



**CONSTITUTION and BY-LAWS
of the
ASEAN QUALITY ASSURANCE ASSOCIATION (ASEAN - QAA)
(as of November 6th, 2019)**

ARTICLE I

Name

ASEAN Quality Assurance Association (ASEAN-QAA)

Section 1. Name

The official name of the organization shall be the ASEAN Quality Assurance Association, hereinafter referred to as ASEAN-QAA.

**ARTICLE II
Principal Office**

Section 1. The principal office of the ASEAN-QAA shall be located at _____, Philippines. Branch offices may be established in such other places as the Executive Committee may, from time to time, arrange.

**ARTICLE III
Nature, Vision and Mission**

Section 1. Nature

The inception of ASEAN-QAA is motivated by mutual interest among the alumni of Dialogue for Innovative Higher Education Strategies (DIES) ASEAN-QA TrainIQA from 2011 to 2018 for networking and sharing of resources.

The ASEAN-QAA is an association composed of individuals involved in the development of quality assurance in South East Asia higher education institutions and their academic institutions.



The ASEAN-QAA shall be organized as a non-stock, non-profit organization. It may undertake revenue-generating activities to fund its projects, provided that no part of its net income shall be used for the benefit of any

member of the organization or its Executive Committee or its Executive Board, or of any private person or entity.

Section 2. Vision Statement

The ASEAN Quality Assurance Association shall be a regional network sharing expertise and resources for enhancing quality in ASEAN higher education institutions.

Section 3. Mission Statement

The ASEAN Quality Assurance Association is committed to promote quality assurance in higher education institutions (HEIs) in the region through:

1. capacity-building programs in collaboration with other quality assurance networks in South East Asia and beyond;
2. the provision of professional and technical assistance to its individual and institutional members in the area of quality assurance; and,
3. dissemination and sharing of best practices in quality assurance among HEIs in the region and beyond, through publications (online and print) and use of database on QA.

ARTICLE IV

Membership

Section 1. Individual Membership

Individual membership of the association is open to experts and practitioners involved in the development of quality assurance in academic institutions in South East Asia including Timor Leste.



All applicants shall submit a duly completed application form to the association.

Section 2. Institutional Membership

The academic institution of the registered individual member may apply for the institutional membership of the Association.

Section 3. Honorary Membership

The highest officer in charge of Quality Assurance in the member institution (e.g. Vice President/Deputy Vice Chancellor/Vice Rector) shall be automatically entitled for Honorary Membership.

Only individual members are eligible to participate in the governance and administration of the Association.

Section 4. General Assembly

- 4.1** The General Assembly shall be composed of all the members of the ASEAN-QAA. At least one-half of the voting membership of the Association or the voting members present represent twice the total number of Executive Committee, whichever is lesser, must be present at the General Assembly for its proceedings to be valid and to constitute a quorum.
- 4.2** If an hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding thirty (30) days) to be decided by the Executive Committee; and if a quorum is not present an hour after the time appointed for the postponed meeting, the members present shall have the power to proceed with the business of the day but shall not have the power to alter the Constitution and By-Law of the Association, or make any decision affecting the whole membership.
- 4.3** A General Assembly meeting of the Association shall be held as soon as possible after the close of each financial year but not later than April OR in any month of the next financial year, on a date and a time



and place to be decided by the Executive Committee. The business of the annual general meeting shall be:

- a. To receive the minutes of the previous General Assembly meeting;
 - b. To receive the Committee's report on the working of the Association during the previous year;
 - c. To receive the Treasurers' report and the audited accounts of the Association for the previous year;
 - d. To elect the Executive Committee and to appoint auditors for the ensuing year OR for the next two (2) years;
 - e. To deal with such other matters as may be put before it.
- 4.4** The Secretary shall send to all members at least fourteen (14) calendar days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the Association for the previous year. Copies of these documents will also be made available at the registered place of business of the Association for the perusal of members.
- 4.5** An extraordinary General Assembly meeting of the Association shall be convened:
Whenever the Executive Committee deems it necessary; or
At the joint request in writing of not less than twice the number of the Executive Committee Members, stating the objects and reasons for such meeting.
- 4.6** An extraordinary General Assembly meeting requisitioned by members shall be convened for a date within thirty (30) days of the receipt of such requisition.
- 4.7** Notice and agenda for an extraordinary general meeting shall be forwarded by the Secretary to all members at least fourteen (14) days before the date fixed for the meeting.
- 4.8** Paragraphs 4.1 and 4.2 of this Constitution and By-Laws regarding the quorum and the postponement of an annual general meeting shall apply also to an extraordinary General Assembly meeting, but with the provision that if no quorum is present after half an hour from the time appointed for a postponed extraordinary General Assembly meeting requisitioned by the members, the meeting shall be



cancelled, and no extraordinary General Assembly meeting shall be requisitioned for the same purpose until after the lapse of at least one hundred eighty (180) days from the date thereof.

- 4.9** The Secretary shall forward to all members a copy of the draft minutes of each annual and extraordinary general meeting as soon as possible after its conclusion.

Section 5. Rights and Obligations

The members of ASEAN-QAA shall have the following rights and obligations:

1. Participate in and support the activities of the ASEAN-QAA;
2. Abide by the rules, policies, and regulations formulated by the Executive Committee;
3. Attend all the meetings called by the Executive Committee;
4. Cast one (1) vote per member in the election of the members of the Executive Committee and the Executive Board;
5. Hold an Executive Committee position and/or be an Executive Board Member provided he/she is elected;
6. Hold a position as the Country Representative provided he/she is elected;
7. Discuss any question or matter regarding the present Constitution and By-Laws of the ASEAN-QAA;
8. Have access and right to reproduce any relevant documents pertaining to the ASEAN-QAA, such as this Constitution and By-Laws, among others;
9. Receive Certificate of Membership;
10. Have access to Quality Assurance experts, QA-based resources/publications by the association;
11. Optimize opportunities for collaboration and networking;
12. Receive priority service (Priority-Lane) for any Programme organized by the Association;
13. Receive discount for relevant programmes organized by the association (if available and applicable);
14. Exercise such other rights and obligations as may be deemed necessary by the Executive Committee;



Section 6. Membership Fees

Membership fees shall be collected from the members in accordance with below Schedule of Fees.

- 6.1** Every applicant for membership is subject to due (in USD) as prescribed in below Schedule of Fees.

Schedule of Fees

Type of Membership	Application Fee	Annual Fee	Lifetime Membership Fee
Individual	Not Applicable	25.00	100.00
Institutional	Not Applicable	100.00	300.00

- 6.2** All registered members are accountable for an Annual Fee, which shall be paid before the end of the financial year, i.e. 31st December of each year. Members who fail to do this will lose their right to sit in the General Assembly meeting (as described in Section 3 of this Constitution and By-Laws), and to enjoy any other benefits subscribed by the Association members.
- 6.3** Any member who applied for lifetime membership and subsequently approved has the privilege not to pay for annual fee.
- 6.4** Any member who fails to pay the membership fee for two (2) consecutive years is considered willingly to void/invalidate/ lose his/her membership without prejudice.

Section 7. Resignation and Termination



7.1 Any member who wishes to resign from the Association shall give fourteen (14) days' notice in writing to the Secretary.

7.2 Any member who fails to comply with the Constitution and By-Laws of the Association or has acted in a manner that brings disrepute upon the Association may be expelled or suspended for a period of time as the Executive Committee deems fit. Before the Executive Committee expels or suspends a member, the member concerned shall be informed of the grounds for such expulsion or suspension in writing and shall be given an opportunity to explain and clear himself/herself in person. Such suspension or expulsion shall be enforced, unless otherwise reversed by a General Assembly meeting, upon appeal by the said member.

ARTICLE V

Governance

Section 1. The Executive Board

There shall be up to THREE (3) representatives from each of the following country-members: Cambodia, Indonesia, Laos, Malaysia, Myanmar, Philippines, Thailand, Timor Leste and Vietnam, to form the Executive Board.

The country representatives shall serve as the conduit and/or liaison officers of the country they represent . They shall have the responsibility to coordinate and communicate all activities of the Association with all members from their respective countries. The Country Representatives shall be elected amongst the country's DIES TrainIQ Alumni prior to the general assembly for a period of two (2) years.

The country representatives shall elect among themselves the Executive Committee, and two (2) auditors who have the following functions.

- He/She shall be in charge of ensuring that all financial transactions are compliant with the rules and regulations of the Association along with other applicable government regulations.
- He/She shall keep all auditing records of the Association.



- He/She shall perform other functions as may be necessary and delegated by the Association President.

The Executive Board shall conduct its regular meeting at least once a year to discuss matters that will require its decision.

Section 2. The Advisory Board

There shall be an Advisory Board for the ASEAN-QAA, comprised of five (5) representatives from the ASEAN-QA TrainIQA mentors who shall provide non-binding strategic advice to the association. The members of the Advisory Board shall be invited by the Executive Board to offer unbiased insights and ideas for the association's future directions.

Section 3. The Executive Committee

The ASEAN-QAA shall have an Executive Committee, comprised of the officers as provided herein by the Constitution and By-Laws, who shall have authority to transact any business on behalf of the ASEAN-QAA.

The Executive Committee shall be composed of the following:

- President
- Vice President
- Secretary
- Assistant Secretary
- Treasurer

The Executive Committee shall be elected from among the country representatives convening as the Executive Board.

3.1 President

- The President shall be the Chief Executive of the Association. He/She shall preside in all the meetings of the members of the Association and the Executive Board.
- He/She shall direct and oversee the activities of the Association and shall assign duties to the officers and members which may not be specifically stipulated in the By Laws, subject to the deliberation of the Executive Board.
- He/She shall authorize the disbursement and expenditures of the Association; all disbursements of funds shall be authorized by him/her and counter-signed by the Treasurer.



- At the end of his/her term, he/she shall submit to the Executive Board and to the members a complete and comprehensive year-end-report of the activities and operations of the Association.

3.2 Vice President

- The Vice President shall assume all the powers and duties of the President in case of the latter's absence, resignation, illness, temporary incapacity or removal through vote of no confidence.
- He/She shall assist the President in the latter's work and perform such other functions as may be necessary and delegated by the President.

3.3 Secretary

- The Secretary shall make and keep records of all the minutes of the meetings, agreements, and decisions/resolutions of the Executive Committee, Executive Board and the General Assembly, and all other documents as may be deemed necessary by the Association.
- He/She shall attend to the issuance and service of notice of meetings to the members of the Executive Committee, Executive Board, and the General Assembly.
- He/She shall keep a record of attendance in all meetings.
- He/She shall review the attendance of members in meetings regularly; he/she is obliged to file an impeachment complaint to the President should a member fail to comply with the procedures as stated in this Constitution and By-Laws.
- He/She shall keep the written history of the Association and shall update other documents as may be relevant to the Association's operations.
- He/She shall perform other functions as may be necessary and delegated by the President.

3.4 Assistant Secretary

- the assistant secretary shall provide assistance to the Secretary in all related functions of the latter
- in the absence of the Secretary, the Assistant Secretary shall assume responsibility of the former's functions

3.5 Treasurer

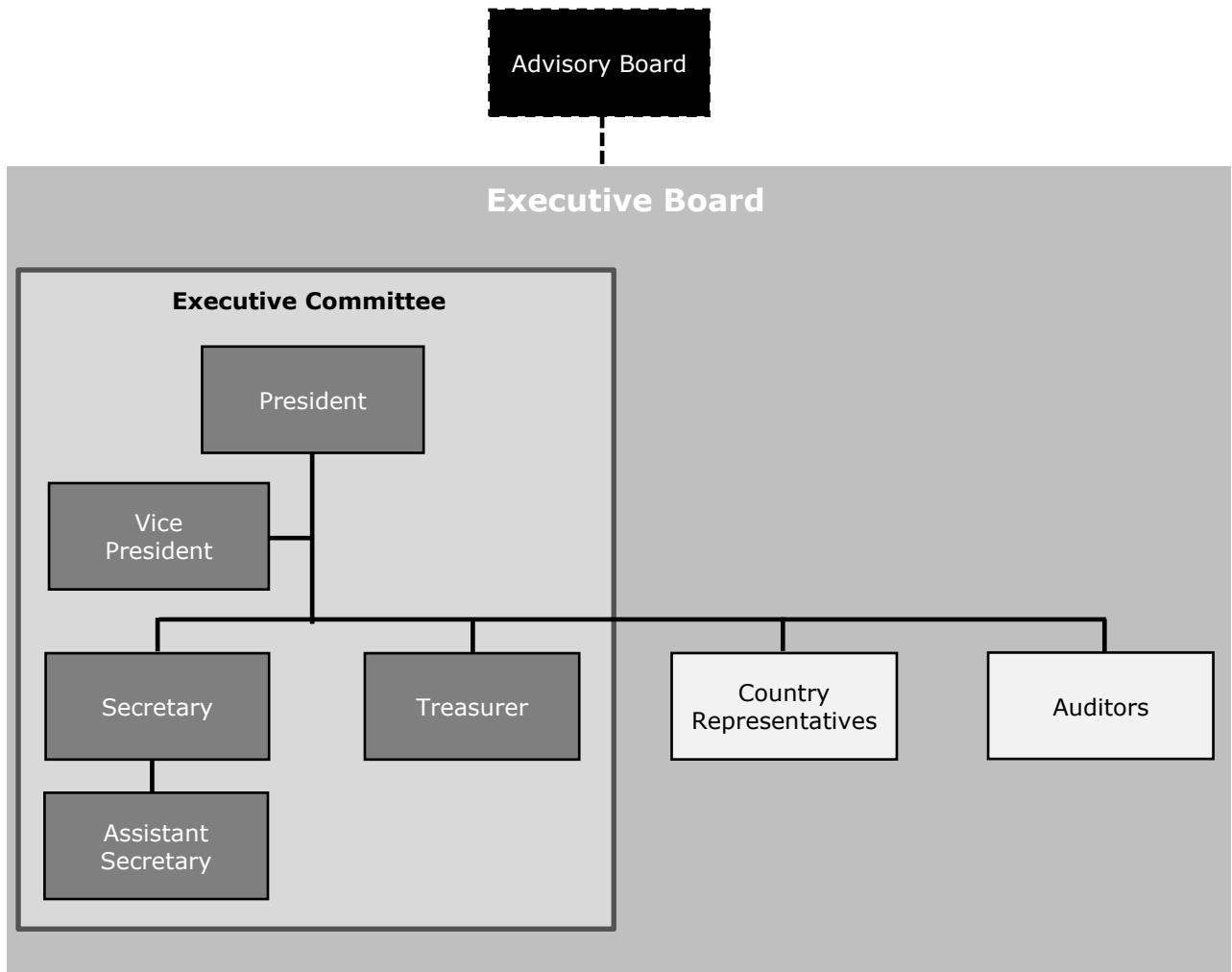
- He/She shall be in charge of the management of all the financial-related concerns of the Association.



**ASEAN-QA
Association**
CONNECT. SHARE. CHANGE

- He/She shall keep all financial records of the Association.
- He/She shall perform other functions as may be necessary and delegated by the President.

The Governance Structure



Section 4. Term of Office

The members of the Executive Committee shall hold office for a term of two (2) years and until their successors shall have been duly elected and qualified. No member of the ASEAN-QAA shall be nominated and elected as the President for more than two (2) consecutive terms. The members of



the Executive Committee shall not receive any compensation or remuneration during their term of office.

Section 5. Financial Provisions

All cheques or withdrawal notices on the Association's account shall be signed or approved jointly by the President, Secretary and the Treasurer of which two (2) signatories or approval is required to affect the cheques or transaction. In the absence of the President or the Treasurer for a long period, the Executive Committee shall appoint one of its members to sign in his/her place.

Expenditure that is less than USD 5, 000.00 (US Dollar: Five Thousand) at any one time may be incurred by the President together with the Treasurer. No expenditure between USD 5,000.00 (US Dollar: Five Thousand) and USD 100,000.00 (US Dollar: One Hundred Thousand) shall be incurred in any month without prior consent from the Executive Committee, and no expenditure exceeding USD 100,000.00 (US Dollar: One Hundred Thousand) in any one month shall be incurred without the prior approval of a General Assembly.

Section 6. Meetings

The Executive Committee shall hold regular meetings once every three (3) months and shall convene at such special meetings as may be called by the President or upon written request of at least three (3) members of the Executive Committee.

ARTICLE VI Amendments and/or Revisions

The appeal for amendments and/or revisions to this Constitution and By-Laws shall be initiated by at least twenty five percent (25%) of the General Assembly of the ASEAN-QAA through the filing of a formal request duly signed by the petitioners addressed to the Executive Committee.

The officers shall then deliberate for pertinent changes to be made and shall call for a special meeting with the General Assembly for ratification. The revised Constitution and By-Laws shall be ratified through a majority



vote of the Executive Committee and two-thirds (2/3) of the General Assembly.

ARTICLE VII Separability Clause

Section 1. Should any section, paragraph, clause or phrase of these rules and regulations be declared invalid for any reason, the remainder of these rules and regulations are shall not be affected.

ARTICLE VIII Effectivity Clause

Section 1. No part of this Constitution and By-Laws shall be repealed, amended or revised within the next three (3) years, unless the need for such repeal, amendments or revision is of extreme necessity, which the Executive Committee exclusively determines by a majority vote.

This Constitution and By-Laws is hereto signed by the Executive Committee of the ASEAN-QAA this _____ in _____.