

# **Bylaws of the Governance Committee of BACES**

## **Art. 1.1. Meeting frequency and convocation**

The Governance Committee is convened by the Chairman or on a motivated demand of two of the founding partner members. The convocation is distributed at least 10 working days before the meeting by e-mail and includes the agenda and documentation.

The Governance Committee meets at least twice a year, at one of the founding universities, or at a place mentioned in the convocation.

## **Art. 1.2. Agenda**

All members can suggest agenda items for the upcoming meeting, at least 14 working days before the meeting takes place. The agenda item and documentation is sent to the Chairman by e-mail.

Points that didn't reach the chairman in time, can be added to the agenda latest at the start of the meeting and upon acceptance by the Chairman.

## **Art. 1.3. Order of the meeting**

The Chairman gives an introductory explanation on each agenda point or can delegate this task to another member.

The Chairman gives the floor to the members in order of request. The Chairman can take part in the discussion as a member of the Governance Committee, without renouncing the Chair.

The Chairman can decide to proceed to the voting and/or propose a decision for consensus when, in his/her opinion, the members are sufficiently informed.

## **Art. 1.4. Quorum and voting**

Decisions are taken collegially among all members and are taken unanimously. Each member has one vote.

A member may grant a representation mandate to another member, with the understanding that any member is allowed to exert only one mandate.

It is not allowed to grant a representation mandate to a substitute member.

If one or more members can't be present, the Chairman can decide to call upon a written consultation or if necessary, the urgency procedure.

## **Art. 1.5. Written consultation and urgency procedure**

When a decision is needed, and if no physical meeting can take place, or when an urgent decision is needed, the Governance Committee shall have the power to take a decision after a written consultation procedure of the members. The proposals submitted for approval by the Governance Committee shall be sent by the Chairman to the members by

email, together with the necessary documentation. The decision shall be taken in accordance with the quorum and majority rules provided by these bylaws, however with the understanding that the e-mail transmitted by a member, with his/her viewpoint about each of the proposed decisions shall be considered as an expressed vote. This viewpoint needs to be eventually expressed as follows:

- vote in favour of the proposal
- vote against the proposal, or
- no vote (since the decisions are taken unanimously, the "no vote" category has no influence on the final decisions, unless all expressed votes fall in this category in which case a new consultation process is started or the Chairman takes the decision)

If a member is not expressing his/her vote within the proposed period of minimum 5 working days, then this is considered a vote in favour of the proposal.

In exceptional situations, if the urgency could not be foreseen, and if there is a compelling reason to make an urgent decision, the Chairman can make the decision.

#### **Art. 1.6. Irrevocability of decisions**

Decisions are irrevocable, unless it is established by one or more members that the decision taken is not according to prevailing regulations. In this case, a new voting will take place in accordance with Art. 1.4.

#### **Art. 1.7. Minutes**

The VUB-Secretariat assists in the preparation of the agenda of the meetings. The minutes of the meetings are prepared by a member of the VUB-Secretariat or China-Secretariat, unless the Chairman decides otherwise.

The draft minutes are sent to all members of the Governance Committee for ratification.

The approved minutes of the Governance Committee are kept at the VUB-Secretariat.