



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 26 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.

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

Finally, we would like to thank you in advance for your invaluable 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.

Yours sincerely,

A handwritten signature in black ink that reads "Dr. Susanna Karakhanyan". The signature is written in a cursive style.

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 two (2) 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 etc, 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.

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 and look forward to receiving your feedback!

Yours sincerely

A handwritten signature in black ink, which appears to read "Pauline Tang".

Pauline Tang

Chair, Constitution Revision Working Group

Vice President, INQAAHE Board

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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. It was received with unanimous approval from Members attending. The General Assembly have further agreed with the key dates of the proposed activities.

CONTACT

For more information on the proposed revision on INQAAHE Constitution, July 2013 version, please contact the Secretariat (secretariat@inqaahe.org).

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 (as associate members) other organisations and individuals 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 to 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 to 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 seminars, workshops, fora and conferences, newsletters, documents, journals and books;
- 4.2 databases of members of the Network with a description of their powers, interests, responsibilities and operations, and 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 two (2) categories of voting members, Full and Associate:
 - 8.1 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.
 - 8.2 Associate Members 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 herein.
9. Individuals with a major interest in evaluation, accreditation and quality assurance in higher education may affiliate with the Network.
10. Associations/Networks of quality assurance agencies (QA Networks, formerly called Regional Networks), 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.
11. 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.

12. The Board of Directors will verify that any request for membership or affiliation complies with either of the conditions mentioned in clauses 8.1, 8.2 or 9 herein and make a decision regarding the admission of the applicant.
13. Full and Associate members may participate in the Governing Bodies of the Network.
14. Affiliates and QA Networks may participate in the General Assembly, but without the right to vote.
15. Members and Affiliates are obliged to:
 - 15.1 abide by the Constitution of the Network; and
 - 15.2 remit the subscriptions or any other contributions determined in accordance with the Constitution.
16. Membership in or affiliation with the Network may be withdrawn by a majority vote of the Board of Directors if the Member or Affiliate:
 - 16.1 fails to maintain the conditions that allowed its initial admission, as set out in this Constitution; or
 - 16.2 does not fulfil the obligations set out in the Constitution; or
 - 16.3 acts in the Network's name without authorisation; or
 - 16.4 misrepresents its association with the Network as implying any level of recognition (beyond the criteria that allowed its admission to the Network).

PART 3 – GOVERNANCE

Governing Bodies

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

The General Assembly

18. The General Assembly is the plenary policy and decision-making body of the Network. It is composed of Full and Associate Members of the Network, each represented by one nominated individual.
19. Meetings of the General Assembly shall be presided over by:
 - 19.1 the President of the Network as appointed or approved under Clause 32 herein; or
 - 19.2 in the absence of the President, the Vice President as elected under Clause 32 herein; or

- 19.3 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.
20. 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.
21. A Notice of Meeting must at least specify the following:
 - 21.1 The place, date and time of meeting and, if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
 - 21.2 The general nature of the meeting's business in the form of a proposed Agenda;
 - 21.3 A statement setting out the Member's rights to appoint a Delegate or proxy, the voting entitlement of those delegates or proxy holders.
22. 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.
23. The responsibilities of the General Assembly are to:
 - 23.1 elect eight (8) members to be appointed as Directors on the Board of Directors;
 - 23.2 approve the nominations from the Board for the posts of President and Vice-President, as described in Clause 31 herein.
 - 23.3 approve the annual subscription rate for membership or affiliation and any other contribution to be paid by members and/or affiliates;
 - 23.4 approve the strategic plan of the Network;
 - 23.5 approve the reports of the Board of Directors, prepared according to the Strategic Plan;
 - 23.6 approve the Network's financial statements;
 - 23.7 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
 - 23.8 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, to be finally approved by majority

vote in the next Conference or Forum of the General Assembly in the form of secret ballots.

24. The quorum for a General Meeting is twenty-five percent (25%) of the eligible voting members (i.e., Members and Associates), with the exception of Clause 48 herein. The quorum must be present, whether in person, by Delegate, proxy or electronic means, at all times during the meeting.
25. Except as provided in clauses 46, 49 and 53 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

26. The Board of Directors shall manage the general affairs of the Network.
27. The Board of Directors is comprised of:
 - 27.1 eight (8) members duly elected by the General Assembly to serve as Directors on the Board of Directors;
 - 27.2 up to four (4) additional members co-opted by majority vote of the Board of Directors constituted under 32 herein; and
 - 27.3 the appointed Secretary, as described in Clause 35 herein and the Immediate Past President, both who serve on the Board ex officio and without voting rights.
28. To be eligible for election as a Director, a person must represent a Full or Associate Member of the Network.
29. At least two thirds of the Directors are to be from Full Member organisations and no two of the elected, appointed or co-opted Directors should be from the same member organisation.
30. All elected Directors are elected for a period of up to three (3) years, with the end of term to coincide with the relevant annual General Assembly meeting. The Board of Directors may, at its discretion, vary the terms of office for a vacancy among its membership, taking into account a need to vary the lengths of the terms in order to support continuity and orderly transition for the Board as a whole. Such variations shall be made clear prior to an election taking place.
31. No Director may serve more than two consecutive three-year terms on Board in any capacity (elected, co-opted or Ex-officio). In cases where, for reasons described in 33 herein, a term of office has been varied in length, the period served by an individual member shall not exceed in total the equivalent of two terms of three years.
32. The Board of Directors constituted under Clause 27 herein shall propose a President and Vice President from within its number for the endorsement of the General Assembly, the proposals to be determined by majority vote of the voting Board Members and the

nominees to be drawn from among the Directors from Full Member organisations elected by the General Assembly.

33. A maximum of four (4) additional Directors will be elected by majority vote of the eight (8) Directors on the Board of Directors elected by the General Assembly. 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.
34. In determining the periods of office to be served by co-opted Directors, the Board may take into account a need to vary the lengths of the (staggered) terms in order to support continuity and orderly transition for the Board as a whole.
35. The Secretariat, appointed by majority vote of the Board of Directors under 27.3 herein, must be a Full Member whose Chief Executive or nominee shall be the Secretary of the Network and a member of the Board of Directors ex officio.
36. 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.
37. 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.
38. The Board of Directors can, as necessary, establish committees or working groups.
39. The responsibilities of the Board of Directors are to:
 - 39.1 decide on the admission of members to the Network;
 - 39.2 exclude any member, upon a two-third (2/3rd) majority vote of the Board of Directors; under the conditions outlined in Clause 16 herein.
 - 39.3 replace, by majority vote of the Board of Directors, any Director on who may resign between Ordinary Meetings. 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;
 - 39.4 lead the Network in its strategic planning for the future;
 - 39.5 ensure that any specific mandate determined by the General Assembly is executed;
 - 39.6 take any necessary measures on behalf of the Network between meetings of the General Assembly;
 - 39.7 solicit and receive donations and sponsorship on behalf of the Network;
 - 39.8 foster the financial stability and sustainability of the Network;

- 39.9 consider and approve annual accounts of the Network within three months of the end of a designated financial year;
- 39.10 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; and

The President

- 40. The President proposed by majority vote of the Board of Directors and endorsed by the General Assembly under Clauses 23.2 and 32 herein shall:
 - 40.1 preside at meetings of the General Assembly and the Board of Directors;
 - 40.2 carry out any resolutions, decisions or specific mandates set by the General Assembly and/or the Board of Directors;
 - 40.3 execute any function provided for in this Constitution;
 - 40.4 in the event of an equality of votes, cast the deciding vote; and
 - 40.5 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

- 41. The Vice President, proposed by majority vote of the Board of Directors and endorsed by the General Assembly under Clauses 23.2 and 32 herein, 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

- 42. The Secretary, designated pursuant to Clause 35 herein, is responsible for the management and administration of the Network, specifically to:
 - 42.1 keep the Network's files and minutes;
 - 42.2 arrange for the Network's publications;
 - 42.3 prepare the annual reports;
 - 42.4 prepare, organise and convene the Network's meetings;
 - 42.5 prepare, organise and convene meeting of the Board of Directors;
 - 42.6 collect fees and subscriptions; and
 - 42.7 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 Treasurer

43. The Board of Directors constituted under 27.1 herein shall elect a Treasurer from within its members by majority vote to be responsible for the finances of the Network, specifically to:
 - 43.1 present and comment on the Network's financial statements to the Board of Directors and the General Assembly;
 - 43.2 oversee the preparation of budgets.

The Directors

44. All Directors are responsible for:
 - 44.1 maintaining relations with other similar associations;
 - 44.2 promoting the work of the Network;
 - 44.3 contributing to Board discussions and fostering a professional and productive atmosphere;
 - 44.4 carrying out regular work on behalf of the Network;
 - 44.5 maintaining involvement in Committees and/or Working Groups; and
 - 44.6 carrying out any specific mandates of the General Assembly and the Board of Directors within the terms of this Constitution.
45. All Directors are expected to:
 - 45.1 Whenever possible, to attend all Board and committee meetings in their entirety;
 - 45.2 Be familiar with Board practices and policies;
 - 45.3 Treat confidential matters appropriately;
 - 45.4 Work as part of a team;
 - 45.5 Avoid and, where appropriate, declare conflicts of interest.

PART 4 – OTHER MATTERS

Chief Executive

46. 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.

47. 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

48. 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

49. The Constitution may only be amended by a two-thirds majority vote of 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 30% of the Full and Associate Members of the Network.
50. Twenty-one-days (21) notice is required to the Full Members for proposed amendments to the Constitution.

Quality Assurance Networks

51. 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

52. 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

53. The Network may be dissolved by 30% of Full Members present at a meeting of the General Assembly.
54. 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

55. To comply with the provisions of Clause 34, the first partial election, for half of the members of the Board of 27.1, will be held one and a half years after the approval of the

Constitution reform. The first four (4) Board Directors to be renewed will be those who have been the longest as members, and, cannot be the President and the Vice President.

56.

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”. The President and Vice President are to be elected by majority vote of the Board of 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:

“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

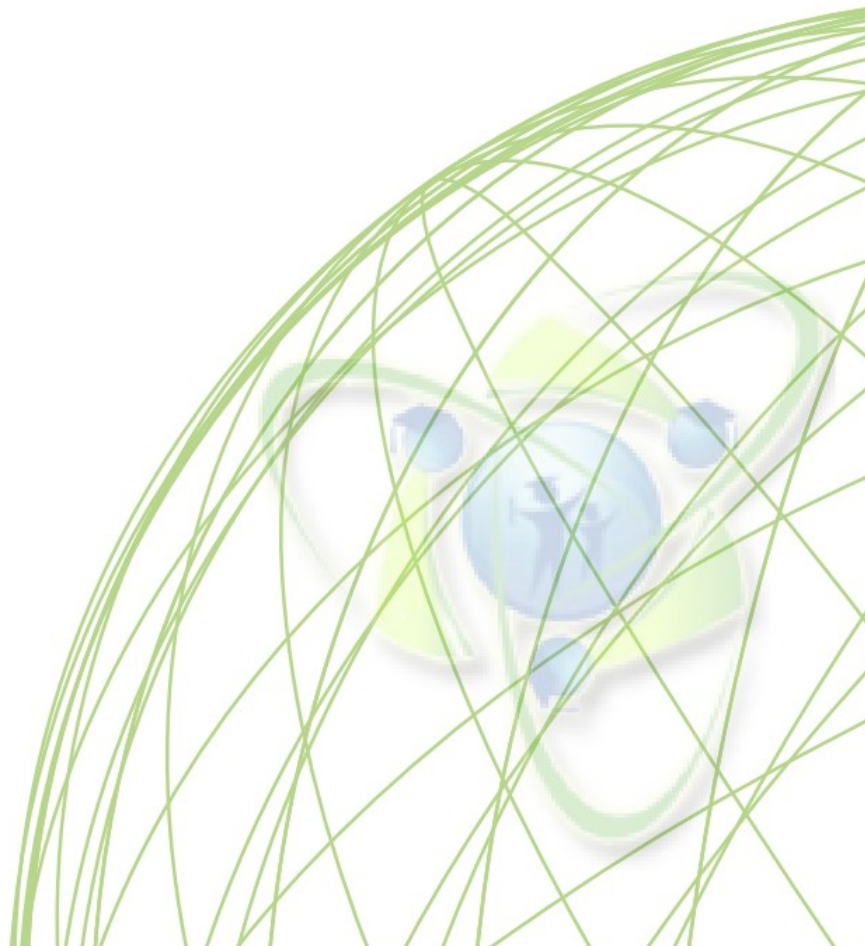
“Associate Members” are institutions of tertiary education and/or organisations with a major interest in evaluation, accreditation and quality assurance in higher education, but without the responsibility for assuring quality of institutions or education programmes for Full Members.

“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 (without voting rights) 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.



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