

Pursuant to the first paragraph of Article 12 and point 8 of Article 18 of the Statute of the Euro-Mediterranean University, the Management Board of the Euro-Mediterranean University in its 3d regular session held on 27 February 2009 adopted the following

## **RULES OF PROCEDURE OF THE EURO-MEDITERRANEAN UNIVERSITY MANAGEMENT BOARD**

### *I. GENERAL PROVISIONS*

#### Article 1

These Rules of Procedure regulate the manner and organisation of the work, as well as other aspects relevant to the operations of the Management Board of the Euro-Mediterranean University (hereinafter referred to as the Management Board).

Any issues not regulated by means of these Rules of Procedure, the regulation of which, however, is indispensable for the normal operating of the Management Board, shall be agreed upon by the members of the Management Board on occasion of the Management Board session.

#### Article 2

The Management Board shall:

1. adopt the annual work programme and suggest the University development programme, as well as monitor their implementation,
2. adopt the financial plan and the annual report,
3. adopt the Statute of the University and its amendments jointly with the Senate,
4. appoint and dismiss the President of the University,
5. submit proposals and opinions on different individual issues to the General Assembly,
6. give opinions on different issues upon request,
7. adopt decisions on tuition fees and study subscriptions,
8. adopt the Rules of Procedure for its work,
9. adopt other decisions related to the management of the University,
10. appoint a representative of the University into the Management Board of the Euro-Mediterranean University Foundation (hereinafter referred to as the EMUNI Foundation),
11. perform other tasks in compliance with the regulations.

#### Article 3

All necessary technical and administrative tasks, by means of which the quality and the undisturbed performance of the Management Board's work are ensured, shall be carried out by the Secretariat.

#### Article 4

The Management Board shall be constituted of eleven (11) members, i.e. by:

- five (5) representatives of the founding members,
- two (2) representatives of the university employees,
- three (3) representatives of the interested public, and
- one (1) representative of the students.

The Management Board shall be deemed as constituted, if more than half of its members have been appointed, i.e. elected.

#### Article 5

If owing to objective reasons a member of the Management Board is no longer able to exercise his/her membership in the Management Board, he/she shall apply to the Management Board to be dismissed from office.

The party entitled to nominate such member of the Management Board shall be requested to appoint a new member in the shortest possible time. For the representative of the founding members the General Assembly decides on its first session.

### *II. OPERATIONS OF THE MANAGEMENT BOARD*

#### *1. Constitution*

#### Article 6

Upon having received the list of the elected members and/or of more than a half of the appointed Management Board members, the President of the University shall convene the first session of the newly elected Management Board with the following agenda:

1. confirming the terms of office of the Management Board members,
2. appointing the Chairperson and his/her Vice-Chairperson,
3. setting the date of the next regular session and its agenda,
4. A.O.B.

Until the Chairperson of the Management Board is appointed, the session shall be chaired by the President of the University.

#### *2. Appointing the Chairperson and his/her Vice-Chairperson*

#### Article 7

The members of the Management Board shall appoint the Chairperson and his/her Vice-Chairperson from among themselves.

#### Article 8

The President of the University shall invite the members to suggest candidates for the Chairperson and his/her Vice-Chairperson.

As a rule, the voting on the appointing of the Chairperson and his/her Vice-Chairperson shall be public. If case of voting by secret ballot, the members shall vote by means of ballot papers bearing the names of the candidates separately for the Chairperson, as well as for his/her Vice-Chairperson. Votes shall be cast by circling the number in front of the name of the candidate. The ballot paper shall be null and void, if the name of a candidate is not duly circled and/or in the case that the voting intention of the member of the Management Board cannot be established.

The candidate who will receive the majority of the votes cast by the members of the Management Board shall be appointed Chairperson or Vice-Chairperson.

#### Article 9

The result of the balloting shall be announced by the Chairperson in the session and confirmed by the Management Board by means of a declaratory decision.

After the announcement the chairing of the session shall be taken over by the Chairperson.

#### Article 10

The term of office of the Chairperson and his/her Vice-Chairperson shall be 4 years.

After expiration of 2 years of the term of office the Chairperson and his/her Vice-Chairperson shall change their role.

### *3. Rights and Obligations of the Management Board members*

#### Article 11

The Management Board members shall exercise their rights and obligations in accordance with the Statute and other general acts of the University.

#### Article 12

The Management Board members are bound to operate in such a way that the basic goals and the work programme of the Euro-Mediterranean University are complied with in the most effective way.

#### Article 13

The Management Board members shall be responsible for performing their functions with due diligence and professionalism. They shall have the right and duty to take note of the contents of the proposed materials, to attend sessions of the Management Board, propose matters to be included into the agenda, discuss the proposed agenda, decide on matters which are listed on the agenda and perform other tasks.

#### Article 14

Any member of the Management Board shall be bound to safeguard any data, which are categorised as confidential in the regulations adopted by the President of the University.

#### Article 15

The members of the Management Board shall be entitled to reimbursement of indispensable accommodation costs (i.e. as a rule one overnight stay) and meal allowances for the time in which the session is held.

#### *4. The Chairperson of the Management Board*

##### Article 16

The Chairperson of the Management Board shall be responsible for the undisturbed work of the Management Board. Therefore, he/she shall:

1. pass motions/suggestions for discussion on certain issues and in co-operation with the President of the University propose the agenda of the sessions,
2. provide for the preparation of the sessions jointly with the President of the University and the Secretariat,
3. declare the session open and closed, chair the discussion, ensure the compliance with the present Rules of Procedure, grant the floor to members and other participants in the discussions, move decisions to be voted on and announce the decisions of the Management Board,
4. supervise the implementation of the decisions of the Management Board,
5. sign the minutes, internal acts and other decisions adopted by the Management Board,
6. represent and act on behalf of the Management Board,
7. perform other tasks set forth in the Statute, these Rules of Procedure and other general acts of the university.

##### Article 17

When the Chairperson of the Management Board is absent he/she will be substituted for by the Vice-Chairperson of the Management Board.

#### *5. Sessions*

##### Article 18

The Management Board shall perform its work in sessions. The sessions are convened according to the Management Board's programme or in order to meet the requirements of the work process.

The sessions of the Management Board are convened by the Secretariat on motion of the President of the University, on motion of the Chairperson of the Management Board or on motion of one third of the General Assembly members or of the Management Board members and as a rule take place three times a year, i.e. in February, June and November.

##### Article 19

The Management Board sessions are held as regular, correspondence or extraordinary sessions.

##### Article 20

The Management Board sessions are open to public unless the Management Board members agree otherwise with respect to the proposed agenda and in accordance with the interest of the University.

##### Article 21

The working languages of the Management Board are English and French. Summons to sessions shall be sent to the members of the Management Board in English and French, while the materials for the sessions and the minutes thereof shall be drawn up in English.

*a) Regular sessions*

Article 22

The proposal of the agenda shall be drafted by the Chairperson of the Management Board in agreement with the President of the University. The materials for the session and the proposed decisions shall be prepared by the University Secretariat, who will be responsible for the adequacy of the submitted materials and for obtaining any necessary previous consent, i.e. permit.

If the Management Board session is held on motion of one third of the members of the General Assembly or of the Management Board, the agenda is proposed by the parties requesting the session.

Article 23

As a rule the summons and the materials with the proposed decisions are sent by the Secretariat of the University per e-mail at least seven days prior to the date on which the session is to be held and are also published on the internal website of the Euro-Mediterranean University.

Exceptionally, upon consent of the Chairperson of the Management Board additional materials can be sent by e-mail and published on the internal webpage also later than stated above. The reason for such a procedure shall have to be well founded.

Article 24

The following parties shall always be invited to the Management Board sessions: the President of the University, the Head of the Secretariat and the Director of the EMUNI Foundation. In the session, the Management Board members may ask them questions, demand clarifications and additional materials, as well as present initiatives and motions regarding the work of the University.

The parties proposing materials, presenting positions and motions included into the agenda may also be invited to attend the session for individual items of the agenda. If necessary, other individuals who may contribute to the successful solving of an individual issue may also be invited.

The persons attending Management Board sessions, who are not members thereof, are entitled to participate in the discussions, but do not hold voting rights.

*b) Correspondence sessions*

Article 25

A correspondence session of the Management Board may be convened:

- if the personal attendance of the Management Board members cannot be secured on time,
- if the Chairperson of the Management Board decides accordingly,
- if one third of the Management Board members decides accordingly.

A correspondence session is convened per e-mail. For summoning a correspondence session the term set forth in Article 22 hereof does not apply. Prior to the convening of the correspondence session the members of the Management Board shall as a rule be informed accordingly also by phone or with a SMS. A correspondence session shall last at least 48 hours.

The members of the Management Board shall cast their votes in a correspondence session by sending their ballot papers by e-mail or fax in the time of duration of the correspondence session, whereby they shall also send the original ballot papers by regular mail or hand them in personally on occasion of the next Management Board session.

The minutes of the correspondence session shall be confirmed on occasion of the first next regular session.

*c) Extraordinary sessions*

Article 26

An extraordinary session of the Management Board can be convened, if the circumstances demanding the summoning of the session do not allow for complying with the terms for convening a regular session (in order to eliminate a threatening damage, in case a decision urgently needs to be adopted in the shortest possible time, etc.). In the summons to the session, i.e. in the request for convening an extraordinary session, the reasons for summoning the session shall have to be stated.

The summoning of an extraordinary session may occur by phone or via video-conference.

The minutes of an extraordinary session shall be confirmed on occasion of the first next regular session

*6. The course of the session*

Article 27

The Management Board shall be deemed to have a quorum and be able to pass valid decisions provided that at least one half of its members are present in the session.

On opening the session the Chairperson shall check the quorum.

If the session does not have a quorum, the Chairperson shall adjourn the beginning of the session for 30 minutes. If even after the expiry of this adjournment the quorum is not ensured, the session is adjourned to a later date or a correspondence session is convened.

In the session the attendance of other persons invited and present shall be established.

Article 28

The Management Board adopts the agenda of the session. On motion of the members of the Management Board the agenda proposed in the summons may be modified and/or amended.

The Management Board may extend the agenda only provided that dealing with the proposed additional items does not require prior preparation of materials. In case contrary such items are entered into the agenda of the following session.

#### Article 29

On opening the session the members shall discuss and adopt the minutes of the previous session. Any comments adopted in relation thereto shall be entered into the minutes of the current session.

While the minutes of the previous session are adopted, the President of the University and the Head of the Secretariat report on the implementation of the decisions of the previous session.

#### Article 30

An individual item of the agenda may be explained in brief or additionally clarified by the party proposing it, whereafter the Chairperson of the Management Board shall invite the parties attending the session to discuss it.

If obtaining new data or amending the existing materials is necessary for passing a decision, the Chairperson may interrupt the discussion of an individual issue.

#### Article 31

The Chairperson closes the discussion of an individual item of the agenda by proposing one or more decisions, in order for the Management Board:

1. to adopt the proposed decision,
2. to adopt the proposed decision with amendments and modifications ensuing from the discussion,
3. not to adopt the proposed decision,
4. to resolve to adjourn the decision until the next session.

#### *7. Decision making*

#### Article 32

The Management Board shall pass decisions by a majority vote of the members present.

#### Article 33

As a rule the decisions of the Management Board are passed by public vote.

The public voting procedure is carried out in such a way that the Chairperson invites the members present to vote, whereby those in favour of the proposal are asked to vote first, followed by those contrary to the proposal and finally by those abstained.

The members shall vote by show of hands.

#### Article 34

Decisions shall be passed by secret ballot if in individual cases the majority of the members of the Management Board decide accordingly.

When voting by secret ballot is decided, a number of ballot papers corresponding to the number of the members present are prepared. The ballot papers shall bear the wording of the motion and the marks "in favour", "contrary" and "abstained". The result of the ballot is established at the very session.

Having concluded the voting procedure the Chairperson shall establish the voting result and in accordance therewith declare the motion voted on by the Management Board adopted or rejected.

### *III. MINUTES AND DECISIONS*

#### *Minutes*

#### Article 35

Minutes are taken of every Management Board session. The minutes are taken by the person designated thereto by the Secretariat.

The minutes shall have to indicate:

- venue and date of the session,
- information regarding the quorum, i.e. the attendance of the members and other persons,
- the agenda of the session,
- the summarized contents of the discussions,
- the decisions and the voting results,
- the statements and objections of the individual members, requested by those members to be included into the minutes,
- other decisions or other significant facts,
- the indication and signature of the minute-taker, as well as of the person chairing the session.

The following shall have to be enclosed to the minutes:

- a list with signatures of the people attending the session,
- the documents on the basis whereof decisions in the session were adopted.

The Members of the Management Board and other participants in the discussion shall be referred to in the minutes only by their names and surnames, without indicating their professional and/or academic titles and functions.

#### Article 36

The minutes shall bear the serial numbers of the sessions in a calendar year.

As a rule, the minutes shall be adopted in the first following regular session. Comments to the minutes can only be presented by the persons who have attended the session.

The minutes shall come in force after having been signed by the person chairing the session.

#### *Decisions*

#### Article 37

The decisions shall come in force on the date of their adoption.

Only the decisions duly entered into the minutes shall be legally binding, i.e. shall have legal force.



It shall be deemed that all parties concerned have been informed of the decisions on the date of publishing the minutes containing such decisions on the webpage of the Euro-Mediterranean University. Extracts of the decisions shall be forwarded in writing only provided that the Management Board decides on the right or duty of a natural or legal person and/or in case that a third natural or legal person shall have to be informed of a specific decision.

#### *IV. INTERPRETING THE RULES OF PROCEDURE*

##### Article 38

Should doubt regarding the contents of an individual provision of these Rules of Procedure arise, the Management Board shall provide the corresponding interpretation.

#### *V. FINAL PROVISION*

##### Article 39

These Rules of Procedure shall enter in force upon their adoption in the Management Board session and shall be published on the webpage of the Euro-Mediterranean University.

Number:  
Date: 27.02.2009



Chairman of the Management Board  
dr. Andrej Rahten

