



Media & Learning

BY-LAWS

MEDEA: MEDIA & LEARNING iVZW

1. The Association

1.1. **Constitution**

The “MEDEA: MEDIA & LEARNING iVZW” is an international not-for-profit association, hereinafter referred to as the “Association”. The Association was established under the provisions of Title III of the law of 27 June 1921 on not-for-profit associations, foundations and international not-for-profit associations but will be governed by the new Belgian Code on Companies and Associations of 23 March 2019.

1.2. **Head Office**

The Association’s office is currently established at Leuvensesteenweg 132, 3370 Roosbeek, Belgium. The head office may be transferred within Belgium to a region which does not require the translation of the statutes to another national language by simple decision of the Board of Directors.

1.3. **Objectives**

1.3.1. *Advance Education Through Media, Digital and Emerging Technologies*

The Association is committed to enhancing education by strategically harnessing the potential of media, digital and emerging technologies at all educational levels.

1.3.2. *Empower Educators, Students, and Institutions*

The Association’s mission is to empower educators, students, and educational institutions with the essential skills and competencies needed to seamlessly integrate media, digital and emerging tools into their daily teaching and learning practices.

1.3.3. *Focus on Key Areas*

The Association’s primary focus areas include, but are not limited to, leveraging media, extended reality (XR), and artificial intelligence (AI) in Higher Education, promoting digital media literacy, providing teacher training in digital media literacy, and advocating for open educational media resources (OEMR).

1.3.4. *Lead in Best Practices*

The Association strives to lead in identifying and disseminating best practices, thereby supporting the development of strategies and networks for digital media literacy. It aims to inspire innovative solutions that enhance pedagogical as well as didactical approaches.

1.3.5. *Alignment with EU Vision*

The Association aligns its objectives with the European Union's vision (as specified in the Digital Education Action Plan) of promoting digitally enabled education approaches and combating disinformation, contributing to the broader goals of digital education and information integrity.

1.4. **Duration**

The Association is constituted for an unlimited period of time.

1.5. **Official Language**

Being an international and European association, the official language of the Association is English for official meetings, minutes, documents, and internal and external communication except when not authorised by Belgian law.

2. Membership

2.1. Membership Categories

2.1.1. *Organisational Members*

Organisational members are organisations whose main intention is to exchange knowledge and best practices within the scope of the objectives of the Association. However, organisations whose main aim is to sell products or services will fall under the category of supporting member.

2.1.2. *Supporting Members*

Supporting members are organisations that offer products and services valuable to the organisational members of the Association and in line with its objectives.

2.1.3. *Networking Members*

Network members consist of international, European, national, and regional networks that support the objectives of the Association.

2.1.4. *Honorary Members*

Honorary members are individuals who have rendered outstanding services to the benefit of the Association.

2.2. Membership Fees

2.2.1. Members pay a membership fee proposed annually by the Board of Directors to be agreed upon by the General Assembly.

2.2.2. Membership fees are waived for networking members and honorary members.

2.3. New Members

2.3.1. The Board of Directors decides upon admission of a new member following the review of a written application of the candidate. Networking or honorary members can join only through a formal proposal by a Director submitted to the Board of Directors for final approval.

2.3.2. If an applicant's membership is denied by the Board of Directors, the applicant retains the right to appeal this decision at the subsequent General Assembly. The outcome of the appeal will be determined by a two-thirds (2/3) majority vote from the voting members present and/or represented.

2.3.3. There is no set limit to the number of members in the Association.

2.4. Members Governance

2.4.1. To maintain its membership, a member must continue to meet the initial requirements for its admission, i.e., to support the objectives as stated in 1.3 and to fit within the assigned membership category as listed in 2.1. Should it lose any of these requirements, the member must inform the Board of Directors without delay.

2.4.2. A member may at any time resign from the Association by written notification to the Board of Directors.

2.4.3. Members who fail to pay their membership fees as stated in 2.2 shall lose, upon decision of the Board of Directors, their status of members of the Association.

- 2.4.4. Members who act against the Members Code of Conduct (Annex 1) can have their membership revoked by decision of the General Assembly taken by a majority of two-thirds (2/3).
- 2.4.5. Before its revocation, the member will have the possibility to be heard by the General Assembly.
- 2.4.6. Resigning members or members who cease to belong to the Association for whatsoever reason shall have no claim to the membership fees paid and shall not assert any claim to the assets of the Association.

3. General Assembly

3.1. General Assembly Composition and Powers

- 3.1.1. The General Assembly is composed of all organisational members who have paid their membership fee. Supporting, networking and honorary members can be present at the General Assembly but do not have voting rights.
- 3.1.2. Without prejudice to the other powers which are reserved by law or by the Statutes, the General Assembly has the following powers:
- 3.1.2.1. The amendments of the Statutes except for the transfer of head office which may be decided by a simple decision of the Board of Directors;
 - 3.1.2.2. The appointment and the removal of Directors;
 - 3.1.2.3. The approval of the budgets and the annual accounts;
 - 3.1.2.4. The approval of the annual activity report;
 - 3.1.2.5. The voluntary dissolution of the Association;
 - 3.1.2.6. The exclusions of and appeals by members.

3.2. Functioning of the General Assembly

- 3.2.1. The ordinary General Assembly shall legally convene once a year and is held at the domicile or in any other place in Europe indicated in the summons to the meeting. It can also be held online should the situation require it.
- 3.2.2. In addition, the General Assembly can be convened for an extraordinary meeting whenever the Board of Directors deems it necessary or on a signed requisition of at least one fifth of the members with indication of the motives thereof.
- 3.2.3. Each organisational member designates via a proxy its representative at the General Assembly. This representative must be a member of the organisational member.
- 3.2.4. To be admitted to the General Assembly, any organisational member can give mandate to another organisational member of the Association.
- 3.2.5. An organisational member cannot represent more than two (2) other organisational members.

3.2.6. The summons together with the agenda is sent by e-mail to all Association members at least 15 days before the start of the General Assembly. Members may propose to extend the agenda to include issues submitted by e-mail to the Association three days prior to the General Assembly.

3.2.7. Any member may waive the summons to a General Assembly. If a member is present or represented at the General Assembly, they will be deemed to have been validly convened.

3.3. Voting Rights at the General Assembly

3.3.1. No decisions can be taken or executed at any General Assembly meeting unless a quorum of organisational members is present at the time when the meeting proceeds to these. Six organisational members present or represented shall be a quorum. If a General Assembly is inquorate, the next meeting will be considered quorate regardless of the number of participants, providing the same agenda is adopted.

3.3.2. Resolutions will be passed by a simple majority of the voting rights, unless specified otherwise in 3.4 or 3.5. Abstentions are not factored into the count.

3.3.3. Each organisational member has one (1) vote.

3.4. Amendments to the Statutes

3.4.1. The General Assembly is authorised to deliberate and decide on amendments to the Statutes of the Association as proposed by the Board of Directors.

3.4.2. Motions containing amendments to the Statutes shall not be voted on unless attached to the notice calling the meeting.

3.4.3. Decisions regarding amendments to the Statutes shall be taken with a majority of three-fourths (3/4) of the votes cast.

3.5. Dissolution of the Association

3.5.1. The General Assembly is authorised to deliberate and decide on merging with another association with a similar purpose, liquidation, or dissolution, with a three-fourths (3/4) majority of the voting members present or represented.

3.6. Association Register

3.6.1. The resolutions of the General Assembly are kept in a register signed by the President and made available to all members.

3.6.2. This register is preserved at the registered office where all the members can take note of it.

3.6.3. The members can also request from the Secretary General a copy or, if necessary, an extract of the minutes of the General Assembly meetings.

4. Association Structure

4.1. Board of Directors

4.1.1. The Board of Directors is responsible for the strategic decision making related to the operation of the Association.

4.1.2. The composition and functioning of the Board of Directors is stated in Section 5.

4.2. Secretariat

4.2.1. The day-to-day management of the Association is carried out by the Secretariat.

4.2.2. The Secretariat is led by the Chief Operating Officer (COO) who is mandated by the Board of Directors.

4.3. Special Interest Groups

4.3.1. Special Interest Groups are established to reflect the specific interests of the members of the Association in line with its objectives as stated in 1.3.

4.3.2. Each Special Interest Group (SIG) is managed by a SIG Chair appointed by the Board of Directors.

4.4. MEDEA Awards Organising Committee

4.4.1. The MEDEA Awards are an annual awards scheme which recognises excellence in the use of media to support learning. The awards are governed by the MEDEA Awards Organising Committee.

4.4.2. The MEDEA Awards Organising Committee is led by the MEDEA Chair appointed by the Board of Directors.

5. Association Governance

5.1. Board of Directors

5.1.1. The Board of Directors is composed of minimum 3 and of maximum 12 Directors.

5.1.2. The Directors are elected by the General Assembly for a three-year period. The terms of office of Directors may be renewed at the end of their mandate.

5.1.3. The Directors are revocable by the General Assembly only upon decision taken by majority of two-thirds (2/3) of the votes present or represented.

5.1.4. The term of office of a Director is non-remunerated.

5.1.5. A Director must adhere to the Board of Directors Code of Conduct (Annex 2).

5.2. Officers

- 5.2.1. The Board of Directors elects at a simple majority, among the Directors a President, a Secretary General and a Treasurer. The role of Secretary General and Treasurer can be executed by one person. With the COO, they form the Executive Committee.
- 5.2.2. The terms of office for the President are conferred for three years, those of Secretary General and Treasurer for four years. The mandate of the President is only renewable once.
- 5.2.3. The President directs the activities of the Association, guides the conduct of meetings, facilitates consensus, and represents the Association to the outside world.
- 5.2.4. The Past President serves in an advisory capacity on the Board for two years following the end of Presidency.
- 5.2.5. The Secretary General oversees the legal duties and the supervision of the daily administration of the Association.
- 5.2.6. The Treasurer assumes the financial administration of the Association.

5.3. Co-optation

- 5.3.1. An individual person may be co-opted by the Board of Directors to assist the Board with a specific task or to bring in required knowledge. This may be a permanent arrangement or limited in time.
- 5.3.2. The MEDEA Chair and SIG (Special Interest Group) Chairs shall be co-opted to report on the organisation of the MEDEA Awards and the Special Interest Groups of the Association should they not already reside on the Board.

5.4. Functioning of the Board of Directors

- 5.4.1. The Board of Directors meets after due notice from and under the Presidency of the President or, in case of absence, the oldest of the longest standing Directors.
- 5.4.2. The notice for the board meeting should be sent by the President or by the designated person at least 10 days before the meeting by letter or e-mail. The agenda of the meeting should be sent preferably 1 week before.
- 5.4.3. Each Director can be represented at the Board of Directors by another Director on presentation of a written proxy.
- 5.4.4. A Director who attends or is represented at the meeting is deemed to have been validly convened.
- 5.4.5. Board decisions are made at the majority of members (present or represented).
- 5.4.6. The following decisions require a majority of three-quarters (3/4) of the votes (present or represented):
 - 5.4.6.1. Decisions involving a financial commitment in excess of 250,000 Euro;
 - 5.4.6.2. Admission of new members within the Association;
 - 5.4.6.3. Exclusion of members failing to pay their membership fees.

5.4.7. In the event of parity of votes, the vote of the President is preponderant.

5.4.8. The proceedings are recorded in the minutes of the meeting signed by the President.

5.5. Board of Directors' Powers

5.5.1. The Board of Directors is vested with the widest powers, while acknowledging the reserved rights of the General Assembly.

5.5.2. It settles any difficulty that could arise from the interpretation of the articles of the by-laws.

5.6. Association's Binding Deeds

5.6.1. The President or two Directors are authorised to sign any contract or document related to decisions previously made by the Board that bind the Association with third parties.

5.6.2. The Board can delegate specific powers, including that of representation.

5.7. Legal Procedures

5.7.1. Legal procedures as plaintiff or defendant are conducted on behalf of the Association by the Board of Directors, represented by the President.

5.7.2. The President can, however, delegate this function to another member of the Board.

6. Accounts

6.1. The financial year shall end on the 31st of December of each year. The Board of Directors shall submit every year to the approval of the ordinary General Assembly the accounts of the past year and the budget of the next year.

6.2. The Association will produce a simplified bookkeeping relating at least to the movements of cash and on accounts, following the legal provisions.

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Annex 1: Members Code of Conduct

All members of the Association commit:

- a) To respect and support the core objective of the Association as specified in Article 1.3 of the by-laws.
- b) To contribute to the Association's activities in an inclusive, open, qualitative, and professional manner and to share with other members information, knowledge, experiences, and resources as far as this is appropriate.
- c) To respect confidentiality on all levels of the Association.
- d) To act within the law and the by-laws of the Association and abide by its policies and procedures.
- e) To act in the best interests of the Association as a whole, and to avoid bringing the Association into disrepute.
- f) To pay the annual membership fee if not waived under Article 2.2 of the by-laws.

Annex 2: Board of Directors Code of Conduct

Board members of the Association commit:

- a) To adhere to (a) to (e) of the Members Code of Conduct.
- b) To accept shared responsibility to ensure that the Association is well run and to raise issues and questions in an appropriate and sensitive way to ensure that this is the case.
- c) To use the Association's resources responsibly, and when claiming expenses will do so in line with its procedures.
- d) To be accountable for actions as a Director, and to be submitted to whatever scrutiny is appropriate.
- e) To not gain materially or financially from involvement with the Association unless specifically authorised to do so.
- f) To not put personal interests in conflict with the duty to act in the best interests of the Association, unless authorised. Failure to declare a conflict of interest may be considered as a breach of this code.
- g) To attend at least 50% of all Board meetings and give apologies for those that cannot be attended.
- h) To prepare as needed before meetings, to complete tasks assigned, to actively engage in discussion during meetings, to contribute in a considered and constructive way, listen carefully, and to avoid conflict.
- i) To participate in collective decision making, accept a majority decision of the Board and to not act individually unless authorised to do so.
- j) To actively contribute towards improving the governance of the Board participating and to share ideas for improvement.
- k) To help identify good candidates for membership of the Association and the Board.