

Association for European Life Science Universities (ICA)

Terms of Reference for ICA-Edu Network for Innovation in Life Sciences Higher Education

SECTION I – DENOMINATION

Article 1. Legal form - Name

The ICA-EDU NETWORK FOR INNOVATION IN LIFE SCIENCES HIGHER EDUCATION, hereafter abbreviated ICA-Edu, is a Committee of the Board of the ASSOCIATION FOR EUROPEAN LIFE SCIENCE UNIVERSITIES, abbreviated ICA

Article 2. ICA-EDU REPORTS TO THE ICA GENERAL ASSEMBLY

ICA-Edu in responding to the ICA Board is subsumed under the ICA Statutes. The ICA Board reports to the ICA General Assembly.

Article 3. Language

The working language is English.

SECTION II – OBJECT – LIFETIME

Article 4. Purposes

ICA-Edu aims to provide the opportunity to discuss, evaluate and deliver innovative approaches in higher education biosciences provided by the Life Sciences Universities in support of the European and global agenda for the circular bioeconomy (agriculture, forestry food, biobased economy), sustainable use of natural resources, biodiversity, rural development and the environment i

Article 5. Activities

ICA-Edu will achieve these purposes by:

Objective 1: develop and maintain an active network to support cooperation between innovators in higher education in ICA member institutions

Objective 2: contribute to the European and global agenda for a circular bioeconomy and the SDGs through the enhancement of the higher education curriculum

Objective 3: share experiences and outcomes from the best current national and international practice and projects to improve the overall quality and relevance of the teaching and learning process

Objective 4: define the need, frame the scope for and deliver staff development initiatives to support the enhancement of the delivery of higher education in the Life Science Universities

In addition, ICA-Edu may enter into any other activities and undertake any other actions that are directly or indirectly related to the above-mentioned purposes of ICA-Edu, or that are necessary or useful for the realization of such purposes.

Article 6. Duration

ICA-Edu is created for an unlimited lifetime; it may be terminated any time by decision of the ICA Board.

SECTION III – MEMBERS**Article 7. Full Members**

Membership of ICA-Edu is open to staff from the ICA member Institutions. Each ICA Member institution is requested to be formally represented by a key contact identified by the ICA Institutional Contact of each ICA member Institution.

Article 8. Membership fee

The membership fee for ICA-Edu falls within the scope of the fee paid by ICA Members membership subscription fixed agreed annually by the ICA General Assembly.

SECTION IV – ICA-Edu GENERAL ASSEMBLY**Article 9. Powers**

The ICA-Edu General Assembly is the governing body of ICA-Edu reporting to the ICA Board as a Committee of the ICA Board. The ICA-Edu General Assembly has the authority to:

1. Develop the general policy of ICA-Edu to be approved by the ICA Board;
2. Agree the annual accounts and budgets for ICA-Edu for approval by the ICA Board;
3. Elect and dismiss the ICA-Edu Executive Committee members;
4. Recognise the representative of an ICA Standing Committee as a member of the ICA-Edu Executive Committee. That representative will normally come from an ICA Member Institution.

Article 10. Terms of Reference of ICA-Edu

The terms of reference of ICA-Edu can be proposed for amendment by the ICA-Edu General Assembly, but will be reviewed by the ICA Board and adopted by the ICA General Assembly.

Article 11. Representation of the Members of the General Assembly

The ICA-Edu General Assembly is made up of the members of ICA-Edu.

The General Assembly is chaired by the Chair of ICA-Edu, Vice Chair or any other ICA-Edu Executive Committee Member delegated by the Chair of ICA-Edu.

Article 12. Meetings

The ICA-Edu General Assembly shall be called by the ICA Secretary General at least 45 days before the meeting of the year, by email or any other means of communication.

Convening notices shall contain date, time and agenda of the Assembly.

Items which do not appear on the agenda accompanying the invitation may be discussed but not decided upon at the General Assembly. Proposals or amendments to the Term of Reference of ICA-Edu which were not mentioned in the convening notice shall not be tabled for deliberation.

Article 13. Quorum and voting

The ICA-Edu Representative from each ICA Full Member Institution (not Associate Member Institution) which has paid the ICA membership subscription for the previous membership subscription year has a right to cast one vote in the meeting.

The General Assembly is validly constituted when one third of the Members eligible to vote are present or represented. Decisions are reached by simple majority of the votes cast. Abstentions and invalid votes will not be considered.

Article 14. Minutes

The deliberations of the General Assembly shall be recorded in the minutes and signed by the Chair of the session and countersigned by the ICA Secretary General or, failing that, by one of the members of the ICA-Edu Executive Committee.

SECTION V – THE ICA-EDU EXECUTIVE COMMITTEE

Article 15. Powers

The Chair of and Vice Chair of ICA-Edu are elected by the ICA-Edu Executive Committee from its elected members.

The ICA-Edu Executive Committee can propose to the ICA-Edu General Assembly a candidate as an *ex-officio* member of the ICA-Edu Executive Committee for the specific skills and/or knowhow of the concerned candidate Executive Committee member. Upon appointment by the General Assembly the mandate of the said Executive Committee member shall be renewable once.

The ICA-Edu Executive Committee is responsible for defining internal working rules (bylaws) within the framework of these Terms of Reference.

The Executive Committee is to meet at least once a year.

Article 16. Composition

The ICA-Edu Executive Committee shall be composed of at least 7 members. A balanced distribution of the Executive Committee members over the different regions of Europe will be assured.

The ICA President is *ex-officio* a member of the ICA-Edu Executive Committee. The ICA Secretary General acts as Secretary to the ICA-Edu Executive Committee.

The ICA-Edu General Assembly shall elect the ICA-Edu Executive Committee member for a three-year term that is renewable once. The election list should be a list of individuals acting in a personal capacity.

Those eligible for election to the Executive Committee are staff from ICA Member Institutions.

The ICA member institutions will be invited to propose persons for election to the Executive Committee in the convening announcement of the General Assembly 45 days prior to the date of the General Assembly. Nominations must be received by the ICA Secretary General 14 days before the day of the General Assembly. The nominations will be circulated to members seven days in advance of the meeting.

The ICA-Edu Executive Committee members can be removed at all times by the ICA-Edu General Assembly. The General Assembly decides on this matter by simple majority vote of the Full Members.

Every Executive Committee member can resign after written notification to the Chair or Vice Chair of ICA-Edu, or to the ICA Secretary General.

Article 17. The responsibility of the ICA-Edu Executive Committee to the ICA Board

ICA-Edu is a Committee of the ICA Board and the ICA-Edu Executive Committee reports to the ICA Board. The Chair of ICA-Edu is *ex-officio* a member of the ICA Board.

Article 18. Powers

The ICA-Edu Executive Committee is responsible for the general administration of ICA-Edu.

The ICA-Edu's strategy and objectives are developed by the ICA-Edu Executive Committee and proposed to the ICA-Edu General Assembly and forwarded to the ICA Board for agreement.

The ICA-Edu Executive Committee shall administer ICA-Edu according to the general strategy and policy proposed by the ICA-Edu General Assembly and approved by the ICA Board, and shall decide in particular about projects and activities related to education, training and research organised by ICA-Edu.

Article 19. Meetings, deliberations and decisions

The ICA-Edu Executive Committee shall be called by the ICA-Edu Chair at least 15 days before the meeting delivered by email or any other means of communications. A convening notice shall contain the agenda, the date, time and venue.

The Chair calls the meetings for the Executive Committee whenever the interest of ICA-Edu requires such, as well as within 14 days after a request of 2 Executive Committee members or of the ICA Secretary General on behalf of the ICA Board.

The ICA-Edu Executive Committee is presided by the Chair, or, in his/her absence, by the Vice-Chair or by or a person elected by agreement of the Executive Committee the members present.

The ICA-Edu Executive Committee can only deliberate and decide in a valid way, when at least the majority of its members are present or represented at the meeting. The decisions are taken by simple majority of the ICA-Edu Executive Committee members present or represented.

In the event of a tied vote the vote of the Chair will be decisive.

Any ICA-Edu Executive Committee member who is unable to attend may grant a proxy to another ICA-Edu Executive Committee member in order to be represented at a specific meeting of the Executive Committee. An Executive Committee member can only hold two proxies.

Minutes are drawn up and signed by the Chair or chair of the meeting and kept in a register of minutes and can be looked into by the Members.

In exceptional circumstances, when the urgent necessity and the interest of ICA-Edu require such, the decisions can be taken by unanimous written consent of the ICA-Edu Executive Committee members.

Article 20. Representation

The ICA-Edu Executive Committee represents ICA-Edu as an Executive Committee towards third parties

Notwithstanding the general representation power of the ICA-Edu Executive Committee, ICA-Edu shall also be represented towards third parties by the Chair or Vice-Chair acting jointly with the ICA Secretary General.

Article 21. Liability of the Executive Committee - Remuneration

By their functions, members of the ICA-Edu Executive Committee do not assume any personal liability. Their responsibilities are limited to their terms of office. Members of the ICA-Edu Executive Committee shall not receive payment for the performance of their duties.

SECTION VI – ANNUAL ACCOUNTS – BUDGETS

Article 22. Annual accounts - Budget

The accounts of ICA-Edu will be managed by the ICA Secretariat. The fiscal year runs from January first to December thirty-first.

By February 28 of each year, the ICA Treasurer shall prepare the ICA-Edu accounts of the previous year as part of the ICA annual accounts.

The ICA-Edu Executive Committee shall submit the financial accounts and a proposed budget for the following year for review by the ICA Board who then submits those documents to the ICA General Assembly for approval.

The annual ICA-Edu accounts are deposited in the ICA’s file at the registry of the court of commerce in accordance with the relevant provisions of article 26 of the NPO Law. To the extent required, the annual account shall be filed at the Belgian National Bank in accordance with the relevant provisions of article 17, §6 NPO Law and the relevant implementation decrees.

Article 23. Annual audit

Auditors appointed by the ICA General Assembly will undertake the annual audit of ICA-Edu accounts and report to the ICA General Assembly.

SECTION VII – WINDING UP - LIQUIDATION

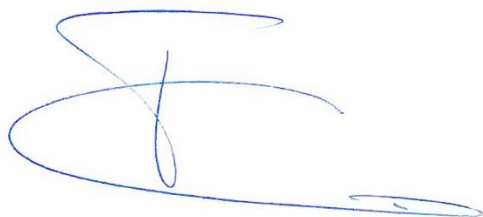
Article 24. Dissolution

The deliberation and decision concerning the dissolution shall respect the quorum and the majority of the modification of the purpose provided in in Article 13 of these Terms of Reference or by a decision of the ICA General Assembly.

Article 25. Net-assets

In the event of termination at any time and for any reason, the ICA-Edu’s assets, after liabilities have been discharged, will revert to ICA.

These Terms of Reference were approved by the ICA Board at the meeting on 7 May 2021



Arthur Mol
President of ICA



Simon Heath
ICA Secretary-General

Date 7 May 2021