

# European Agency for Special Needs and Inclusive Education



Articles of Association





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**EUROPEAN AGENCY**  
for Special Needs and Inclusive Education

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# Articles of Association

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## **ARTICLES OF ASSOCIATION**

### **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 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**

#### ***Privileges and Immunities***

The Agency and its Staff shall enjoy such privileges and immunities, depending on individual countries' approval, as are necessary to ensure the efficient performance of their tasks, under the conditions laid down in the Protocol that is annexed to these Articles of Association and which forms an integral part thereof.

### **Article 3**

#### ***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 up to date 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;

Development and sale of know-how on market terms to third parties within the field.

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 4**

### ***Membership and Funding***

The Agency is an equitable association of member states of the European Union as well as Iceland, Norway and Switzerland.

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 5**

### ***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 6**

### ***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 7**

### ***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 January 1st 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 8**

### ***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 9**

### ***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 10**

### ***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 11**

### ***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 12**

### ***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 13**

### ***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 14**

##### ***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 15**

##### ***Amendments of the Articles of Association***

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

\*\*\*\*\*

Berlin, 5 November 2014

On behalf of the Representative Board

Per Ch Gunnvall  
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:

| <b>Group</b>                                                       | <b>Year 2008 onwards</b> |
|--------------------------------------------------------------------|--------------------------|
| Group 1<br>(up to 3 million inhabitants)                           | EUR 15,590               |
| Group 2<br>(more than 3 million and up to 8 million inhabitants)   | EUR 31,182               |
| Group 3<br>(more than 8 million and up to 21 million inhabitants)  | EUR 46,773               |
| Group 4<br>(more than 21 million and up to 50 million inhabitants) | EUR 62,363               |
| Group 5<br>(more than 50 million inhabitants)                      | EUR 77,964               |

If the population in a country increases or decreases in relation to the country band group that it currently belongs to and the figure remains higher or lower for three consecutive years, the country will be transferred to another population band group according to updated population figures, and the membership fee of the country will be adjusted accordingly.



## ANNEX 2

### **Protocol on the Privileges and Immunities of the European Agency for Special Needs and Inclusive Education**

The European Agency for Special Needs and Inclusive Education established in 1996,  
Desiring to define the privileges and immunities necessary to ensure the operations  
of the Agency,

Have agreed on the following provisions:

#### **Chapter 1**

#### ***Arrangements for the Agency***

##### *Article 1*

1. The premises of the Agency shall be inviolable.
2. The archives of the Agency shall be inviolable.

##### *Article 2*

1. Without prejudice to national provisions safeguarding the artistic and cultural heritage of Contracting States, goods imported or exported by the Agency and strictly necessary for the exercise of its official activities shall be exempt from any turnover tax, customs duties and other taxes or charges, and from all prohibitions and restrictions on import or export.
2. The circulation of publications and other information material sent by or to the Agency in the course of its official activities shall not be restricted in any way.
3. For its official communications and the transmission of all its documents, the Agency shall enjoy in the territory of each Contracting State the treatment accorded by that State to international organisations. Official correspondence of the Agency shall not be subject to censorship.

##### *Article 3*

1. Within the scope of its official activities, the Agency, its assets, income and other property shall be exempt from all direct taxes.
2. When the Agency undertakes substantial purchases which are strictly necessary for the exercise of its official activities, the price of which includes indirect taxes or sales taxes, the Contracting States shall, whenever possible, take the appropriate measures to remit or refund the amount of such taxes.



3. No exemption shall be accorded in respect of taxes and dues which amount merely to charges for public utility services.

#### *Article 4*

The Agency may receive and hold any kind of funds, currency, cash or securities; subject to national provisions on exchange control, it may dispose of them freely in the exercise of its official activities and hold accounts in any currency to the extent required to meet its obligations.

### **Chapter 2**

#### ***Arrangements concerning the Chair and the Staff of the Agency***

#### *Article 5*

The Chair and the Staff taking part in the meetings of the Agency, in the course of performing their duties and while they are travelling to and from places of meetings, shall enjoy the following privileges and immunities:

- a) immunity from personal arrest or detention and from seizure of the personal luggage, except when found in the act of committing an offence;
- b) immunity from legal proceedings, even after the termination of their mission, in respect of acts performed by them in their official capacity and within the limits of their functions, including their words spoken and written;
- c) inviolability for official papers and documents;
- d) all the customary administrative facilities, particularly with regard to travel or stay.

#### *Article 6*

The Chair and Staff shall:

- a) be accorded the same privileges in respect of currency or exchange regulations as are customarily accorded to the staff of international organisations;
- b) have the right to import free of duty their furniture, effects and a vehicle for their personal use at the time of first taking up their post in the State concerned for a period of one year or more and the right to re-export free of duty their furniture, personal effects and vehicle for their personal use on termination of their duties in that State, subject in either case to the conditions and restrictions imposed by the national law of the State in which this right is exercised.





### *Article 7*

The scheme of social security benefits for the Chair and Staff shall be set out in the regulations for the Chair and the Staff and other regulations.

If provision is not made for such benefits, the persons referred to in the preceding paragraph may opt for the scheme either under the law of the Contracting State where they perform their duties or under the law of the Contracting State where they are nationals.

### *Article 8*

1. The Chair and the Staff of the Agency shall be liable to a tax for the benefit of the Agency on salaries, wages and emoluments paid by the Agency. From the date on which this tax is applied, such salaries, wages and emoluments shall be exempt from national income tax; but the Contracting States shall retain the right to take these salaries, wages and emoluments into account for the purpose of assessing the amount of taxation to be applied to income from other sources.

2. The provisions in paragraph 1 shall not apply to pensions and annuities paid by the Agency to former Chairs or members of Staff.

3. In the application of income tax, wealth tax and death duties and in the application of conventions on the avoidance of double taxation concluded between Contracting States, the Chair and Staff of the Agency who, solely by reason of the performance of their duties in the service of the Agency, establish their residence in the territory of a Contracting State other than their country of domicile for tax purposes at the time of entering the service of the Agency, shall be considered, both in the country of their actual residence and in their country of domicile for tax purposes, as having maintained their domicile in the latter country provided that it is a Contracting State. This provision shall also apply to a spouse to the extent that the latter is not separately engaged in a gainful occupation, and to the children dependent on and in the care of the persons referred to in this Article.

### *Article 9*

The regulations for the Chair and the Staff shall determine the categories of persons among the Staff to whom the provisions of Articles 5-8 shall apply.



## **Chapter 3**

### **General provisions**

#### *Article 10*

1. Privileges, immunities and facilities under this Protocol shall be accorded solely in the interest of the Contracting States or of the Agency and not for the personal advantage of the beneficiaries.
2. The competent authorities have not only the right but also the duty to waive an immunity when such immunity impedes the course of justice and when it is possible to dispense with the immunity without jeopardising the purposes for which it is accorded.

#### *Article 11*

This Protocol shall in no way affect the right of each Contracting State to take all precautionary measures necessary in the interests of its security.

#### *Article 12*

No Contracting State is obliged to accord the privileges and immunities referred to in Article 5 and 6 to its own nationals and permanent residents.

#### *Article 13*

Without prejudice to the provisions of Article 6 (b), no exemption shall be accorded in respect of goods for the personal benefit of the Chair and the Staff of the Agency. Goods imported or acquired under this Protocol shall not be sold, given away or hired out except under the conditions laid down by the Governments of the States which have granted exemptions.

#### *Article 14*

The name, position and address of the persons benefiting from the provisions of Articles 5-8 and the arrangements for them shall be communicated from time to time to the Governments of the Contracting States.

#### *Article 15*

Supplementary agreements may be concluded between the Agency and one or more Contracting States for the purpose of implementing and applying this Protocol.



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### *Article 16*

According to its Articles of Association, the Agency is allowed to develop and sell know-how on market terms to third parties within the field. If the Agency undertakes such assignments on market terms and this is achieved in competition with others, then any fee set by the Agency must be regulated taking into account any savings that the Agency may benefit from according to this protocol.

### *Article 17*

This Protocol is adopted by the Representative Board in accordance with Article 14 of the Articles of Association (new Article 15 after revision of the Articles of Association on 13 March, 2010) and shall form an integral part thereof, see Article 2 of the Articles of Association. The implementation of the Protocol in each individual Contracting State is dependent upon the approval of the Protocol by that State in accordance with national procedures.

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Madrid, 13 March 2010

On behalf of the Representative Board,

Jørgen Greve  
Chair of the Representative Board



