

JARINGAN JAMINAN KUALITI ASEAN
CONSTITUTION OF ASEAN QUALITY ASSURANCE NETWORK (AQAN)

I. NAME

1. An organisation is established under the name of ASEAN Quality Assurance Network (AQAN) or “*Jaringan Jaminan Kualiti ASEAN*”, hereinafter referred as “The Network”.
2. The Network intends to operate as a regional network of quality assurance agencies and authorities responsible for quality assurance of higher education in the Southeast Asian countries.
3. The Network is a not-for-profit organisation.
4. The term “ASEAN” in the name of the network indicates that its members are from the Southeast Asian region. It is the intention of the Network to seek a formal relationship with ASEAN.

II. PLACE OF BUSINESS

5. Its registered place of business shall be the Malaysian Qualifications Agency whose address is at 14th Floor, Menara PKNS-PJ, No. 17, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at such other place as may from time to time be decided by the Executive Committee. The registered place of business of the Network shall not be changed without the prior approval of the Registrar of Societies Malaysia.

III. LOGO

6. The Network uses a logo (as Appendix) in which its descriptions are;

6.1 QUALITY ASSURANCE – As depicted by the joined letters ‘Q’ and ‘A’ that formed a stylized ‘checkmark’ emphasized in red which acts as an endorsement of Quality by AQAN.

6.2 NETWORKING – 10 (ten) ‘Blue Stripes’ representing the 10 ASEAN States stretching along side by side from the letter ‘A’, depicting a networking of AQAN within these states. With this networking, a regional Quality Assurance framework will be in place.

6.3 RED and BLUE are chosen as they are common colours of the countries within ASEAN which also represent a common goal in collaborating on the capacity building of quality assurance in higher education in the ASEAN region.

IV. PURPOSES

7. The purposes of the Network are:

7.1 to enhance and sustain the higher education system in the Southeast Asia region through quality assurance practices;

7.2 to seek closer harmonization of the national quality assurance frameworks of the member countries;

7.3 to promote and share good practices of quality assurance in higher education in the region;

7.4 to collaborate on capacity building of quality assurance in higher education in the region;

- 7.5 to share information on higher education and facilitate exchanges and mutual recognition of qualifications within the region and between it and other part of the world; and
 - 7.6 to ensure effective association with other international quality assurance networks and higher education organisations.
8. The Network achieves its purposes through a range of methods, including:
- 8.1 dissemination of knowledge and information;
 - 8.2 training and development;
 - 8.3 developing strong collaboration with international organisations and networks; and
 - 8.4 other appropriate means as determined by the Roundtable or the Executive Committee meetings.

V. MEMBERSHIP

9. The Network has four categories of membership:
- 9.1 *Full Members* of the Network are the national quality assurance agencies or authorities responsible for external quality assurance of higher education or any other organisations as determined by the Roundtable meeting from time to time.
 - 9.2 *Associate Members* are other organisations in Southeast Asian countries with a major interest and active involvement in external quality assurance and quality promotion in higher education as determined by the Roundtable.
 - 9.3 *Affiliate Members* are individuals/professionals with a major interest in evaluation, audits, assessment, accreditation and quality assurance in higher education as determined by the Roundtable.

- 9.4 *Honorary Members* are individuals/professionals and organisations within Southeast Asian who has made outstanding contribution in the field of quality assurance as determined by the Roundtable.
10. Only Full Members are eligible to participate in the governance and administration of the Network.
11. All members may:
- 11.1 benefit from the Network's activities;
 - 11.2 collaborate in the attainment of the Network's purposes; and
 - 11.3 exercise their rights according to this Constitution.
12. All members are obliged to:
- 12.1 abide by the provisions of this Constitution;
 - 12.2 comply with decisions and resolutions of the governing bodies of the Network; and
 - 12.3 remit, in due time, the fees or any other contributions determined in accordance with this Constitution.
13. Every application for membership shall be submitted to the Secretary.
14. The procedures for admission are the Secretary verifies that the request for membership status complies with the conditions set by the Constitution and forwards it to the Executive Committee for decision.
15. Every applicant whose application has been approved as aforesaid shall, upon payment of the prescribed membership fee, be admitted as a member of the Network and shall be entitled to all the privileges of full or associate membership.

16. Membership is withdrawn if the member:

- 16.1 withdraws its membership in writing to the Secretary;
- 16.2 fails to maintain the conditions that allowed its initial admission, as set out in this Constitution;
- 16.3 does not fulfil the obligations set out in this Constitution; or
- 16.4 acts in the Network's name without prior authorisation of the AQAN Executive Committee.

17. All members will be listed in the register of membership.

18. All full members may, upon request to the Secretary, view any records and relevant documents of the Network provided that they peruse the documents in person and by appointment.

19. Notwithstanding anything in this Constitution, no member organisation shall be expected, by virtue of its membership of the Network, to do anything contrary to the rules and requirements of the organisation.

VI. MEMBERSHIP FEES, SUBSCRIPTIONS AND OTHER DUES

20. The entrance fee and subscription payable shall be as follows:-

- 20.1 Entrance fee : USD 500
- 20.2 Annual membership fee : USD 500

21. All subscription shall be payable to the Treasurer in advance no later than May of each year.

22. Any member who allows his arrears to exceed one year subscriptions shall receive a written notification signed by or on behalf of the Secretary, and shall be denied the privileges of membership until he settles his account.
23. Any member who allows his arrears to exceed two years' subscription shall automatically cease to be a member of the Network, and the Executive Committee may direct legal action be taken against him, provided that they are satisfied that he has received due notice of his debts.
24. The Executive Committee shall have the power to fix a re-entrance fee for any person who has allowed his membership to lapse through arrears.
25. Special subscriptions or levies for particular purposes may be raised from members by resolution of the Roundtable.
26. The Honorary Members are exempted from the payment of entrance and membership fees until decided otherwise by the Roundtable.

VII. GOVERNING BODIES

27. The governing bodies and authorities of the Network are the Roundtable and the Executive Committee.

VIII. THE ROUNDTABLE

28. The Roundtable is composed of all members, each represented by one nominated person.
29. The Network may invite organisations within and outside the Southeast Asia region as observers as determined by the Executive Committee.

30. Only Full Members are entitled to vote at the Roundtable Meeting and may vote by proxy using an Appointment of Proxy form. In the case there is more than one full member representing a country, only one vote is allowed per country.
31. The supreme authority of the Network is vested in a Roundtable Meeting. At least one-half of the voting membership of the Network or the voting members present represent twice the total number of Executive Committee members, whichever is the lesser, must be present at a general meeting for its proceedings to be valid and to constitute a quorum.
32. If one hour after the time appointed for the meeting a quorum is not present, the meeting shall be postponed to a date (not exceeding 30 days) to be decided by the Executive Committee; and if a quorum is not present one 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 rules of the Network or make any decision affecting the whole membership.
33. A Roundtable meeting of the Network shall be held as soon as possible after the close of each financial year but not later than October on a date and a time and place to be decided by the Executive Committee. The business of the Roundtable shall be:-
- 33.1 To receive the minutes of the previous Roundtable;
 - 33.2 To receive the Executive Committee's report on the working of the Network during the previous year;
 - 33.3 To receive the Treasurers' report and the audited accounts of the Network for the previous year;
 - 33.4 To elect the Executive Committee and to appoint auditors for the ensuing year;
 - 33.5 To deal with such other matters as may be put before it.
34. The Secretary shall send to all members at least 30 days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of the

Network for the previous year. Copies of these documents will also be made available at the registered place of business of the Network for the perusal of members.

35. An Extraordinary Roundtable Meeting of the Network shall be convened:-

35.1 Whenever the Executive Committee deems it desirable; or

35.2 At the joint request in writing of not less than twice the number of Executive Committee members, stating the objects and reasons for such meeting.

36. An Extraordinary Roundtable Meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.

37. Notice and agenda for an Extraordinary Roundtable Meeting shall be forwarded by the Secretary to all members at least fifteen days before the date fixed for the meeting.

38. Section VIII Clauses 30 and 31 of the Constitution regarding the quorum and the postponement of a Roundtable shall apply also to an Extraordinary Roundtable Meeting, but with the provision that if no quorum is present after one hour from the time appointed for a postponed Extraordinary Roundtable Meeting requisitioned by the members, the meeting shall be cancelled, and no Extraordinary Roundtable Meeting shall be requisitioned for the same purpose until after the lapse of at least six months from the date thereof.

39. The Secretary shall forward to all members a copy of the draft minutes of each Roundtable and Extraordinary Roundtable Meeting as soon as possible after its conclusion.

40. Elections for the Executive Committee members will be held according to procedures agreed by the Roundtable.

41. The responsibilities of the Roundtable are to:

- 41.1 elect the President, Vice-President and three other members of the Executive Committee, subject to Section IX Clauses 45 and 46;
- 41.2 consider for approval of reports from the Executive Committee;
- 41.3 consider for approval of the Network's annual financial statements;
- 41.4 make decisions necessary for the satisfactory operation of the Network;
- 41.5 consider, on the recommendation of the Executive Committee, the exclusion any member who disregards the Constitution; and
- 41.6 consider, on the recommendation of the Executive Committee, the admission of any new member.

42. Meetings of the Roundtable shall be conducted by the President (or in the President's absence by the Vice-President, or in the Vice-President's absence, by a Chair elected by the Roundtable for the purpose) and in accordance with accepted meeting procedures.

43. The decisions of the Roundtable shall be adopted by a simple majority.

IX. THE EXECUTIVE COMMITTEE

44. The Executive Committee who shall termed the office bearers of the Network consists of the President, Vice-President, Secretary, Assistant Secretary, Treasurer and a maximum of two other elected members.

45. All office-bearers of the Network and every officer performing executive functions in the Network shall be Malaysian and non-Malaysian citizens. This is subjected to prior approval from the Registrar of Societies Malaysia.

46. The Executive Committee is elected by the Roundtable for a three-year period.

47. The President shall only serve for one term. The Vice President will automatically replace the President provided that the person remains a representative of a Full Member organisation.

48. The role of the Executive Committee is to:

48.1 actively promote the functions provided for in this Constitution; and

48.2 implement the decisions of the Roundtable.

49. In furtherance of this objective the Executive Committee may establish a Standing Committee.

50. The Executive Committee shall meet in person not less than once a year. Each meeting shall be conducted by the President (or in the President's absence by the Vice-President, or in the Vice-President's absence, by a Chair elected by the Executive Committee for the purpose) and in accordance with accepted meeting procedures. At least half plus one of the members of the Executive Committee constitute a quorum.

51. The responsibilities of the President are to:

51.1 actively represent the Network;

51.2 chair the Roundtable and the Executive Committee meetings; and

51.3 liaise on behalf of the Network with other organisations.

52. The responsibilities of the Vice-President are to:

52.1 deputise for the President;

52.2 monitor the activities of the Standing Committees; and

52.3 chair the AQAN Finance Committee.

53. The responsibilities of the Secretary are to:

- 53.1 arrange for the Network's publications and website;
- 53.2 prepare the Annual Reports;
- 53.3 keep and maintain the Network's records (including the register of members);
- 53.4 arrange and record Roundtable and Executive Committee meetings; and
- 53.5 carry out decisions of the Executive Committee and the Roundtable.

54. The responsibilities of the Treasurer are to:

- 54.1 collect fees and charges and receive funding and donations;
- 54.2 maintain any necessary bank accounts and make payments as required; and
- 54.3 prepare the Network's financial statements for presentation at the Roundtable.

55. The responsibilities of the Ordinary Committee Members are to:

- 55.1 actively promote the functions provided for in this Constitution; and
- 55.2 implement the decisions of the Roundtable.

56. All cheques, drafts and bills must be authorised by the Secretary and one member of the Executive Committee.

57. The members of the Executive Committee will have custody of all relevant documents of the Network. In the event of an Executive Committee member surrendering his/her position, all documents will be handed over to existing members of the Secretary.

58. When an occasional vacancy occurs on the Executive Committee, the Executive Committee shall make an appointment to fill the vacancy for the remainder of the vacating Executive Committee Member's term of office.

X. FINANCE

59. Subject to the following provisions in this Constitution, the funds of the Network may be expanded for the purpose necessary for the carrying out of its objects, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.
60. The Treasurer may hold a petty cash advance not exceeding RM 1750 (Ringgit Malaysia One Thousand and Fifty) (USD 500) at any one time. All money in excess of this sum shall within seven days of receipt be deposited in a bank approved by the Executive Committee. The bank account shall be in the name of the Network.
61. All cheques or withdrawal notices on the Network's account shall be signed jointly by the President and the Secretary. In the absence of the President, the Secretary or the Treasurer for a long period, the Executive Committee shall appoint one of its members to sign in his place.
62. No expenditure exceeding USD 500 RM...(X).. (Ringgit Malaysia.....) at any one time shall be incurred without the prior sanction of the Executive Committee, and no expenditure exceeding USD 1000 RM...(Y).. (Ringgit Malaysia.....) in any one month shall be incurred without the prior sanction of a Roundtable. Expenditure less than USD 500 RM...(X).. (Ringgit Malaysia.....) at any one time may be incurred by the President together with the Secretary or the Treasurer.
63. As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under Section XII. The audited accounts shall be submitted for the approval of the next Roundtable meeting, and copies shall be made available at the registered place of business of the Network for the perusal of members.

64. The financial year of the Network shall commence on the 1st June and end on the 31st May every year.

XI. AUDIT

65. Two persons, who shall not be the Executive Committee of the Network, shall be appointed, by the Roundtable meeting as Honorary Auditors. They shall hold office for one year and may be reappointed.

66. The Auditors shall be required to audit the accounts of the Network for the year, and to prepare a report or certificate for the Roundtable. They may also be required by the President to audit the accounts of the Network for any period within their tenure of office, at any date, and to make a report to the Executive Committee.

XII. PROPERTY

67. The immovable property of the Network shall be vested in the name of the Network. All instruments relating to that property shall be executed by the President, Secretary and Treasurer for the time being of the Network. Their appointment shall be authenticated by a certificate of the Registrar of Societies Malaysia and sealed with the seal of the Network.

68. The immovable property of the Network shall not be sold, leased, charged, transferred or dealt with in such manner so as to divest any interest in the property without the prior consent and authority of the Roundtable meeting.

XIII. ADVISOR / PATRON

69. The Executive Committee shall if it deems fit and necessary appoints qualified persons to be the Advisor or Patron of the Network. The person appointed must give consent in writing.

XIV. AMENDMENTS

70. Amendments to the Constitution of the Network will require a three-quarters majority vote of Full Members.
71. At least 21 days notice will be given to the Executive Committee of any resolution to amend the Constitution.
72. Such amendments shall take effect from the date of their approval by the Registrar of Societies.
73. Any amendment to the Constitution shall be forwarded to the Registrar of Societies within 60 days of being passed by the Roundtable meeting.

XV. DISSOLUTION

74. The Network may be dissolved by a three-quarters majority of full members at the Roundtable meeting.
75. In the event of the Network being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged, and the remaining funds shall be disposed of in such manner as may be decided upon by the Roundtable meeting.
76. Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of the dissolution of the Network.

XVI. DISPUTE RESOLUTION

77. Any dispute over the interpretation of this Constitution shall be resolved by simple majority vote at the Roundtable meeting.

78. Any grievance between the Network and one of its members, or between one member and another member, shall be submitted in writing to the Secretariat and served on the member in question, and shall be presented to the Executive Committee for discussion and addressed within 14 days after the grievance comes to the attention of all parties involved.

78.1 Failure by the parties to resolve the grievance in this time will result in a mediation meeting with a mutually agreed independent mediator, at a cost to the member organisations, and will be held within a further 14 days.

78.2 All parties must attempt to resolve the grievance at mediation.

79. Dispute resolution must allow for natural justice to be applied.

APPENDIX

