

# INQAAHE CONSTITUTION



The *International Network of Quality Assurance Agencies in Higher Education (INQAAHE)*, established in 1991, ratified its first *Constitution* in 1997.

Since ratification, the *Constitution* has been amended 6 times to reflect the evolution of the organization, to remain relevant, and to drive organizational enhancement and sustainability.

The current version of the *INQAAHE Constitution* was amended to mainly reflect the establishment of its permanent *International Headquarters* and ratified by the General Assembly on May 4, 2021.

## CONTENTS

<b>PART 1 – THE NETWORK</b> .....	4
Establishment.....	4
Purposes .....	4
Key Activities .....	5
Finance.....	5
<b>PART 2 – MEMBERSHIP</b> .....	6
<b>PART 3 – GOVERNANCE</b> .....	7
Governing Bodies.....	7
The General Assembly .....	7
The Board of Directors.....	9
The President.....	11
The Vice-President.....	11
The Chief Executive Officer .....	11
The Treasurer .....	12
The Directors .....	12
<b>PART 4 – OTHER MATTERS</b> .....	13
The Secretariat and the Chief Executive Officer .....	13
The Network Seal - Use and control of the common seal.....	14
Dispute Resolution.....	14
Amendments to the Constitution.....	14
Quality Assurance Networks .....	15
Partnerships .....	15
Dissolution .....	15
<b>APPENDIX</b> .....	16
Definitions.....	16

## PART 1 – THE NETWORK

### Establishment

- 1 The International Network for Quality Assurance Agencies in Higher Education Incorporated (INQAAHE) (“the Network”) is a world-wide association of organisations active in the theory and practice of 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.
- 3 At that time, the Network established its registered office at Lambton Quay 142, 6011 Wellington, New Zealand. The territorial scope of Network activities is not limited to any specific country.
- 4 The Network was established for an unlimited period of time.

### Purposes

- 5 The purposes of the Network are to:
  - 5.1 create, collect and disseminate information on current and developing theory and practice in the assessment, maintenance and improvement of quality in higher education;
  - 5.2 undertake or commission research in areas relevant to quality in higher education;
  - 5.3 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;
  - 5.4 provide advice and expertise to promote quality assurance and its enhancement;
  - 5.5 facilitate links between quality assurance agencies and support networks of quality assurance agencies;
  - 5.6 enable all members to be alert to improper quality assurance practices and organisations;
  - 5.7 organise, on request, reviews of the operation of quality assurance bodies; and
  - 5.8 serve as an enhancement platform for the members and quality assurance providers at large.

## Key Activities

- 6 For the fulfilment of these purposes the following activities will be carried out:
  - 6.1 organization of events;
  - 6.2 research and capacity building;
  - 6.3 consultancy;
  - 6.4 review of external quality assurance bodies; and
  - 6.5 any other activity that the Board or the membership/General Assembly determine appropriate.
- 7 The Network will distribute information and research findings to members through:
  - 7.1 a diversity of events and publications (seminars, workshops, fora and conferences, newsletters, documents, journals, etc.);
  - 7.2 databases with information about relevant higher education initiatives and activities; and
  - 7.3 other appropriate means, as may be determined from time to time by the General Assembly.

## Finance

- 8 The Network may set fees and levy charges to carry out its activities.
- 9 Membership fees will be set at a level decided from by the General Assembly when it deems appropriate.
- 10 The Network may seek and receive donations and other forms of financial support in furtherance of the objectives of the Network.
- 11 The financial revenue sources from which the Network fulfils the Purposes and Activities of the Network are distributed as follows:
  - 11.1 membership fees, periodic or extraordinary;
  - 11.2 subsidies, legacies or inheritances that could be legally received from associates or third parties;
  - 11.3 revenue from the Network's events such as Forum and Conferences, training sessions and webinars;
  - 11.4 grants and international consultancy projects that the Network applies to;
  - 11.5 revenues from external reviews; and
  - 11.6 any other legal resource.

- 12 The fiscal year is aligned with the membership year and starts from January the 1st and closes on the 31st of December each year.

## **PART 2 – MEMBERSHIP**

- 13 The Network has four (4) categories of members:
- 13.1 INQAAHE GGP Aligned Members: these are the quality assurance bodies that have successfully undergone a GGP alignment procedure and whose alignment is current;
  - 13.2 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.
  - 13.3 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 13.1 and 13.2 herein.
  - 13.4 Affiliate Members: these are individuals with a major interest in evaluation, accreditation and quality assurance in higher education may affiliate with the Network.
- 14 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.
- 15 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.
- 16 The Board of Directors will verify that any request for membership or affiliation complies with either of the conditions mentioned in clause 15 herein and make a decision regarding the admission of the applicant.
- 17 GGP Aligned, Full and Associate members may participate in the Governing Bodies of the Network with voting rights.
- 18 Affiliate members may participate in the General Assembly, but without the right to vote.
- 19 Members are obliged to:

- 19.1 abide by the Constitution of the Network; and
  - 19.2 remit the subscriptions or any other contributions determined in accordance with the Constitution.
- 20 Membership in or affiliation with the Network may be withdrawn by a majority vote of the Board of Directors if the Member or Affiliate:
- 20.1 fails to maintain the conditions that allowed its initial admission, as set out in this Constitution; or
  - 20.2 does not fulfil the obligations set out in the Constitution; or
  - 20.3 acts in the Network’s name without authorisation; or
  - 20.4 misrepresents its association with the Network as implying any level of recognition (beyond the criteria that allowed its admission to the Network);
  - 20.5 proves to have been engaged in illegal operations or misconduct leading to loss of trust in their provisions of quality assurance.
- 21 INQAAHE membership will expire upon non-payment of annual dues for two years in a row.
- 22 The excluded member has a right to appeal within the next three months of the notification as per approved procedure (see Procedures Manual).
- 23 To re-apply for membership, the regular procedure applies.

## **PART 3 – GOVERNANCE**

### **Governing Bodies**

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

### **The General Assembly**

- 25 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.
- 26 Meetings of the General Assembly shall be presided over by:
- 26.1 the President of the Network as approved under Clause 39 herein; or
  - 26.2 in the absence of the President, the Vice President as approved under Clause 39 herein; or

- 26.3 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.
- 27 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.
- 28 A Notice of Meeting must at least specify the following:
- 28.1 the place, date and time of meeting and, if the meeting is to be held in two or more places;
  - 28.2 the general nature of the meeting's business in the form of a proposed Agenda;
  - 28.3 a statement setting out the Member's rights to appoint a Delegate or proxy, the voting entitlement of those delegates or proxy holders.
- 29 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.
- 30 The responsibilities of the General Assembly are to:
- 30.1 elect nine (9) members to be appointed as Directors on the Board of Directors;
  - 30.2 approve the President's candidacy as proposed by the Board of Directors;
  - 30.3 approve the annual subscription rate for membership or affiliation and any other contribution to be paid by members and/or affiliates;
  - 30.4 approve the strategic plan of the Network every five years, and its possible modifications;
  - 30.5 approve the reports of the Board of Directors, prepared according to the Strategic Plan;
  - 30.6 approve the Network's financial statements;
  - 30.7 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
  - 30.8 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.

- 31 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 63 (Dispute Resolution) herein. The quorum must be present, whether in person, by Delegate, proxy or electronic means, at all times during the meeting.
- 32 Except as provided in Clauses 63 (Dispute Resolution), 64 and 65 (Amendment to the Constitution) and 68 and 69 (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**

- 33 The Board of Directors shall manage the general affairs of the Network.
- 34 A staggered approach to the Board formation is adopted to ensure sustainability of the Network's operations.
  - 34.1 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.
  - 34.2 The leaving members will be eligible for election or co-option (subject to Clause 40).
  - 34.3 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.
- 35 The Board of Directors is comprised of:
  - 35.1 nine (9) members duly elected by the General Assembly to serve as Directors on the Board of Directors;
  - 35.2 up to four (4) additional members co-opted by majority vote of the Board of Directors constituted under 40 herein; and
  - 35.3 the Chief Executive Officer as described in Clause 41 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.
- 36 To be eligible for election as a Director, a person must represent a GGP Aligned, Full or Associate Member of the Network.
- 37 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.

- 38 No Director may serve more than two consecutive three-year terms on Board in any capacity (elected or co-opted).
- 39 The Board of Directors constituted under Clause 35 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.
- 40 A maximum of four (4) additional Directors will be elected by majority vote of the nine (9) 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.
- 41 The Chief Executive Officer, shall be selected through robust and transparent process and procedures by majority vote of the Board of Directors under 35.3 herein. The Chief Executive Officer on appointment shall be an ex-officio member of the Board without voting rights.
- 42 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.
- 43 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.
- 44 The Board of Directors can, as necessary, establish committees or working groups.
- 45 The responsibilities of the Board of Directors are to:
- 45.1 decide on the admission of members to the Network;
  - 45.2 exclude any member, upon a two-third ( $\frac{2}{3}$ ) majority vote of the Board of Directors; under the conditions outlined in Clause 20 herein;
  - 45.3 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;
  - 45.4 lead the Network in its strategic planning for the future;
  - 45.5 ensure that any specific mandate determined by the General Assembly is executed;
  - 45.6 take any necessary measures on behalf of the Network between meetings of the General Assembly;
  - 45.7 solicit and receive donations and sponsorship on behalf of the Network;

- 45.8 foster the financial stability, sustainability and growth of the Network;
- 45.9 consider and approve annual accounts of the Network within three months of the end of a designated financial year;
- 45.10 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**

- 46 The President proposed by majority vote of the Board of Directors shall:
- 46.1 preside at meetings of the General Assembly and the Board of Directors;
  - 46.2 carry out any resolutions, decisions or specific mandates set by the General Assembly and/or the Board of Directors;
  - 46.3 carry out any resolutions, decisions or specific mandates set by the General Assembly and/or the Board of Directors;
  - 46.4 in the event of an equality of votes, cast the deciding vote; and
  - 46.5 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**

- 47 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 Chief Executive Officer**

- 48 The Chief Executive Officer, selected pursuant to Clause 41 herein, is responsible for the overall management and administration of the Network, specifically to:
- 48.1 ensure implementation of the Strategic Plan;
  - 48.2 lead and manage strategic, operational, financial and legal matters;
  - 48.3 lead and manage the Network's Secretariat;
  - 48.4 regularly engage with the membership, strategic partners and other stakeholders;

- 48.5 regular report to the Board of Directors on the Network's performance; and
  - 48.6 assume other responsibilities not provided for in this Constitution as may be decided by the majority of the Board of Directors.
- 49 The Chief Executive Officer has only those powers and authorities conferred by the terms of the Chief Executive Officer'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 Officer.
- 50 In case the position of Chief Executive Officer is vacant for any reason, the Board shall appoint an interim Chief Executive Officer until the position is filled.

### **The Treasurer**

- 51 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:
- 51.1 present and comment on the Network's financial statements to the Board of Directors and the General Assembly; and
  - 51.2 oversee the preparation of budgets.

### **The Directors**

- 52 All Directors are responsible for:
- 52.1 maintaining relations with other similar associations;
  - 52.2 promoting the work of the Network;
  - 52.3 contributing to Board discussions and fostering a professional and productive atmosphere;
  - 52.4 carrying out regular work on behalf of the Network;
  - 52.5 maintaining involvement in Committees and/or Working Groups; and
  - 52.6 carrying out any specific mandates of the General Assembly and the Board of Directors within the terms of this Constitution.
- 53 All Directors are expected to:
- 53.1 whenever possible, to attend all Board and committee meetings in their entirety;
  - 53.2 be familiar with Board practices and policies;
  - 53.3 treat confidential matters appropriately;
  - 53.4 work as part of a team;
  - 53.5 avoid and, where appropriate, declare conflicts of interest.

## **PART 4 – OTHER MATTERS**

### **The Secretariat and the Chief Executive Officer**

- 54 The affairs of the Network shall be managed through the Secretariat led by the Chief Executive Officer selected by the Board pursuant to Clause 41.
- 55 The Board, on advise of the Chief Executive Officer, shall hire any other relevant staff, in each case, for a fixed term period.
- 56 The Board may remove any member of staff, including the Chief Executive Officer and appoint replacements according to the established process and procedures.
- 57 The functions of the Secretariat shall be led and managed by the Chief Executive Officer and provides the Network’s Board and its members with independent substantive servicing as well as administrative and technical assistance in the discharge of their responsibilities under the Constitution and any related by-laws as provided and within the framework established for the Secretariat.
- 58 The Secretariat shall operate under the Statutes and Financial Regulations and/or Fiduciary Requirements of the country of incorporation especially regarding taxes and other financial charges relating to the operation of an entity as well as any Labour Statutes, Rules and Regulations relating to Employer/Employee relations.
- 59 The Secretariat shall shall operate, within the bounds of mutual respect for the independent exercise of their respective functions and of maintaining high levels of professionalism, integrity and competence.
- 60 The Chief Executive Officer and the Secretariat shall be funded from the budget of the Network.
- 61 Relocation, Disestablishment and/or Dissolution:
  - 61.1 The Secretariat may be relocated to another country or location of the same country based on legal infringement of Clause 57 and/or violations related to basic human rights such as discriminations and/or biases related to race, ethnicity, religion, ethnicity, age, gender or political affiliations.
  - 61.2 Similarly, the Secretariat may be relocated based on any social and/or economic factor so impacting that the Network’s sources of incomes and/or other sources of funding are threatened.
  - 61.3 The Secretariat may be disestablished/dissolved by a decision of the Network’s Board based on social, economic, financial, legal, political among other factors impacting thereof which is/are or may be deemed detrimental to the Network and its Board and/or members or may be

affecting any legitimate international bodies that are affiliated with the Network.

### **The Network Seal - Use and control of the common seal**

62 The Network will keep a common seal and the use and control are as follows:

- 62.1 The Network will keep a common seal, which will be inscribed with the acronym and full name of the Network, and with any other words or graphic devices the Board determines.
- 62.2 The common seal will only be fixed to an instrument with the authority of the Chief Executive Officer and witnessed by the signature of one member of the Executive Committee.
- 62.3 The common seal will be used on contracts, memoranda of understanding and any other official agreements signed by the Network, indicating that the documents were signed with and by the authority of the society.
- 62.4 The common seal must be kept in the custody of the Chief Executive Officer.
- 62.5 The Executive Committee may prepare by-laws, for consideration by the Board, for the safe custody, display, design, uses or any other matter, other than those prescribed in the previous clauses, relating to the common seal.

### **Dispute Resolution**

63 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**

- 64 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.
- 65 Twenty-one-days (21) notice is required to the GGP Aligned and Full Members for proposed amendments to the Constitution.

### **Quality Assurance Networks**

66 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**

67 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**

68 The Network may be dissolved by 30% of GGP Aligned and Full Members present at a meeting of the General Assembly.

69 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.

## 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: nine members duly elected by the General Assembly to serve as Directors on the Board of Directors; plus, up to three 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.

**“Chief Executive Officer”**, selected through robust and transparent process and procedures by majority vote of the Board of Directors, is responsible for the overall management and administration of the Network and serves on the Board ex officio and without voting rights.

**“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 Member Services 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 14 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**” is the administrative arm of the Network led and managed by the Chief Executive Officer.

“**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.