.

The Chair is appointed for 3 calendar years. S/he can be re-appointed. The appointment of the Chair can only be terminated during the appointment period by decision of the Management Board.

The Chair acts as Chair of the Representative Board and the Management Board. S/he ensures the smooth functioning of meetings and makes sure that minutes are properly recorded.

The Management Board may request the Chair to act on its behalf in negotiations and in the development of working relationships with the member countries, the European Commission and the European Parliament and other high-level bodies. The Management Board may also require the Chair to negotiate with country representatives, including Ministries, and to deal with all matters of extraordinary nature or of major importance.

The Chair receives approved remuneration from the Agency for his/her functions and activities as Chair.

Article 8

Board Procedure

The Representative Board and the Management Board determine their own rules of procedure. In the absence of the Chair, the Board elects a member of the Board to chair the meeting.

The Management Board must be convened at the initiative of the Chair or at the request of a minimum of three of its members. The Representative Board must be convened at the initiative of the Chair or at the request of a majority of its members. The Representative Board must convene at least twice annually and the Management Board convenes as and when appropriate. Advance notice of meetings shall be in writing and within at least one month.



Management Board members cannot be substituted. Representative Board members can be substituted if they inform the Agency in writing, ahead of the meeting, clearly identifying who will act as their substitute for a particular meeting.

A majority of the members of the Board must be present to form a quorum. Resolutions are adopted by the vote of a majority. In the event of a tie, the vote of the Chair is decisive.

Minutes of the meetings of the Board must be recorded.

Article 9

The Director

The Director is appointed by the Management Board after detailed consultation with all members of the Representative Board. S/he must be a person with a broad knowledge of education with specific reference to special needs education. Specific management experience within the international domain is of major importance.

The salary and terms of employment of the Director are negotiated with and decided by the Management Board.

The Director is responsible for the overall management and day-to-day operation of the Agency in accordance with the directives laid down by the Management Board and Representative Board.

This includes preparation of the budget for discussion in the Management Board and approval by the Representative Board and effective and efficient management and use of the budget, including staffing and material resources.

The Director appoints the staff and is responsible for the development of the Agency's staffing structure. The Director is responsible for all working procedures and ensuring the effective functioning of the Agency, including the development and maintenance of supportive working relationships with the member countries and their national networks.

Further details regarding the duties and liabilities of the Director have to be specified in the Director's contract of employment.

The Director shall be empowered to act and to make legal transactions on behalf of the Agency in order to ensure its proper functioning.

Article 10

National Co-ordinators

Each member country should nominate a National Co-ordinator to act as its national expert practitioner in the Agency's work. The National Co-ordinator should be appointed by the Ministry or the Representative Board member acting on behalf of the Ministry and be accountable directly to the Representative Board member. National Co-ordinators can be substituted if the Ministry or the Representative Board member informs the Agency in writing, ahead of the meeting, clearly identifying who will act as the substitute.



National Co-ordinators are appointed to fulfil the role of co-ordinating the flow of accurate information to and from the Agency and for managing effective national networks of experts. They are responsible for ensuring that information outputs from the Agency are processed and disseminated effectively within their national contexts.

It is essential that the member countries allocate sufficient time and resources to enable their National Co-ordinator to prepare for and participate in 3-4 general Agency meetings per year, as well as an appropriate number of thematic work meetings and exchange programmes.

The member country is responsible for the expenses related to the activities of its National Co-ordinator who will need, at a minimum, a budget for communication, travel and information dissemination.

Countries may choose to organise the work of the National Co-ordinator in other ways than by nominating one person, provided that the tasks are carried out in accordance with the above guidelines.

Article 11

Executive Powers

Executive powers shall be exercised either jointly by the Chair and the Director, or jointly by all members of the Management Board.

Matters regarding purchase, sale, mortgaging and other transactions of real estate require the signatures of not less than two-thirds of the members of the Management Board.

Article 12

Bookkeeping and Auditing

The accounting year of the Agency is the calendar year.

The Director is responsible for the compilation of the annual balance sheet and the profit and loss account of the Agency. The Agency's accounts must be audited by a certified auditor from an international auditing company, approved by the Management Board.

The auditors' accounts must be submitted to the Management Board for approval no later than three months after the expiry of the accounting year. The audited and approved accounts must be forwarded to the member countries after approval by the Management Board for final approval at the next bi-annual meeting of the Representative Board.

The Director must prepare a budget in co-operation with the Chair and the auditor. The budget must be submitted for the approval of the Management Board no later than two months prior to the commencement of a new accounting year, after which the budget is presented for final approval at the next bi-annual meeting of the Representative Board before the expiry of the year.

The assets of the Agency can only be used in order to fulfil the objectives of the Agency and no assets of the Agency can be used for other objectives.



Article 13

Dissolution

To dissolve the Agency, a unanimous resolution of the Representative Board must be adopted.

In the event of the dissolution, the Representative Board and the Management Board in office shall be obligated to fulfil their functions until the accounts of the assets and liabilities of the Agency have been completed in compliance with valid rules and regulations.

After expenses incurred in accordance with the dissolution have been paid and assets belonging to third parties have been returned, the remaining assets shall be distributed to the membership countries in accordance with each membership country's contribution to the Agency at the time of dissolution.

Article 14

Amendments of the Articles of Association

Amendments to these Articles of Association shall be approved by a two-thirds majority of the Representative Board.

Zurich, 26 April 2018

On behalf of the Representative Board

Ana Magraner
Chair of the Representative Board



ANNEX 1

Membership Fees

Membership fees are calculated on the basis of the following formula based on population bands dividing member countries into five groups:

Group	Year 2021 onwards
Group 1 (up to 3 million inhabitants)	EUR 18,865
Group 2 (more than 3 million and up to 8 million inhabitants)	EUR 37,730
Group 3 (more than 8 million and up to 21 million inhabitants)	EUR 56,595
Group 4 (more than 21 million and up to 50 million inhabitants)	EUR 75,460
Group 5 (more than 50 million inhabitants)	EUR 94,336

If a country's population increases or decreases so that it falls outside its current population band and the population figure remains outside the population band for three consecutive years, the country will be transferred to the relevant population band and its membership fee will be adjusted accordingly.

