



INQAAHE Constitution

Proposed Revisions, 2018



PRESIDENT ADDRESS



Dear INQAAHE Members,

As part of its 2013-2017 strategies, INQAAHE has been re-evaluating its role as a global organization for quality assurance in higher education with the main aim to position itself nationally, regionally and internationally. For this, we have conducted an impact study in 2017 where the major findings include the need to ensure the sustainability and efficiency of INQAAHE, as well as the need to remain relevant to its members and higher education systems, so as to meet the diverse requirements of all.

To respond to these needs, INQAAHE has undertaken a revision of its constitution, taking into consideration the challenges brought about by globalization, information and communications technology, diversification of higher education provisions, and more specifically, the growing diversity of quality assurance networks and providers. This revision is both necessary and timely in order to project INQAAHE as a more sustainable, feasible and impactful organization in general, and to meet the needs of our members and higher education systems, in particular.

Besides the outcomes from the impact study, considerations have also been given to the experience accumulated throughout the 27 years of INQAAHE's operations, as well as feedback from our valuable members in carrying out the revision of the constitution. We strongly believe that the changes proposed will be beneficial to INQAAHE and all its members.

We would like to thank you in advance for your invaluable feedback, contribution and support of what we all believe is a worthwhile and noble goal; the commitment to promote and advance excellence in quality assurance in higher education.

I would like to also take this opportunity to record my sincerest appreciation to the Constitution Revision Working Group, led by Pauline Tang, who have worked tirelessly on this revised version, which will take us forward in achieving and adhering to INQAAHE's mission and values.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Dr. Susanna Karakhanyan', written over a light blue circular stamp.

Dr. Susanna Karakhanyan

INQAAHE President

FOREWORD



Dear INQAAHE Friends and Colleagues,

The Constitution of INQAAHE was first created in 1991, when the Network was incorporated as a non-profit organisation in New Zealand. It has been an important guide for the functioning of the Network over the past twenty-seven (27) years.

However, notwithstanding the recent revision of the INQAAHE Constitution (approved by the General Assembly in July, 2013, it is pertinent for INQAAHE to keep pace with the constant changes around us. In order to sustain our commitment to be a leading umbrella network for global quality assurance agencies in higher education, to take a lead role in stay ahead of the ever-evolving international operational environment.

Over the past three (3) years, the Constitution Revision Committee have conducted comprehensive analysis of the INQAAHE Constitution (July 2013), reflected on our current and future needs, commitment, strategic vision, and proposed potential revisions as presented in this document. The proposed revisions were further submitted to the INQAAHE Board and external experts for comments and feedback as well as circulated among the members for your invaluable feedback.

We believe that the proposed changes and updates would provide a useful blue-print and frame of reference for the Board to develop the over-arching INQAAHE procedural manual, as well as Committee-based operational manuals. In short, it addresses areas, where we need to keep pace with the changing operational environment and how we should operate in serving the best interest of INQAAHE and our members.

As the 'plenary and policy decision making body' of INQAAHE – the General Assembly, we invite you to have your say on the proposed revisions and contribute towards developing a sustainable INQAAHE for the Millennium!

Thank you in anticipation for your ongoing support for the proposed changes.

Yours sincerely

A handwritten signature in cursive script, appearing to read 'Pauline Tang'.

Pauline Tang

Chair, Constitution Revision Working Group

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BACKGROUND

At the Board Meeting held on 8-Nov-2015 in Barcelona, the INQAAHE Board of Directors discussed and agreed that there is merit in reviewing the Constitution (2013), based on the following rationales:

1. provide further clarity in the governance structure of the Network
2. minimise potential differences in interpretation
3. ensure a smooth and cohesive operation of the Board
4. put in place an operationally viable succession plan

A Constitution Revision Working Group was created, comprising of the following office bearers:

Chair: Ms Pauline Tang, Vice President INQAAHE

Members: Dr Carol Bobby, Immediate Past President
Dr Erika Soboleva, Director
Mr Anthony McClaran, Director



Pauline Tang



Carol Bobby



Erika Soboleva



Anthony McClaran

The proposed INQAAHE Constitution Review was announced by the Chair of the Constitution Revision Working Group at the Annual General Meeting (AGM) on 1st of March, 2017, Manama, Bahrain and further discussed in May 2018, in Mauritius. It was received with unanimous approval from Members attending.

PART 1 – THE NETWORK

Establishment

1. The International Network for Quality Assurance Agencies in Higher Education (INQAAHE) (“the Network”) is a world-wide association of organisations active in the theory and practice of quality assurance in higher education. The great majority of its members are quality assurance agencies that operate in many different ways, although the Network also welcomes other organisations (as associate members) and individuals (as affiliates) that have an interest in quality assurance in Higher Education.
2. The Network is a not-for-profit organisation. It was registered under the Incorporated Societies Act 1908, on the 9th day of February 1999 with the Registrar of Incorporated Societies in New Zealand.

Purposes

3. The purposes of the Network are to:
 - 3.1 create, collect and disseminate information on current and developing theory and practice in the assessment, maintenance and improvement and of quality in higher education;
 - 3.2 undertake or commission research in areas relevant to quality in higher education;
 - 3.3 express the collective views of all members on matters relevant to quality in higher education through contacts with international bodies and by other means;
 - 3.4 promote the theory and practice of the improvement of quality in higher education;
 - 3.5 provide advice and expertise to promote quality assurance and its enhancement;
 - 3.6 facilitate links between quality assurance agencies and support networks of quality assurance agencies;
 - 3.7 enable all members to be alert to improper quality assurance practices and organisations; and
 - 3.8 organise, on request, reviews of the operation of members.
 - 3.9 serve as an enhancement platform for the members and quality assurance providers at large.

Distribution of information

4. The Network will distribute information and research findings to members through:

- 4.1 A diversity of events and publications (seminars, workshops, fora and conferences, newsletters, documents, journals, ...)
- 4.2 databases with information about relevant higher education initiatives and activities; and
- 4.3 other appropriate means, as may be determined from time to time by the General Assembly.

Finance

5. The Network may set fees and levy charges to carry out its activities.
6. Membership fees will be set at a level decided from by the General Assembly when it deems appropriate.
7. The Network may seek and receive donations and other forms of financial support in furtherance of the objectives of the Network.

PART 2 – MEMBERSHIP

Categories

8. The Network has four (4) categories of members:
 - 8.1 **INQAAHE GGP Aligned Members:** these are the quality assurance bodies that have successfully undergone a GGP alignment procedure and whose alignment is current;
 - 8.2 **Full Members:** these are organisations responsible for assuring the academic quality of institutions of tertiary education or education programmes other than their own, such as: accrediting agencies; evaluation agencies and similar organisations.
 - 8.3 **Associate Members:** these are institutions of tertiary education and/or organisations with a major interest in evaluation, accreditation and quality assurance in higher education, with (as in the case of self-accrediting institutions) or without the responsibility for assuring quality of institutions or education programmes as described in 8.1 and 8.2 herein.
 - 8.4 **Affiliate Members:** these are individuals with a major interest in evaluation, accreditation and quality assurance in higher education may affiliate with the Network.
9. Associations/Networks of quality assurance agencies, established either on the basis of geographical regions or other agency characteristics, such as agencies in small states or agencies for professional accreditation, interested in entering into a Memorandum of Cooperation arrangement with INQAAHE, are invited to join the Network as strategic partners.

10. An applicant for membership of or affiliation with the Network is required to present a written request to the Secretariat of the Network, and, provide a brief description of his/her role, interests, responsibilities and operations in the required format.
11. The Board of Directors will verify that any request for membership or affiliation complies with either of the conditions mentioned in clause 8 herein and make a decision regarding the admission of the applicant.
12. GGP Aligned, Full and Associate members may participate in the Governing Bodies of the Network with voting rights.
13. Affiliate members may participate in the General Assembly, but without the right to vote.
14. Members are obliged to:
 - 14.1 abide by the Constitution of the Network; and
 - 14.2 remit the subscriptions or any other contributions determined in accordance with the Constitution.
15. Membership in or affiliation with the Network may be withdrawn by a majority vote of the Board of Directors if the Member or Affiliate:
 - 15.1 fails to maintain the conditions that allowed its initial admission, as set out in this Constitution; or
 - 15.2 does not fulfil the obligations set out in the Constitution; or
 - 15.3 acts in the Network's name without authorisation; or
 - 15.4 misrepresents its association with the Network as implying any level of recognition (beyond the criteria that allowed its admission to the Network);
 - 15.5 proves to have been engaged in illegal operations or misconduct leading to loss of trust in their provisions of quality assurance.

PART 3 – GOVERNANCE

Governing Bodies

16. The governing bodies of the Network are the General Assembly and the Board of Directors.

The General Assembly

17. The General Assembly is the plenary policy and decision-making body of the Network. It is composed of GGP Aligned, Full and Associate Members of the Network, each represented by one nominated individual.

18. Meetings of the General Assembly shall be presided over by:
 - 18.1 the President of the Network as approved under Clause 30 herein; or
 - 18.2 in the absence of the President, the Vice President as approved under Clause 30 herein; or
 - 18.3 in the absence of both the President and Vice President, the Director approved by majority vote of the Board of Directors to preside over such meeting.
19. The General Assembly shall hold an Ordinary Meeting at least once every year. The Secretariat of the Network will convene the meeting giving at least twenty-one (21) days' notice prior to the meeting. The Meetings may be held electronically.
20. A Notice of Meeting must at least specify the following:
 - 20.1 The place, date and time of meeting and, if the meeting is to be held in two or more places;
 - 20.2 The general nature of the meeting's business in the form of a proposed Agenda;
 - 20.3 A statement setting out the Member's rights to appoint a Delegate or proxy, the voting entitlement of those delegates or proxy holders.
21. The General Assembly may, by request of a majority of the Board of Directors, or at the request of the President, or at the request of at least 10% of the Full and/or Associate Members, hold an Extraordinary General Meeting. The Secretariat of the Network will convene the meeting giving at least twenty-one (21) days' notice prior to the meeting. Meetings may be held electronically.
22. The responsibilities of the General Assembly are to:
 - 22.1 elect eight (8) members to be appointed as Directors on the Board of Directors;
 - 22.2 approve the President's candidacy as proposed by the Board of Directors;
 - 22.3 approve the annual subscription rate for membership or affiliation and any other contribution to be paid by members and/or affiliates;
 - 22.4 approve the strategic plan of the Network every five years, and its possible modifications;
 - 22.5 approve the reports of the Board of Directors, prepared according to the Strategic Plan;
 - 22.6 approve the Network's financial statements;

- 22.7 establish the courses of action and make the decisions or recommendations necessary for the satisfactory operation of the Network, in the framework of the Constitution; and
- 22.8 approve the organisers of the next regular Conference or Forum of the Network on the proposal of the Board of Directors. Where there are multiple proposals to host a future Conference or Forum, the Board of Directors shall prioritise the candidates, excluding proposals that do not have feasibility or are not in line with the Network's principle of geographical coverage, to be finally approved by majority vote in the next Conference or Forum of the General Assembly in the form of secret ballots.
23. The quorum for a General Assembly Meeting is twenty-five percent (25%) of the eligible voting members (i.e., GGP Aligned, Full, and Associate), with the exception of Clause 48 (Dispute Resolution) herein. The quorum must be present, whether in person, by Delegate, proxy or electronic means, at all times during the meeting.
24. Except as provided in Clauses 45 (Dispute Resolution), 46 and 47 (Amendment to the Constitution) and 50 and 51 (Dissolution) herein, the decisions of the General Assembly shall be adopted by a simple majority of the members participating in the voting.

The Board of Directors

25. The Board of Directors shall manage the general affairs of the Network.
26. The Board of Directors is comprised of:
- 26.1 eight (8) members duly elected by the General Assembly to serve as Directors on the Board of Directors;
- 26.2 up to four (4) additional members co-opted by majority vote of the Board of Directors constituted under 32 herein; and
- 26.3 the appointed Secretary, as described in Clause 32 herein and the Immediate Past President, both who serve on the Board ex officio and without voting rights. The Immediate Past President serves on the Board for one three-year term after completion of the full term of Presidency.
27. To be eligible for election as a Director, a person must represent a GGP Aligned, Full or Associate Member of the Network.
28. At least two thirds of the Directors are to be from GGP Aligned and Full Member organisations and no two of the elected, appointed or co-opted Directors should be from the same member organisation.
29. No Director may serve more than two consecutive three-year terms on Board in any capacity (elected, co-opted or Ex-officio).

30. The Board of Directors constituted under Clause 27 herein shall propose a President, Vice President and Treasurer. The proposals are to be determined by majority vote of the voting Board Members and the nominees are to be drawn from among the Directors from GGP Aligned and Full Member organisations.
31. A maximum of four (4) additional Directors will be elected by majority vote of the eight (8) Directors on the Board of Directors. Co-options may be renewed by the same process but in no case, shall a co-opted Director serve for a period longer in total than the two consecutive terms for which elected Directors are eligible.
32. The Secretariat, appointed by majority vote of the Board of Directors under 26.3 herein, must be a GGP Aligned or Full Member, whose Chief Executive or nominee shall be the Secretary of the Network and a member of the Board of Directors ex officio without voting rights.
33. The Board of Directors may invite observers to its meetings and proceedings, without voting rights. The Board of Directors will in each case specify the period of observership.
34. The Board of Directors will meet as necessary with meetings to be convened by the Secretariat at the request of either the President or the majority of the Board of Directors. Meetings may be held electronically. The majority (51%) of voting Directors on the Board of Directors as constituted at the time of the meeting will comprise a quorum.
35. The Board of Directors can, as necessary, establish committees or working groups.
36. The responsibilities of the Board of Directors are to:
 - 36.1 decide on the admission of members to the Network;
 - 36.2 exclude any member, upon a two-third ($\frac{2}{3}$) majority vote of the Board of Directors; under the conditions outlined in Clause 16 herein;
 - 36.3 replace, by majority vote of the Board of Directors, any Director who may resign between Ordinary Meetings or fails to contribute to the Network's and Board's activities as assigned. In this case, the appointed Director will serve out the term of office of the departing Director and is a full director with the same rights and responsibilities as the Director they replace;
 - 36.4 lead the Network in its strategic planning for the future;
 - 36.5 ensure that any specific mandate determined by the General Assembly is executed;
 - 36.6 take any necessary measures on behalf of the Network between meetings of the General Assembly;
 - 36.7 solicit and receive donations and sponsorship on behalf of the Network;
 - 36.8 foster the financial stability, sustainability and growth of the Network;

- 36.9 consider and approve annual accounts of the Network within three months of the end of a designated financial year;
- 36.10 prepare an annual report on finance and activities of the Network for distribution to members within six months of the end of a designated financial year.

The President

- 37. The President proposed by majority vote of the Board of Directors shall:
 - 37.1 preside at meetings of the General Assembly and the Board of Directors;
 - 37.2 carry out any resolutions, decisions or specific mandates set by the General Assembly and/or the Board of Directors;
 - 37.3 execute any function provided for in this Constitution;
 - 37.4 in the event of an equality of votes, cast the deciding vote; and
 - 37.5 assume other responsibilities not provided for in this Constitution as may be decided from time to time by the majority of the Board of Directors.

The Vice President

- 38. The Vice President, proposed by majority vote of the Board of Directors, carries out the functions of the President, in the absence of the President or should the President be incapacitated, at any meeting of the General Assembly or the Board of Directors.

The Secretary

- 39. The Secretary, designated pursuant to Clause 32 herein, is responsible for the management and administration of the Network, specifically to:
 - 39.1 keep the Network's files and minutes;
 - 39.2 arrange for the Network's publications;
 - 39.3 prepare the annual reports;
 - 39.4 prepare, organise and convene the Network's meetings;
 - 39.5 prepare, organise and convene meeting of the Board of Directors;
 - 39.6 collect fees and subscriptions; and
 - 39.7 assume other responsibilities not provided for in this Constitution as may be decided by the majority of the Board of Directors.

The Treasurer

40. The Board of Directors shall elect a Treasurer from within its members by majority vote to be responsible for the finances of the Network, specifically to:
 - 40.1 present and comment on the Network's financial statements to the Board of Directors and the General Assembly;
 - 40.2 oversee the preparation of budgets.

The Directors

41. All Directors are responsible for:
 - 41.1 maintaining relations with other similar associations;
 - 41.2 promoting the work of the Network;
 - 41.3 contributing to Board discussions and fostering a professional and productive atmosphere;
 - 41.4 carrying out regular work on behalf of the Network;
 - 41.5 maintaining involvement in Committees and/or Working Groups; and
 - 41.6 carrying out any specific mandates of the General Assembly and the Board of Directors within the terms of this Constitution.
42. All Directors are expected to:
 - 42.1 Whenever possible, to attend all Board and committee meetings in their entirety;
 - 42.2 Be familiar with Board practices and policies;
 - 42.3 Treat confidential matters appropriately;
 - 42.4 Work as part of a team;
 - 42.5 Avoid and, where appropriate, declare conflicts of interest.

PART 4 – OTHER MATTERS

Chief Executive

43. The Board may appoint a Chief Executive alone, or a Chief Executive and other relevant staff, in each case, for a fixed term period, which may be renewed. The Board may also remove persons so appointed and appoint replacements.

44. A Chief Executive has only those powers and authorities conferred by the terms of the Chief Executive's appointment or subsequently conferred by the Directors and the Directors may vary the powers and authorities for the time being conferred on a Chief Executive.

Dispute Resolution

45. Any disputes over the interpretation of this Constitution shall be resolved by simple majority vote of Full Members at any given meeting of the General Assembly, Ordinary or Extraordinary.

Amendments to the Constitution

46. The Constitution may only be amended by a two-thirds majority vote of GGP Aligned and Full Members participating at a meeting of the General Assembly (whether held in person or electronically) and the quorum for such a meeting will be 25% of the GGP Aligned and Full Members of the Network.
47. Twenty-one-days (21) notice is required to the GGP Aligned and Full Members for proposed amendments to the Constitution.

Quality Assurance Networks

48. The Network may recognise and support quality assurance networks (formerly called Regional Networks) in different regions around the globe and may regulate its relationship with such networks.

Partnerships

49. The Network, in support of the purposes set out herein and on the decision of the General Assembly or the majority of the Board of Directors, may associate through partnership or otherwise with UNESCO or with other international bodies.

Dissolution

50. The Network may be dissolved by 30% of GGP Aligned and Full Members present at a meeting of the General Assembly.
51. Any assets of the Network at its dissolution shall be passed to UNESCO for work in higher education, unless otherwise decided by the General Assembly.

Transitional Provision

Post-Constitution Reform Board Composition

52. On approval of this revised Constitution, a staggered approach to the Board formation will be adopted to ensure sustainability of the Network's operations. Accordingly, two (2) years after the last elections and co-options, four (4) elected and two (2) co-opted

members (who will not be the President, the Vice President or the Treasurer) will leave the Board. The leaving members will be eligible for election or co-option (subject to Clause 31). An election will be held to replace the departing elected members, and the Board will make co-options to replace the departing co-opted members.

APPENDIX

Definitions

In this Constitution the following Definitions apply:

“Affiliate” refers to persons with major interest in evaluation, accreditation and quality assurance in higher education, who have applied and approved by the Board of Directors to join the Network. Affiliates are entitled to participate in INQAAHE’s annual events and the Annual General Meeting, but without the right to vote.

“Board of Directors” is comprised of up to twelve Directors with voting rights: eight members duly elected by the General Assembly to serve as Directors on the Board of Directors; plus, up to four additional members as appointed by majority vote of the duly elected Board of Directors to serve as “Co-opted Directors”. Ex officio members of the Board of Directors are to include a Secretariat appointed by majority vote of the Board of Directors, and the Immediate Past President.

“Committees” are comprised of members of the Board. The Board maintains six (6) standing Committees, which handle the key ongoing initiatives of the Network. They are the Executive Committee, the Membership and Membership Committee, the Communications and Outreach Committee, the Meetings and Events Committee, the Recognition Committee and the Internal Quality Assurance Committee.

“Co-opt Director” are those persons who, are appointed by majority vote of the duly elected Board of Directors to serve as additional full Directors on the INQAAHE Board.

“General Assembly” means the senior policy and decision-making body of the Network. It is composed of Full and Associate Members of the Network, each represented by one nominated person.

“Immediate Past President” means the President of the Network, who has served at least a full term as President on the Board of Directors.

“Majority vote” means 51% or more of those voting at either a meeting of the General Assembly or the Board of Directors.

“Members” refers to the following categories and/or terms of membership of the Network:

“GGP Aligned members” are quality assurance providers who have successfully undergone a GGP review and whose status of alignment is current.

“Full Members” are organisations responsible for assuring the academic quality of institutions of tertiary education or education programmes other than their own, such as: accrediting agencies; evaluation agencies and similar organisations; and those bodies responsible for the external quality assurance of such agencies; and

“Associate Members” are institutions of tertiary education and/or organisations with a major interest in evaluation, accreditation and quality assurance in higher education, but without the responsibility for assuring quality of institutions or education programmes for Full Members.

“Affiliate members” are individuals with a major interest in evaluation, accreditation and quality assurance in higher education may affiliate with the Network.

“Quality Assurance Networks” refers to networks of quality assurance agencies (formerly called Regional Networks) from different regions around the globe.

“The Network” means the not-for-profit organisation established under the name of “International Network for Quality Assurance Agencies in Higher Education” (INQAAHE).

“The Secretariat” refers to a Full Member, who’s Chief Executive or nominee shall be the Secretariat of the Network and a member of the Board of Directors ex officio as appointed by majority vote of the Board of Directors.

“Working Groups” are groups established by the Board, tasked to explore, develop and/or manage new initiatives, which may enhance the service that INQAAHE may offer to its members. Working Groups have a specific scope of work to accomplish, are considered time-limited, and, be dissolved upon completion of the assigned task/s. Working Groups will include members from the INQAAHE Board of Directors, and, may include representatives of the general membership, who have expertise to offer or interest in serving.

