



UNIVERSITAT POLITÈCNICA
DE CATALUNYA
BARCELONATECH

Participació de la UPC en l'Associació “Unite! eingetragener Verein” (“Unite! e.V.”)

Acord CS/2025/03/11, de 24 de febrer de 2025, del Consell Social, pel qual s'aprova la participació de la UPC a l'Associació “Unite! eingetragener Verein” (“Unite! e.V.”)

Gerent

- Document amb l'informe favorable de la Comissió d'Economia i Infraestructures el 06/02/2025
- Document aprovat pel Consell de Govern de 19/02/2025
- Document aprovat per la Comissió Econòmica del Consell Social de 21/02/2024

ACORD DEL CONSELL SOCIAL PEL QUAL S'APROVA LA PARTICIPACIÓ DE LA UPC EN L'ASSOCIACIÓ "UNITE! EINGETRAGENER VEREIN" ("UNITE! E.V.")

ANTECEDENTS

PRIMER – La UPC és una de les nou universitats europees que forma part de "Unite!, *University Network for Innovation, Technology and Engineering*" (d'ara endavant, "Unite!"), una aliança d'universitats tecnològiques amb el suport de la Comissió Europea per impulsar la construcció del futur Espai Europeu d'Educació Superior amb el finançament dels programes "Erasmus+" i "H2020". Des de Unite!, totes les universitats membres treballen per dissenyar i consolidar un nou model d'universitat europea que ofereix una educació i recerca d'excel·lència enfocada en els grans reptes socials i tecnològics actuals. Unite! connecta diferents regions europees des d'una perspectiva acadèmica i investigadora que afavoreix la intensificació de la innovació i la transferència del coneixement en un marc multicultural i multilingüe, digital i verd.

SEGON – Dins el marc de l'aliança Unite!, s'observa la necessitat de disposar d'un instrument que permeti consolidar aquesta col·laboració. Per això es planteja la constitució de l'associació "Unite! eingetragener Verein" ("Unite! e.V."), sense ànim de lucre, amb domicili a Darmstadt, Karolinenplatz 5, 64289 Darmstadt, Alemanya.

Aquesta associació tindria com a objectius: l'avenç de la ciència i la investigació i donar suport a la implementació d'activitats en educació, recerca i innovació entre els membres de l'associació. Això s'assoliria mitjançant les següents mesures: donant suport a les oportunitats innovadores d'ensenyament i aprenentatge (educació); donant suport a la construcció d'un campus transeuropeu entre els membres de l'associació, habilitant estructures que fomentin l'educació, la recerca i la innovació i permetent iniciatives i projectes entre els socis en educació, recerca i innovació.

TERCER – La UPC, com la resta d'universitats que formen part de Unite!, formaria part de l'associació com a socia fundadora. Un cop constituïda l'associació s'establirà, mitjançant acord de l'assemblea general, els imports que corresponen en concepte de quotes de socis. Anualment es retrà compte al Consell Social i al Consell de Govern de l'activitat de l'associació.

FONAMENTS DE DRET

L'article 46 dels Estatuts de la UPC, aprovats per Acord de Govern 43/2012, de 29 de maig, preveu que l'aprovació, la modificació i l'extinció de la participació de la UPC en les entitats vinculades requereix, l'aprovació, a proposta del rector, del Consell de Govern i del Consell Social.

La Llei 1/2003, de 19 de febrer, d'universitats de Catalunya, al seu article 88 apartat e) estableix que el Consell Social haurà d'aprovar la constitució, la modificació i l'extinció d'entitats jurídiques per a la promoció i el desenvolupament de les finalitats de la universitat, i aprovar la participació de la universitat en altres entitats.

En virtut del que precedeix, a proposta del rector, el Consell Social de la UPC

ACORDA

Primer.- Aprovar la participació de la UPC en Associació “Unite! eingetragener Verein” (Unite! e.V.), d’acord amb els antecedents abans esmentats i els estatuts que s’adjunten com Annex.

Segon.- Autoritzar el rector de la Universitat Politècnica de Catalunya perquè, en nom i representació de la Universitat, dugui a terme els actes següents:

1. Les actuacions davant de qualsevol autoritat, organisme o entitat, ja sigui públic o privat, que siguin necessàries per a la formalització de l’acord anterior i els compromisos que se’n derivin, l’elevació a públic de l’acord esmentat i la inscripció en els registres pertinents, si escau.
2. L’aprovació de les modificacions no substancials que es poguessin introduir en els Estatuts de l’Associació.
3. La designació i el nomenament, si escau, dels representants de la UPC en els diferents òrgans de l’Associació, així com de les persones que hagin d’actuar en qualitat de substituïts en les reunions dels òrgans socials.
4. La formalització davant notari, si escau, dels presents acords i dels compromisos actuals i futurs que se’n derivin, perquè si cal, d’acord amb la finalitat que es persegueix, el notari rectifiqui els defectes o les omissions que s’hi hagin pogut advertir.

Tercer.- Acceptar els Estatuts de l’Associació Unite! e.V., que s’annexen a aquest Acord (*Annex 1*).

Barcelona, 24 de febrer de 2025

ANNEX 1

Statutes of Unite! e.V.

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§ 1 Name, seat, fiscal year and working language

1.1 The association has the name "Unite! e.V.". The acronym "Unite!" stands for "University Network for Innovation, Technology, and Engineering". It shall be entered – in accordance with the regulations of the BGB (German Civil Code) – in the register of associations ("Vereinsregister") in Darmstadt, Germany.

1.2 Unite! e.V. has its domicile in Darmstadt, Karolinenplatz 5, 64289 Darmstadt, Germany.

1.3 The fiscal year is the calendar year.

1.4 By common accord, British English is to be used as the working language for all communications between the members. The documents for the legally mandatory administration documents such the annual financial reports for the German authorities need to be in German. They will be translated into German after the English version has been approved by the responsible body.

§ 2 Purpose

2.1 The purpose of Unite! e.V. is the advancement of science and research according to §52 Abs 2 Nr. 1 AO.

2.2 The purpose of Unite! e.V. is to support the implementation of activities in education, research and innovation among the Unite! e.V. members.

The purpose will be achieved by

- supporting innovative teaching and learning opportunities (*education*),
- supporting building a trans-European campus among the Unite! e.V. members (*structures and programmes*),
- enabling structures that foster education, research and innovation among the Unite! e.V. members,
- enabling bottom-up initiatives and projects among the Unite! e.V. partners in education, research and innovation

2.3 Unite! e.V. supports the implementation of the decisions taken by its members through the Unite! e.V. Governing Platform (General Meeting) and does not possess decision making power by itself.

2.4 Economical profit for the members of Unite! e.V. is not its purpose.

§ 3 Non-profit status

3.1 Unite! e.V. pursues charitable purposes exclusively and directly within the meaning of the section "tax-privileged purposes" of the German tax code (§ 52 Abs. 2 Nr. 1 AO), namely by promoting the advancement of science and research.

3.2 Unite! e.V. does not pursue its own economic benefit.

3.3 Unite! e.V.'s funds shall only be used for purposes in accordance with the statutes of Unite! e.V. Members shall not receive any profits from the Unite! e.V.'s funds. All expenses must serve Unite! e.V.'s purpose and must be proportionate.

§ 4 Acquisition of membership

4.1 The founding members of Unite! e.V. are, as of the date of the original drafting of these statutes:

- Technische Universität Darmstadt, Karolinenplatz 5, 64289 Darmstadt, Germany
- Aalto University Foundation sr (Aalto-korkeakoulusäätiö sr), PL 11000 (Otakaari 1B), 00076 AALTO, Finland
- Grenoble INP-UGA, Institut d'ingénierie et de management, 46 avenue Félix Viallet, 38031 Grenoble Cedex 1, France
- Kungliga Tekniska högskolan, 100 44 Stockholm, Sweden
- Politecnico di Torino, Corso Duca degli Abruzzi 24, 10129 Torino, Italy
- Universidade de Lisboa, Alameda da Universidade, 1649-004 Lisboa, Portugal
- Universitat Politècnica de Catalunya · BarcelonaTech, Jordi Girona, 31, 08034 Barcelona, Spain
- Politechnika Wrocławska, wyb. Stanisława Wyspiańskiego 27, 50-370 Wrocław, Poland
- Technische Universität Graz, Rechbauerstraße 12, 8010 Graz, Austria

For future reference in official documents, these members will be stated by their official English name or official acronym:

Technical University of Darmstadt	TUDa
Aalto University	Aalto
Graz University of Technology	TU Graz
Grenoble INP graduate school of engineering and management, University Grenoble Alpes	Grenoble INP- GA
KTH Royal Institute of Technology	KTH
Politecnico Di Torino	PoliTO
Universidade de Lisboa	ULisboa
Universitat Politècnica de Catalunya · BarcelonaTech	UPC
Wrocław University of Science and Technology	Wroclaw Tech

The members are represented according to their local rules of representation by the rectors and presidents.

4.2 The admission of new members into Unite! e.V. shall be conducted through a procedure with standards to be decided upon by the Unite! e.V. Governing Platform (ref. § 9). In any case, the admission shall be decided by unanimous vote, with each member possessing one vote.

4.3 Each applicant institution, upon decision of the Unite! e.V. Governing Platform, may be placed under probationary status which is to be further defined by the Unite! e.V. Governing Platform. If a probationary period is set for the applicant institution, a review and decision on admission as a full member will be made by the Unite! e.V. Governing Platform, with a unanimous decision at the end of the probationary period.

§ 5 Termination of membership

The membership to Unite! e.V. can be terminated by withdrawal or by exclusion.

5.1 Withdrawal

Member institutions may resign of their own volition but must give notice to the Unite! e.V. Governing Platform of their intent of resignation through a letter to the Unite! e.V. Governing Platform. The resignation shall be effective as from the reception date by the Unite! e.V.

- Once the notice of resignation is submitted, the withdrawal process of the resigning member shall be initiated. If the resigning institution is the institution of the Unite! e.V. President, the Unite! e.V. Governing Platform shall elect a new Unite! e.V. President in an extraordinary Unite! e.V. Governing Platform meeting. The withdrawal process shall ensure that all activities of the resigning institution in Unite! e.V. end so that no legal obligations are breached.
- The resignation affects only the membership in Unite! e.V. Other pre-existing agreements of the resigning member with the remaining Unite! e.V. members shall not be directly affected by the withdrawal from Unite! e.V.
- The termination of membership shall result in termination of access to all Unite! resources as financed or owned by Unite! e.V. The member shall pay the full membership fees as long as the time of membership is active.

5.2 Exclusion

Members may only be excluded by suspension of membership or expulsion.

- Suspension of membership shall be defined as a period during which the member in question receives the same restrictions as received during probationary status. In addition, the Unite! e.V. Governing Platform must decide whether the suspended member is allowed to send officers and representatives to the bodies mentioned in these statutes. The process to suspend shall include a motion by the President of Unite! e.V. to recommend suspension of a member. It must then be subject to approval by unanimous vote of the remaining full members of the Unite! e.V. Governing Platform.
- Expulsion shall be defined as a process in which the subject member is no longer a member of Unite! e.V. and loses all privileges associated with the membership. The process to expel shall include a motion by the President of Unite! e.V. to recommend expulsion of a member. It must then be subject to approval by unanimous vote of the remaining full members of the Unite! e.V. Governing Platform.
- Other pre-existing agreements of the excluded member with the remaining Unite! e.V. members are not directly affected by the suspension or expulsion from Unite! e.V.
- Current collaborative activities for students, faculty and staff must not be jeopardized.
- The time of the suspension and the date of the expulsion shall be determined by the remaining Unite! e.V. members. Expulsion cannot be applied retroactively.
- The termination of membership shall result in termination of access to all Unite! resources as financed or owned by Unite! e.V.

The member shall pay the full membership fee for as long as the membership is active.

§ 6 Membership fees and other resources of the Unite! e.V.

6.1 Membership fees

Annual membership fees shall be charged to the members. The amount of the fees and the due date shall be decided unanimously by the Unite! e.V. Governing Platform. By approval of the Unite! e.V. Governing Platform, members shall be exempt from payment of annual dues and apportionments upon provision of just cause.

6.2 Other resources of Unite! e.V.

Other resources of Unite! e.V. can additionally cover (i) donations or contributions received; (ii) grants, subsidies, bequests or inheritances legally received from members or third parties, including public administrations; (iii) income obtained through economic activities; and (iv) any other legal resource.

6.3 Any decisions that create new financial liabilities for members are only valid if they are adopted unanimously by the Unite! e.V. Governing Platform (ref. § 9). In the same way, decisions in which both Unite! e.V. and individual partners will become beneficiaries of a joint budget must be made unanimously by the Unite! e.V. Governing Platform. Decisions on the spending of existing budget funds that do not create new financial liabilities for members since they are covered by existing budgetary provisions do not have to be adopted unanimously and fall under the general voting and quorum rules of the Unite! e.V. Governing Platform (ref. § 9.7).

§ 7 Rights and duties

7.1 Subject to the proper and timely fulfilment of their financial obligations towards Unite! e.V., members shall have the following rights:

- attributed to them by the statutes; and/or
- attributed to them through the decisions taken by the bodies of Unite! e.V. in accordance with the statutes of Unite! e.V.

7.2 Each member shall be obliged to comply with the statutes. All members are obliged to mutual consideration.

7.3 If the Unite! e.V. President requires information for the Unite! e.V. financial report or other documents e.g. for proposals, the members will provide the required information as soon as possible.

7.4. Unite! e.V. members are free to arrange activities beyond the specific activities of Unite! e.V. by using resources other than the resources of Unite! e.V. (ref. § 6).

§ 8 Bodies

The bodies of Unite! e.V. are

- Unite! e.V. Governing Platform (General Meeting) (§9)
- Unite! e.V. Executive Board (§10)
- Unite! e.V. Steering Committee (§11)
- Unite! e.V. Secretary General (§12)
- Unite! e.V. Academic Forum (§13)

Additional advisory bodies can be established by decision of the Unite! e.V. Governing Platform.

§ 9 Unite! e.V. Governing Platform (General Meeting)

9.1 The Unite! e.V. Government Platform (General Meeting) shall be composed of all Unite! e.V. members represented by their active presidents and rectors, chaired by the Unite! e.V. President.

9.2 The Unite! e.V. Governing Platform takes place twice a year. This meeting functions as the equivalent of the required "Mitgliederversammlung" (§ 36 BGB, General Assembly of Members or General Meeting)".

9.3 The Unite! e.V. Governing Platform is the highest decision body of Unite! e.V.

9.4 Extraordinary meetings of the Unite! e.V. Governing Platform shall be held if the Unite! e.V. Governing Platform requires it or if one third of the members request it in writing to the Unite! e.V. President, stating the reasons.

9.5 Convocation of the Unite! e.V. Governing Platform:

- The Unite! e.V. Governing Platform shall be convened by the Unite! e.V. President by e-mail with a notice period of minimum ten working days. The Unite! e.V. President shall set the agenda and the Unite! e.V. Secretary General shall support the Unite! e.V. President in the organisation of the meetings of the Unite! e.V. Governing Platform.

- Decisions are generally passed in face-to-face meetings. Decisions may also be passed by voting in video and audio (virtual) outside of face-to-face meetings, unless mandatory law prescribes a different form. A two-way communication must be ensured and if the members agree to the proceedings in written or text form. A telephone or video conference is also permitted. Personalized access codes must maintain a minimum level of access control and secrecy.

- The following decisions can only be passed in a face-to-face meeting

- a) Amendments to the statutes; or

- b) Liquidation of the association,

- In compliance with mandatory law, a written, oral vote, a vote by circulation or a vote by e-mail, as well as a combination of several decision-making procedures and any other type of decision-making, is also permitted. The prerequisite for a resolution under this paragraph is that all members agree to this negotiation format in written or text form, and all members participate in this decision. The members may give or withhold their consent within ten workdays of notification of the intended form of decision. If they do not give their consent, a resolution is only effective if they have participated in it and have given their consent here.

- Any member of the Unite! e.V. may submit proposals for additions to the agenda. They must be submitted in writing at least ten workdays prior to the meeting to the Unite! e.V. Secretary General who shall discuss these additions with the Unite! e.V. President. The Unite! e.V. President shall announce the addition at the latest at the beginning of the Unite! e.V. Governing Platform meeting.

- The Unite! e.V. Governing Platform shall decide on the requests for additions to the agenda that are communicated only at the beginning of the meeting by simple majority of votes cast.

- Motions to amend the statutes must be communicated with the invitation twenty workdays prior to the Unite! e.V. Governing Platform, stating the exact wording of the paragraph to be amended or rewritten.

9.6 Responsibilities and decisions by the Unite! e.V. Governing Platform:

- The Unite! e.V. Governing Platform shall be chaired by the Unite! e.V. President. At the request of the Unite! e.V. President, one of the two Unite! e.V. Vice Presidents may act as chair in case the Unite! e.V. President cannot be present.
- The Unite! e.V. Secretary General shall be responsible for keeping the minutes of the meeting and the formal recording of all decisions taken. The minutes are signed by the Unite! President and by the Unite! e.V. Secretary General.
- Annual approval of the report and plan of the Unite! e.V. President describing the Unite! e.V. activities. The Unite! e.V. President shall provide a report on what has been done in the last calendar year together with a financial report. The Unite! e.V. President shall provide a plan of activities for the running calendar year including a budget proposal. The Unite! e.V. Governing Platform shall approve the report, plan and budget or set further conditions for final approval.
- Annual receipt of the report of the financial audit of the Unite! Steering Committee (ref. §§ 11 & 13)
- Approval of proposals prepared by the Unite! e.V. President and the Unite! e.V. Secretary General or rejection of them.
- Proposing a list of candidates from its members for the positions of the Unite! e.V. President and two Unite! e.V. Vice Presidents.
- Determination of contributions such as membership fees as well as their due date
- Confirmation of the election of the Unite! e.V. President and Unite! e.V. Vice Presidents taken by the Unite! e.V. Academic Forum (ref. § 14) by a two-third majority of the votes cast.
- Confirmation of the Unite! e.V. General Secretary by a two third majority of the votes cast.
- Decision changes to the statutes incl. amendments to the statutes by a three-quarter majority of the votes cast.
- Decision on the dissolution of Unite! e.V. by a three-quarter majority or a two-thirds majority, if applicable (ref §15.1).
- Decision on the admission, exclusion and suspension of members and on the change of the purpose of Unite! e.V. by unanimous vote (ref. §§ 4, 5).

9.7 Quorum of the Unite! e.V. Governing Platform:

- Any decision of the Unite! e.V. Governing Platform requires at least a simple majority of all Unite! members attending the meeting (§32 BGB).
- The Unite! e.V. Governing Platform shall have a quorum if at least two third of the members are present. In the event of a lack of quorum, the Unite! e.V. President must convene a second Unite! e.V. Governing Platform with the same agenda within due time. This Unite! e.V. Governing Platform shall have a quorum regardless of the number of members present, which must be pointed out in the invitation.
- Certain decisions as specified in 9.6 require more than a simple majority of all Unite! members attending the meeting.
 - Two-third majority is required for confirmation of election of Unite! e.V. president

- three-quarter majority is required for changes to statutes including amendments (§ 33 BGB) and dissolution of Unite! e.V. (§ 41 BGB)
- unanimous vote is required for decisions on membership (ref. § 4), membership fees and other new financial liabilities (ref. § 6), external audits (ref. § 14.3), and to change the purpose of Unite! e.V. by all members (§ 33 BGB); in case of expulsion and suspension (§ 5) only the remaining full members have voting rights.
- All foreseen vote majorities are in relation to members attending the meeting. Abstentions are in all cases considered votes not cast.
- Every member, represented by its rector or president, shall have one vote in the Unite! e.V. Governing Platform.
- The member representative can exercise the right to vote in person or mandate a deputy to vote on their behalf.

§ 10 Unite! e.V. Executive Board

10.1 Composition

- The Unite! e.V. Executive Board (“Vorstand”) in the sense of § 26 BGB (German Civil Code) consists of the Unite! e.V. President and two Unite! e.V. Vice Presidents. The Unite! e.V. President acts as chairperson of the Unite! e.V. Executive Board and represents Unite! e.V. judicially and extra judicially. The Unite! e.V. President and the Unite! e.V. Vice Presidents will be registered in the register of associations (“Vereinsregister”).
- The election of the Unite! e.V. President and Unite! e.V. Vice Presidents taken by the Unite! e.V. Academic Forum is confirmed by the Unite! e.V. Government platform (ref. §§ 9, 13).

10.2 The Unite! e.V. President and the Unite! e.V. Vice Presidents shall serve in an honorary capacity. The Unite! e.V. President and Unite! e.V. Vice Presidents shall be entitled to reimbursement of reasonable expenses incurred.

10.3 Responsibilities of the Unite! e.V. President:

- Conducting the business of Unite! e.V. in accordance with the statutes of Unite! e.V. and the decisions of the Unite! e.V. Governing Platform (§ 36 BGB, General Meeting) (ref. § 9).
- Preparing the annual plan of activities for Unite! e.V. including a budget proposal for approval by the Unite! e.V. Governing Platform
- Preparing an annual report on the activities of the previous calendar year and a financial report for approval by the Unite! e.V. Governing Platform. The Unite! e.V. President must not vote for the approval of the annual report of the previous year (§ 34 BGB, exclusion of voting rights).
- Execution of decisions of the Unite! e.V. Governing Platform
- Assigning and monitoring of activities of Unite! e.V.
- Accounting and preparation of the budget and the annual financial statements
- Preparing decisions on admission, suspension and expulsion of Unite! e.V. members to the Unite! e.V. Governing Platform (ref. §§ 4 & 5).

10.4 The Unite! e.V. President can exercise the right to mandate an extraordinary delegate (§30 BGB) for the administration and management of Unite! e.V. The extraordinary delegate, the Unite! Secretary General (ref. § 13), is appointed as managing director of Unite! e.V.

10.5 Responsibilities of the Unite! e.V. Vice Presidents

- Supporting the Unite! e.V. President in operational leadership for Unite! e.V. (ref. § 10.3)
- At the request of the Unite! e.V. President, a Unite! Vice President may act as deputy on behalf of the Unite! e.V. President for external representation of Unite! e.V.
- At the request of the Unite! e.V. President, a Unite! e.V. Vice President may act as chair of a Unite! e.V. Government Platform meeting (ref. § 9.5).

10.6 The Unite! e.V. Executive Board is the board of operational leadership for Unite! e.V. The Unite! e.V. Executive Board is bound by the decisions of the Unite! e.V. Governing Platform.

10.7 Responsibilities of the Unite! e.V. Executive Board:

- Enabling and overseeing decisions taken by the Unite! e.V. Government platform
- Providing operative and strategic tasks to the Unite! e.V. Steering Committee and the Unite! e.V. Secretary General for implementation

10.8 The Unite! e.V. Executive Board meets four times per calendar year together with the Unite! e.V. Secretary General. Additional meetings on specific topics shall be specified within the Unite! e.V. Executive Board meetings based on necessity. The meeting invitation and agenda will be sent by the Unite! President to the participants by e-mail with notice period of minimum five workdays. The Unite! e.V. President shall set the agenda and the Unite! e.V. Secretary General shall support the Unite! e.V. President in the organisation of the meetings. Meetings are usually organised online via video conference but can also take place in person.

10.9 Quorum

- The Unite! e.V. Executive Board shall have a quorum, if at least one Unite! Vice President and the Unite! e.V. President are present. Decisions are taken by a simple majority vote. Abstentions are considered votes not cast.

10.10 The term of office of the Unite! e.V. President and Unite! e.V. Vice President shall be three calendar years. The term of office is a joint term of office. Should the President or a Vice President leave their position earlier, a successor is elected for the remaining term of office in accordance with the usual procedure.

- The Unite! e.V. Governing Platform shall propose a candidate or a list of candidates from its members for the position of the Unite! President and a list for the two positions of the Unite! e.V. Vice Presidents. To be eligible and to remain in office the Unite! e.V. President and Unite! e.V. Vice Presidents must be concurrently acting presidents or rectors of a Unite! e.V. member.
- The Unite! e.V. Academic Forum shall elect the Unite! e.V. President and Unite! Vice Presidents by simple majority of the votes cast for a term of three years, and the Unite! e.V. Governing Platform shall confirm the decision taken by the Unite! Academic Forum for each of the candidates by two third majority of the votes cast. The Unite! e.V. President and Unite! Vice Presidents must accept the election. The term of office of Unite! e.V. President and Unite! e.V. Vice Presidents begins with the election, but they must remain in office after the expiration of the term until a new election. Re-election is possible. Participation of the candidates in the election meeting of the Unite! e.V. Academic Forum and comments during the debate are possible.

- With the termination of Unite! e.V. membership, also the membership in the board ends. If the Unite! e.V. President or one of the Unite! e.V. Vice Presidents shall resign prematurely, the Unite! e.V. Governing Platform shall propose a new candidate or a list of candidates from its members.

§ 11 Unite! e.V. Steering Committee

11.1 The Unite! e.V. Steering Committee shall be composed of the Key Liaison Officers of the Unite! e.V. members and the Unite! e.V. General Secretary. A Key Liaison Officer is mandated by the rector or president of the respective member. The Key Liaison Officer shall be responsible for managing and implementing the actions of Unite! e.V. at the respective member institution.

11.2 The Unite! e.V. Steering Committee meeting shall be chaired by the Unite! e.V. Secretary General. The Unite! e.V. Secretary General shall be responsible for the preparation of the agenda and materials for the Unite! e.V. Steering Committee. The Unite! e.V. Steering Committee meets on a monthly basis. During the summer break in July and August the Unite! e.V. Steering Committee usually does not convene. The meeting invitation and agenda will be sent by the Unite! Secretary General to the participants by e-mail with notice period of minimum five workdays. Meetings are organised online via video conference or take place in person. Four meetings per year are organised in person.

11.3 The Unite! e.V. Steering Committee shall be responsible for:

- overall coordination and steering of the implementation of Unite! e.V. actions and activities
- strategic advising and preparing topics and decision proposals for the Unite! e.V. Governing Platform
- acting as financial auditor. The Unite! e.V. Steering Committee checks the accounts of Unite! e.V. at least once per fiscal year in terms of factual and accounting aspects (ref. § 14).

11.4 Quorum

- Only Key Liaison Officers shall have voting rights.
- At least a two-third majority of Key Liaison Officers must attend.
- Decisions are taken by a simple majority of votes cast. Abstentions are considered votes not cast.

§ 12 Unite! e.V. Secretary General

12.1 The Unite! e.V. Secretary General shall be responsible for:

- operational management of Unite! e.V., acting as managing director, provided that the Unite! President had given the Secretary General the mandate to do so
- preparing decisions, proposals and materials for the Unite! e.V. Governing Platform on behalf of the Unite! e.V. President and preparing decisions, proposal and materials on behalf of the Chair of the Unite! e.V. Academic Forum.
- monitoring the implementation of decisions by the Unite! e.V. Governing Platform and Unite! e.V. Academic Forum
- chairing and preparing agenda, decision proposals and materials for the Unite! e.V. Steering Committee

- keeping the minutes of the Unite! e.V. Governing Platform and the formal recording of all decisions taken in Unite! e.V.
- signing any needed certifications and keeping the register of associations updated ("Vereinsregister")
- presenting, on behalf of the Unite! e.V. Steering Committee, the finances and the audit report to the Unite! e.V. Governing Platform.

12.2 The Unite! e.V. Secretary General shall be nominated by the Unite! e.V. President, subject to approval by the Unite! e.V. Governing Platform with a two-thirds majority and shall report directly to the Unite! e.V. President.

12.3 To implement the statutes, the Unite! e.V. Secretary General may issue rules of procedure or terms of references for the bodies of Unite! e.V. and rules for the use of the resources of Unite! e.V. Those procedural rules shall be formally adopted by a two thirds majority of the Unite! e.V. Steering Committee.

12.4 The Unite! e.V. Secretary General can exercise the right to delegate tasks of daily business of administration and management, yet the Unite! e.V. Secretary General remains responsible for the results.

§ 13 Unite! e.V. Academic Forum

13.1 The Unite! e.V. Academic Forum shall serve Unite! e.V. by representing other stakeholders within the academic life.

13.2 The Unite! e.V. Academic Forum meets four times per calendar year. Further meetings of working groups on specific topics and ad-hoc task forces shall be specified based on necessity. The meetings are convened by the Chair of the Unite! e.V. Academic Forum by e-mail with a notice period of minimum of five workdays. Meetings are organised online via video conference or take place in person.

13.3 The Unite! e.V. Academic Forum shall be composed of two representatives per member and five student representatives of all members in total. All representatives to the Unite! e.V. Academic Forum are nominated according to the members' internal regulations. The term of office of the Unite! Academic Forum is two years (24 months). Re-nominations are possible.

13.4 The Unite! e.V. Academic Forum is responsible for

- strategic counsel to the Unite! e.V. Government Platform, the Unite! e.V. Executive Board, and the Unite! e.V. Steering Committee on topics in education, research and innovation among the Unite! e.V. members (ref. § 9, 11 & 12).
- counsel and support for implementation tasks of activities within Unite! e.V. as per decisions of the Unite! e.V. Governing Platform.
- electing the Unite! e.V. President and Unite! e.V. Vice-Presidents for a term of three years. The Unite! e.V. President and each Unite! e.V. Vice President are elected independently. The Unite! e.V. President and Unite! e.V. Vice Presidents shall each receive a simple majority of the votes cast to be elected. The Unite! e.V. Governing Platform shall confirm the election taken by the Unite! Academic Forum (ref. § 9).

13.5 Quorum

The Unite! e.V. Academic Forum shall have a quorum if at least two thirds of the representatives are present and two thirds of the members are represented.

Each representative shall have one vote.

Decisions are taken by a simple majority of votes cast. Abstentions are in all cases considered votes not cast.

13.6 Chair of the Unite! e.V. Academic Forum

The Unite! e.V. Academic Forum shall propose a candidate or a list of candidates from its members for the position of the Chair of the Unite! e.V. Academic Forum. To be eligible and to remain in office the candidate must concurrently be a member of the Unite! e.V. Academic Forum.

The Chair of the Unite! e.V. Academic Forum shall be elected by simple majority of the votes cast and for the term of office of the Unite! Academic Forum of two years (24 months). Re-nominations are possible. The Chair of Unite! e.V. Academic Forum must accept the election.

The Chair of the Unite! e.V. Academic Forum is responsible for

- Preparing and chairing the meetings of the Unite! e.V. Academic Forum
- Preparing the election of the Unite! e.V. President and Unite! e.V. Vice-Presidents
- Ensuring the execution of decisions of the Unite! e.V. Academic Forum in line with the responsibilities of the Unite! e.V. Academic Forum (ref. § 13.4)

§ 14 Financial audit and liability

14.1 The Unite! Steering Committee acts as financial auditor (ref. § 12).

14.2 The Unite! Steering Committee must audit the bank accounts of Unite! e.V. at least once in the fiscal year. The Unite! e.V. Secretary General shall present, on behalf of the Unite! e.V. Steering Committee, the finances and audit report to the Unite! e.V. Governing Platform. Upon proof of financial propriety, the Unite! e.V. Secretary General shall ask the Unite! e.V. Governing Platform to declare the tasks completed by the Unite! e.V. President and Unite! e.V. Secretary General, for annual reports and records ("Entlastung").

14.3 Upon decision of the Unite! e.V. Governing Platform, an audit can also be conducted by an independent third external party. In that case, the Unite! e.V. Governing Platform also must decide on the budget for such an external audit.

14.4 Cash money will not be used.

14.5 Unite! e.V. is liable for damages caused to third parties by representatives of the association.

14.6 Unite! e.V. members are liable for any damage they cause intentionally or through gross negligence.

§ 15 Dissolution of Unite! e.V. and accumulation of assets

15.1 Unite! e.V. shall be dissolved upon proposal by a member to the Unite! e.V. Governing Platform, with three additional members required to second this proposal. This proposal shall then be subject

to the approval of the Unite! e.V. Governing Platform, with a three-quarter majority of votes cast for approval. Should Unite! e.V. remain inactive for two consecutive years (24 months), it may be dissolved by a two-third majority vote during an extraordinary meeting of the Unite! e.V. Governing Platform convened for this purpose.

15.2 Once the dissolution is agreed, the Unite! e.V. Governing Platform shall take the appropriate measures regarding the destination of the assets and rights of Unite! e.V., as well as the purpose, termination and liquidation of any pending operation.

15.3 Unite! e.V. shall ensure that current collaborative activities for students, academic and administrative staff are not jeopardized by the dissolution. In case study programmes are affected by such a dissolution, Unite! e.V. and its members must ensure that enrolled students on Bachelor, Master and Doctoral level are able to complete their programme within the specified standard period of study, plus an appropriate grace period in accordance with local regulations.

§ 16 Settlement of disputes

Members of Unite! e.V. shall endeavour to settle their disputes amicably. All disputes arising out of or in connection with Unite e.V., which cannot be solved amicably, shall be finally settled by the courts of Darmstadt, unless otherwise agreed between the affected members.

...

Place, date, signatures of the nine founding members