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I. Name

1. An organisation is established under the name of Asia-Pacific Quality Network Inc. (APQN).
2. APQN intends to operate as a regional network in association with the International Network for Quality Assurance Agencies in Higher Education Incorporated (INQAAHE).
3. APQN is a non-profit-making organisation.

II. Purposes

4. The purposes of APQN are:
 - 4.1. to promote good practice in the maintenance and improvement of quality in higher education in the Asia-Pacific region;
 - 4.2. to facilitate research in the region into the practice of quality management in higher education and its effectiveness in improving the quality of higher education in the region;
 - 4.3. to provide advice and expertise to assist the development of new quality assurance agencies in the region;
 - 4.4. to facilitate links between quality assurance agencies and acceptance of each others' decisions and judgements;
 - 4.5. to assist members of APQN to determine standards of institutions operating across national borders;
 - 4.6. to permit better-informed international recognition of qualifications throughout the region;
 - 4.7. to assist in the development and use of credit transfer schemes to enhance the mobility of students between institutions both within and across national borders;
 - 4.8. to enable members of APQN to be alert to dubious accrediting practices and organisations; and
 - 4.9. where appropriate, represent the region and promote the interests of the region, e.g. vis-à-vis other networks and international organisations.

III. Methods

5. APQN achieves its purposes through a range of methods, including:
 - 5.1. dissemination of information through newsletters, documents, journals and books, whether in paper-based or electronic form;
 - 5.2. training and development through seminars, workshops, conferences and staff movement;

- 5.3. reference to the databases and other resources of INQAAHE and other organisations;
and
- 5.4. other appropriate means as determined by the General Council or the Board.

IV. Finance

6. The financial year shall be from 1 January to 31 December each year.
7. APQN's financial statements shall be audited and be published in the Annual Report.
8. Funding for APQN is derived from fees, grants, donations or other earnings. APQN may seek donations and may derive income as determined by the General Council or Board.
9. APQN may set fees and levy charges for its products and services.
10. Membership fees are set at a level decided by the General Council.
11. The assets and income of APQN shall be applied solely in furtherance of its above-mentioned purposes, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered, or expenses incurred on behalf of the organisation.

V. Membership

12. APQN has four grades of membership: *Full Member*, *Intermediate Member*, *Associate Member* and *Institutional Member*.
 - 12.1. *Full Members* are **either** organisations responsible for assuring the academic quality of post-secondary institutions or education programs other than their own, **or** organisations responsible for assuring the quality of external quality assurance agencies, **and** which meet the conditions for membership as expressed in the membership criteria of APQN, as decided by the General Council from time to time.
 - 12.2. *Intermediate Members* are **either** organisations responsible for assuring the academic quality of post-secondary institutions or education programs other than their own, **or** organisations responsible for assuring the quality of external quality assurance agencies, **but** which do not fully meet the conditions for membership as expressed in the membership criteria of APQN, as decided by the General Council from time to time.
 - 12.3. *Associate Members* are organisations with a major interest and active involvement in evaluation, accreditation and quality assurance in higher education, **but** without the responsibility for assuring the quality of institutions, education programs, or external quality assurance agencies as described in Section V. Clause 12.1.
 - 12.4. *Institutional Members* are institutions of higher education in the region that are in good standing with the relevant quality assurance agency if one exists.
13. APQN accepts as *Observers* organisations outside the Asia-Pacific region, including: external quality assurance agencies; institutions with a major interest in evaluation,

- accreditation and quality assurance in higher education; other regional networks that have major interests in and strong links with the region.
14. Those within the APQN region who satisfy the membership criteria referred to in Section V. Clauses 12.1–12.4, are accepted as members of APQN on completion of the online 'Membership Application' and payment of the specified APQN membership fee.
 15. The procedure for admission is as follows:
 - 15.1. the Secretariat verifies that the request for membership complies with either of the conditions mentioned in Section V. Clauses 12.1–12.4 and makes a recommendation about membership category; and
 - 15.2. the Secretariat's recommendation is presented to the Board for approval.
 16. Only Full and Intermediate Members are eligible to participate in the governance and administration of APQN.
 17. Associate and Institutional Members may participate in the Annual General Meeting (AGM) and other meetings of the General Council, but without the right to vote.
 18. All members may:
 - 18.1. benefit from APQN's activities;
 - 18.2. collaborate in the attainment of APQN's purposes; and
 - 18.3. exercise their rights according to this Constitution.
 19. All members are obliged to:
 - 19.1. abide by this Constitution;
 - 19.2. comply with decisions and resolutions of APQN; and
 - 19.3. remit, in due time, the fees or any other contributions determined in accordance with this Constitution.
 20. The procedures for disciplining of members are as described in Section V. Clauses 21.–21.4 and 32.6, and in Section IX.
 21. Membership is withdrawn if the member:
 - 21.1. withdraws its membership in writing to the Secretary;
 - 21.2. fails to maintain the conditions that allowed its initial admission, as set out in this Constitution;
 - 21.3. does not fulfil the obligations set out in this Constitution; or
 - 21.4. acts in APQN's name without authorisation.
 22. All members will be listed in the online register of members on the APQN website.

23. All members may, upon request, view any records and relevant documents of APQN if not available on the website provided that they peruse the documents in person and by appointment.
24. 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 that organisation.

VI. Governing Bodies

25. The governing bodies and authorities of APQN are the General Council and the Board.
26. The General Council is composed of Full Members, Intermediate Members, Associate Members and Institutional Members of APQN, each represented by one nominated person.
27. The General Council shall meet at least once every year, and notice of the meeting shall be given via email at least 21 days in advance.
28. All notices of motion shall be given via email and published on the website.
29. The Full and Intermediate Members present at an in-person meeting of the General Council constitute a quorum for the meeting; for an electronic meeting, 30% of the Full and Intermediate Members of APQN constitute a quorum.
30. Full and Intermediate Members are entitled to vote by proxy at the Annual General Meeting (AGM) using an Appointment of Proxy form available on request.
31. Elections for Board members will be held by electronic ballot, or other means, according to procedures agreed by the General Council.
32. The responsibilities of the General Council are to:
 - 32.1. elect the President, Vice-President, and Secretary/Treasurer and four other members of the Board;
 - 32.2. consider reports from the Board;
 - 32.3. set the annual fees and any other contribution to be paid by members;
 - 32.4. consider and approve APQN's annual financial statements;
 - 32.5. make decisions necessary for the satisfactory operation of APQN; and
 - 32.6. exclude, on the recommendation of the Board, any member who disregards the Constitution.
33. Meetings of the General Council shall be conducted by the President (or in the President's absence the Vice-President, or in the Vice-President's absence, by a Chair elected by the General Council for the purpose) and in accordance with accepted meeting procedures.
34. The decisions of the General Council shall be adopted by a simple majority of voting members.

35. Amendments to the APQN Constitution will require a three-quarters majority vote of the Full and Intermediate Members, and at least 21 days notice will be given of any resolution to alter the Network's Constitution.

VII. The Board

36. The Board of APQN consists of the President, immediate Past President, Vice-President and Secretary/Treasurer, and four other elected members, and other members whom the Board may decide to co-opt, to a maximum of four co-opted members on the Board, provided immediate past president can have only one term ex-officio, if he/she has already served 3 successive elected terms on board.
37. Each elected Board member is drawn from APQN's Full and Intermediate Member organisations.
38. No two of the elected Board members should be from the same member organisation.
39. The Board is elected by the General Council for three-year periods. Re-election to the Board or any position on the Board is permitted for a maximum of three successive terms, provided that re-elections can be sought by any member after gap of at least one term.
40. The role of the Board is to:
 - 40.1. actively promote the functions provided for in this Constitution; and
 - 40.2. implement the decisions of the General Council.
41. In furtherance of this objective the Board may establish committees.
42. The Board will appoint Project Group Leaders who, if not already members of the Board, may be co-opted as members of the Board to a maximum of two co-opted Project Group Leaders as outlined in Section VII. Clause 36.
43. The Board shall appoint a Secretariat, which must be a full or intermediate member and whose Chief Executive or nominee shall be the Secretary of the Network and a member of the Board ex officio.
44. The Board shall meet in person not less than once a year. Each meeting shall be conducted by the President (or in the President's absence the Vice-President, or in the Vice-President's absence, by a Chair elected by the Board for the purpose) and in accordance with accepted meeting procedures. Fifty percent of the elected members of the Board constitute a quorum.
45. The responsibilities of the President are to:
 - 45.1. actively represent APQN in all relevant fora;
 - 45.2. chair General Council meetings; and
 - 45.3. liaise on behalf of APQN with INQAAHE and other bodies.
46. The responsibilities of the Vice-President are to:

- 46.1. deputise for the President;
 - 46.2. monitor the activities of the Project Groups; and
 - 46.3. chair the APQN Finance Committee.
47. The responsibilities of the Secretary/Treasurer are to:
- 47.1. arrange for APQN's publications and website;
 - 47.2. prepare the Annual Reports;
 - 47.3. keep and maintain APQN's records (including the register of members);
 - 47.4. arrange and record General Council and Board meetings;
 - 47.5. collect fees and subscriptions;
 - 47.6. maintain any necessary bank accounts and make payments as required;
 - 47.7. prepare APQN's financial statements for presentation at the Annual General Meeting (AGM), and
 - 47.8. carry out decisions of the Board and General Council.
48. All cheques, drafts and bills must be authorised by two members of the Board.
49. The members of the Board will have custody of all relevant APQN documents. In the event of a Board member surrendering their position, all documents will be handed over to existing members of the Board.
50. Occasional vacancies can occur where a Full or Intermediate Member agency with which a Board member is associated:
- 50.1. ceases to be a Full or Intermediate Member of the Network;
 - 50.2. becomes insolvent; or
 - 50.3. or the Board member resigns from office by notice in writing given to the Secretary.
51. When an occasional vacancy occurs on the Board, the Board shall make an appointment to fill the vacancy for the remainder of the vacating Board member's term of office.

VIII. Dissolution

52. APQN may be dissolved by a three-quarters majority of voting members at an Annual General Meeting (AGM).
53. Any assets of APQN at its dissolution shall be passed to INQAAHE unless decided otherwise by the General Council.

IX. Dispute Resolution

54. Any disputes over the interpretation of this Constitution shall be resolved by simple majority vote at a General Council meeting.
55. Any grievance between APQN and one of its members, or between one member and another member, shall be submitted in writing to the Secretariat and/or served on the member in question, and shall be presented to the Board for discussion and addressed within 14 days after the grievance comes to the attention of all parties involved.
 - 55.1. 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 organisation, and will be held within a further 14 days.
 - 55.2. All parties must attempt to resolve the grievance at mediation.
 - 55.3. Dispute resolution must allow for natural justice to be applied.