

Company Number: 6706658

Charity Number: 1138160

INTERNATIONAL ASSOCIATION OF UNIVERSITY PRESIDENTS

Byelaws

These Byelaws are made pursuant to Article 17.10 of the Articles of Association (the '**Articles**') of the International Association of University Presidents (the '**Charity**').

Preface

The International Association of University Presidents was founded in 1964, as an unincorporated association of the Heads of Universities (Presidents, Rectors, Vice-Chancellors) throughout the world. As a new century unfolded, this association decided to revise and reformulate its structure by incorporating the Charity to be a permanent establishment from which to carry forward its work.

These Byelaws, taken together with the Articles under which they are made, together reflect the substance of the 2008 charter of the unincorporated association, insofar as they are consistent with English law so far as it applies to charities.

From the unique perspective of its worldwide membership, its major Triennial Conferences held in a different continent every three years, its collaboration with world and international organisations, particularly with UNESCO, its co-operation with other major university and higher education organisations, the Charity now acknowledges:

- that universities are being called upon to respond to even greater and changing demands from all sectors of society, as science and technology increasingly pervades all aspects of personal, social and commercial life, in an era of new technologies;
- that universities, as scientific and educational institutions, have become indispensable in modern, knowledge-based societies, where social wealth is more closely based upon the educational level of the citizens than upon other factors;
- that, in responding to the challenges and opportunities of the new century, it will be vitally important for universities to fully appreciate that the university culture is one of the most powerful resource to draw upon; and
- that universities must sustain and foster that unique culture embracing the human values of scientific competence and scientific attitude, freedom of debate and independent judgement and social service.

At this important stage in its development, therefore, the Board of Directors Charity - building on the many years of valuable experience of the association in international university developments, committed to the promotion of peace and mutual understanding, tolerance and respect between peoples, inspired by the significant contributions of its members to the promotion of quality at all levels of university life, and now organised to capitalize on the unprecedented challenges and opportunities facing university leaders throughout the world – agrees the following Byelaws.

1. **The Charity's Mission, Aims and Approach**

The Charity's purposes are set out in Article 3 of the Articles as follows:

The Objects of the Charity (the 'Objects') are for the public benefit:

- 3.1 *the advancement of education, science, the arts, culture and heritage;*
- 3.2 *the advancement of human rights including without limitation by (a) raising awareness and advancing education in relation to human rights; and (b) promoting public support and respect for human rights; and*
- 3.3 *the promotion of religious harmony, reconciliation and equality and diversity including without limitation by (a) the elimination of discrimination; (b) advancing education and raising awareness in relation to such matters; and (c) promoting activities to foster understanding and co-operation between people from diverse backgrounds;*

each to be achieved by facilitating the development of, and co-operation between, universities and other institutions around the world.

Within these purposes, the Charity's mission, aims and approach are as follows:

1.1 **The primordial mission of the Charity** is, with the aim of achieving the Objects, to support university Presidents, Rectors, Vice-Chancellors and university leaders in general, in their strategic efforts to enhance the qualitative development of their institutions and their modern university culture, thereby enhancing and extending the international role and contribution of universities in a rapidly changing environment.

1.2 **The specific aims of the Charity are:**

- (a) to provide a well informed forum for university leaders throughout the world;
- (b) to continue to increase the exchange of experiences, levels of collaboration and networking between university leaders; and

- (c) to promote co-operation and reciprocation of memberships with university and inter-university related organisations, particularly at supranational and regional levels, as deemed appropriate by the Charity in the pursuit of its aims and objectives.

1.3 In pursuing its Objects the Charity, shall:

- (a) be independent of all ideological and political interests.
- (b) foster global co-operation as well as cultural diversity and social cohesions at all levels (worldwide, regional, national, sub-national and local).
- (c) contribute to international dialogue, tolerance and understanding in the promotion of international justice, co-operation and peace.
- (d) actively support the Universal Declaration of Human Rights, and the global efforts of the United Nations and its specific agencies, in particular UNESCO.
- (e) continue – as an effective world-wide organisation – to give positive and creative support to its members, by providing an active global network and forum specifically for the Heads of Universities worldwide through which they can:
 - (1) enhance and extend their role in university and social developments - a role that is increasingly important because modern universities need effective leadership to respond promptly with vision, within autonomous institutions, to the needs of rapidly changing, socio-economic and technical conditions, while at the same time developing the university culture;
 - (2) share their valuable experiences and the outcomes of good practice;
 - (3) draw on the successful achievements of their colleagues;
 - (4) collaborate in various university networking projects;
 - (5) contribute towards the development of universities in economically deprived regions throughout the world;
 - (6) respond to the need to widen access to university for students from disadvantaged backgrounds;
 - (7) help to introduce new qualitative developments in the wider university sector;
 - (8) extend and enhance the international dimension of their universities; and

- (9) ensure that, with the rapid growth of globalisation, universities will continue to support and reinforce cultural diversities, so vital for sustaining the development of personal identities, social cohesion and human creativity thereby further enriching the overall quality of the universal university culture.

2. **Main Activities**

The main activities of the Charity shall be as follows:

2.1 **Triennial Conference**

the Charity shall hold a Triennial Conference every three years. The programmes, venues and dates of the Conferences shall be prepared by the President-Elect, and approved by the President on behalf of the Board of Directors (see Byelaw 6) after approval by the Executive Committee as indicated under Byelaw 7.1(g) below.

2.2 **Worldwide Activities**

The Charity shall organise and collaborate in the provision of a range of activities it considers appropriate in promoting the Objects, including conferences, seminars, projects, working groups, and commissions.

3. **Membership**

3.1 **Full Membership**

Full membership of the Charity is open to present and former university Presidents, Rectors and Vice-Chancellors and to present and former Chief Officers of universities, whose institutions are recognised by local, national or international authorities.

The Charity may, under specific conditions, offer lifetime membership to university leaders, i.e. full membership on a lifetime basis.

3.2 **Additional Membership Classes**

Pursuant to Article 10.3 of the Articles of the Charity, the Board of Directors may establish categories of membership additional to the General Assembly Members provided that members of such categories of membership shall not be members of the Charity for company law purposes. The following additional categories are hereby established:

(a) **Associate Membership**

Associate membership is open to present and former leaders of higher educational institutions, other than universities, who are recommended by local or national university organisations.

(b) **Affiliated Membership**

Affiliated Membership is open to inter-university organisations pursuing objectives which are in line with those of the Charity. Such membership is available to two representatives of the relevant organisation, e.g. the Head (Chair, President) and the chief administrative officer (e.g. Secretary-General, Director).

(c) **Honorary Membership**

Honorary membership is awarded selectively to distinguished leaders of socio-economic, social and cultural life who support university leaders in achieving their international, worldwide goals.

(d) **Reciprocal membership arrangements with other organisations**

The Charity may enter into arrangements with other appropriate organisations engaged in cognate activities with a view to arranging reciprocal membership.

3.3 Other membership provisions

(a) To enable the company secretary to maintain an accurate register of members, every Full Member shall be required to notify the Charity of any change to his or her name or address and the date of his or her resignation.

(b) On the proposal of the Charity's President, the Board of Directors shall:

(1) consider and prescribe the categories of membership and their accreditation;

(2) settle the level of membership fees;

(3) determine membership entitlements, including whether or not categories of membership shall be members of the Charity for company law purposes or not pursuant to Articles 10.1 and 10.3 (provided always that any reclassification of any membership category shall not purport to impose company law membership on a person who has not consented to such membership); and

- (4) set the conditions for the granting of Awards on behalf of the Charity.

3.4 Payment of membership fees

No class of membership other than Honorary Membership and Reciprocal Membership is effective until the prospective member has paid the relevant membership fee.

4. Structure of the Charity

- 4.1 The Charity is a company limited by guarantee incorporated in England and Wales and registered as a charity with the Charity Commission for England and Wales.
- 4.2 As a worldwide organisation, the Charity needs a well structured decision-making process to organise and conduct its affairs in a most efficient and expeditious manner. This is achieved by the close and coherent synchronisation of the principal organs of the Charity i.e. the General Assembly, the Board of Directors, the Executive Committee and the Presidency, as set out further below in Byelaws 5-8.
- 4.3 For the purposes of company law, the President is one of the corpus of Directors who together have joint responsibility for the management of the affairs of the Charity. However, the President has a special role leading the Board of Directors as further set out below.
- 4.4 The General Assembly elects the President-Elect of the Charity at a Triennial Conference under Article 15.3 of the Articles. The new President, in his/ her acceptance speech, shall propose a three-year programme of the Charity, and indicate the various strategies recommended for the realisation of that programme. At the first meeting of the Board of Directors following the Triennial Conference, the President's proposed programme is considered and approved.
- 4.5 In the period between the three-yearly meetings of the General Assembly, the Charity looks to the dedicated commitment of the President's leadership, combined with the contributions of the Board of Directors, the Executive Committee and the support of the Presidency, to achieve the overall objectives of the Charity, in line with the decisions taken at the previous General Assembly Meeting.
- 4.6 The Charity's three-yearly agenda, therefore, is driven by the President, with the full engagement of the Board of Directors and a broadly representative Executive Committee, and a resourceful Presidency and administrative secretariat ('Secretariat'), managed by the Secretary-General.

5. Principal responsibilities of the General Assembly

The principal role of the General Assembly is:

- 5.1 to elect, for a period of three years, the Charity's Officers-Elect on the proposal of the Board of Directors; votes of the General Assembly for this purpose (and for an amendment of the Articles) shall be counted by an appointed committee of three members, designated by the Executive Committee from a proposal by the President.
- 5.2 to receive the accounts of the Charity each year and to ratify, every three years, the President's Report on the financial situation of the Charity, following the approval of that Report by the Board of Directors;
- 5.3 to consider, and if appropriate, approve any proposed merger of the Charity with any other international body, on a proposal from the Executive Committee;
- 5.4 to receive the annual Directors' report each year and to consider, every three years, the Report submitted by the President on the main activities of the Charity;
- 5.5 to participate in co-shaping of the agenda of the Triennial General Assembly meeting: Without prejudice to the rights of General Assembly members under company law, at least twenty full members of General Assembly, belonging to at least two different Regions, may request that an item be included in the agenda. Such a request should be submitted in due, written form, to the President of the Charity at least three months before the meeting. In addition, the agenda item must be accepted by the General Assembly at the beginning of the meeting, on a proposal from the President;
- 5.6 the amendment of the Articles (including any change to the name of the Charity), whether on the proposal of the Board of Directors or under exercise of rights granted under company law; and
- 5.7 the solvent dissolution of the Charity, on the proposal of the Board of Directors (without prejudice to the rights granted under Company law).

6. **Board of Directors**

6.1 The Board of Directors is legally responsible for the management of the Charity and is the subject of Articles 15-17 of the Charity's Articles. For the avoidance of any doubt, the Board of Directors is comprised of nine persons: the President, Secretary-General and Treasurer from the current, immediate past and newly elected officers.

6.2 The Board of Directors, among its general responsibility for the Charity's affairs, is the main forum for discussing issues relating to the Charity's structure, and its policies and strategies, both internally and externally.

7. **The Executive Committee**

7.1 **Role and function of the Executive Committee**

The Executive Committee is an advisory committee of the Board of Directors and in that capacity assists, advises and supports the Board of Directors, including the President. This Committee may be invited to provide input to the Board of Directors in relation to issues relating to the Charity's structure, and its policies and strategies, both internally and externally.

The Executive Committee:

- (a) assists the Board of Directors in preparing draft policy and position statements on behalf of the Charity;
- (b) prepares for approval by the Board of Directors the Charity's annual budget, as well as its audited annual accounts, which include the reserve fund mentioned under 13.3;
- (c) suggests additional Byelaws on any matter which it considers necessary and, in particular, for membership accreditation categories, criteria and fees, as well as the granting of awards for approval by the Board of Directors;
- (d) considers and suggests the categories of membership of the Charity and their accreditation;
- (e) considers, if requested by the Board of Directors, conditions for the granting of Awards on behalf of the Charity;
- (f) submits a proposal to the General Assembly, on candidates for the posts of Officers-Elect of the Charity, and approves in this process, the composition of the Search Committee for President-Elect, on a proposal from the President of the Charity;

- (g) approves the conference theme and programme, the date and venue of Triennial Conferences;
- (h) considers the outline and structure of the Charity's Annual Report; and
- (i) advises the Presidency on the Charity's regional divisions and organisation.

7.2 **Composition of the Executive Committee**

The Executive Committee shall be comprised of the Board of Directors and up to 40 other members, including the Vice-Presidents and the Regional Chairs.

All former Officers of the Charity shall be invited to attend Executive Committee meetings and, while the President may allow them to address the meeting, they shall not have the right to vote at the meeting. The President may also invite special guests to Executive Committee meetings, such as prominent persons from cultural, socioeconomic and political sectors, as well as Chairs of Projects and Working Groups, and members of the Council of Senior Advisers. Such guests may be invited to address the meeting, but shall not have a voting right at the meeting.

7.3 **Membership of the Executive Committee**

The Board of Directors, Vice-Presidents and Regional Chairs, are members of the Executive Committee.

Other members are nominated for three years by the President-Elect on behalf of the Board of Directors, in advance of the beginning of the three-year period of a new Presidency, and under the following conditions:

- (a) nominations for membership should reflect, as far as possible, a well-balanced representation of the Charity's regions and of gender; and
- (b) nominations for membership should be independent of ideological or political affiliations.

The membership of the Executive Committee may be further specified by the Board of Directors, on the proposal of the President or otherwise, in additional Byelaws.

7.4 **Meetings Periodicity**

- (a) The Executive Committee shall meet at least once a year and, if possible, twice a year.
- (b) At least eight members of the Committee, belonging to at least two different Regions, may request to have an extraordinary meeting of the Committee

convened, together with a proposal of that meeting's agenda. The President shall organise such meeting within a maximum period of four months after receiving such a request.

7.5 Agendas

- (a) The Executive Committee considers, and responds to the agenda prepared by the President and the Board of Directors.
- (b) members of the Executive Committee may submit items for inclusion in the agendas of Committee meetings. Such items, to be signed by at least four members, should be forwarded to the President at least two months before a meeting of the Committee. These items will be introduced by the President at the beginning of the meeting for approval by the Committee.
- (c) The Executive Committee will be consulted by the Board of Directors on decisions related to the acquisition of real property or debt finance.

7.6 Voting arrangements

- (a) The voting quorum shall consist of at least half of the Executive Committee members, including members who submitted their votes in written form, or electronically, to the President.
- (b) Decisions shall be made by a simple majority vote of the quorum members. In the case of substantive matters, as determined by the Executive Committee or by the Presidency, a two-thirds majority vote will be required.
- (c) The President can invite the Executive Committee to vote electronically (e.g. fax or e-mail) within a period of two weeks. This vote becomes effective after:
 - (1) the President has circulated, electronically, a report on the result of the vote; and
 - (2) the members have been given two weeks to respond to that report.

8. The Presidency

8.1 The Presidency is a team consisting of the President, the Secretary-General and the Treasurer, as set out further in Byelaws 9-11 below.

8.2 The Presidency provides a range of resources aimed at assisting the President to provide the necessary leadership for a worldwide organisation, and to discharge his/her

many duties and responsibilities, so that the policies and strategies of the Charity will be successfully implemented during his/her term of office.

9. The President

- 9.1 The President-elect is elected for a period of three years by the General Assembly, on the proposal of the Board of Directors and becomes President pursuant to Article 15.6 of the Charity's Articles.
- 9.2 For the avoidance of doubt, the President is not eligible for re-election. He or she shall be a General Assembly Member and a President in office of an accredited university throughout his/her term of office as President of the Charity, with full institutional support to carry out his/her functions.
- 9.3 Notwithstanding the competences defined elsewhere in these Byelaws and the Articles, and acting at all time on the delegated authority of the Board of Directors, the President has the following main competences. He or she:
- (a) leads and represents the Charity;
 - (b) convenes and chairs meetings of the General Assembly and the Executive Committee and convenes meetings of the Board of Directors;
 - (c) defines and shapes the agenda of the above mentioned meetings, in collaboration with the Board of Directors;
 - (d) initiates, monitors and, if deemed necessary, terminates projects and working groups or committees on behalf of the Board of Directors, after consulting the Executive Committee;
 - (e) nominates for the period of his/her term of office, the members, other than *ex-officio*, of the Executive Committee;
 - (f) nominates up to a maximum of six persons as Vice-Presidents, who shall reflect the regional organisation of the Charity. The President may sub-delegate or deputise appropriate tasks to any Vice-President to be undertaken in his or her absence, and / or may designate any Vice-President as being assigned a special function provided that no Vice-President shall be so authorised to contract on behalf of the Charity without agreement of the Board of Directors.
 - (g) may nominate for approval by the Board of Directors special advisers for specific functions whether they are members of the Charity or not;

- (h) may constitute, for the period of his/her term of office, a Council of Senior Advisers (i.e. persons prominent in university or societal life), and nominate its members and its president;
- (i) may veto on explicit grounds, a decision of the Executive Committee. In such cases, the item under consideration is postponed to the next meeting of the Committee, where, adopted or not, it is decided upon by the Committee; and
- (j) pursuant to Article 11.5, nominates for the period of his or her term of office, Regional Chairs of the Charity. A Regional Chair is eligible for two uninterrupted and consecutive terms of three years' duration. He/she assists the President in all matters related to his/her Region, and in particular by co-ordinating related conferences of the Region, promoting activities in the region, developing membership and participation in the Region, accrediting the Regional membership, and representing or co-representing in conferences of the Region held by or in connection with the Charity;
- (k) decides about the Charity's expenses, some of which can be delegated to the Secretary-General. These expenses shall be in line with the budget, approved by the Board of Directors and, especially, in conformity with the general financial equilibrium, without deficits, of the Charity; and
- (l) is responsible for the general management of the Charity's Secretariat.

10. **The Secretary-General and Secretariat**

- 10.1 The Secretary-General assists the President in his/her executive duties and works under his/her leadership. He/she is responsible for the daily management of the Secretariat.
- 10.2 The Secretary-General-Elect is elected by the General Assembly, on the proposal of the Board of Directors and becomes Secretary-General in accordance with Article 15.6.
- 10.3 The Secretary-General devotes the necessary time and support for the execution of his/her duties.

11. **The Treasurer**

- 11.1 The Treasurer is responsible for advising the President in all financial matters regarding the Charity. In this regard, the Treasurer takes account of the observations and suggestions made by the Secretary-General.
- 11.2 The Treasurer is responsible for providing to the Executive Committee financial updates and a budget for approval (subject to ultimate approval by the Board of Directors).

- 11.3 The Treasurer has the right to address directly and autonomously the Executive Committee on financial matters of the Charity.
- 11.4 The Treasurer is elected by the General Assembly, on the proposal of the President-Elect and of the Executive Committee.

12. **The Officers-Elect**

- 12.1 The Officers-Elect are the President-Elect, the Secretary-General-Elect and the Treasurer-Elect.
- 12.2 The President-Elect, Secretary-General-Elect and the Treasurer-Elect are elected by the General Assembly, on the proposal of the Board of Directors. The proposal takes into account input of the Executive Committee and the report of the Search Committee, the composition and procedure of which are proposed by the President and approved by the Board of Directors.
- 12.3 The principal duties of the Officers-Elect are:
- (a) to conceive and organise a highly qualitative and well publicised conference theme and programme for the next Triennial Conference, based on a master plan, including all financial aspects, to be approved by the Board of Directors, including the President; and
 - (b) to assist the Board of Directors, including the President, in all matters related to preserving and building on the traditions, and developing and enhancing the future welfare of the Charity.

13. **Finances**

- 13.1 In addition to complying with Article 22 of the Charity's Articles and all requirements of Companies House and the Charity Commission in relation to the Charity's accounting records, the Board of Directors should take appropriate measures to ensure that sound finances are maintained and deficits avoided.
- 13.2 Borrowing is allowed only on the approval of the Board of Directors, on the proposal of the President and with transparent accountability to the General Assembly and consultation of the Executive Committee.
- 13.3 The Charity must keep and, if possible reinforce a reserve fund, which should sustain the Charity's activities by the net profits it produces. The Charity may refer to this reserve fund as being an endowment or by any such other name that the Board of Directors may determine. For the avoidance of doubt, this fund shall not amount to permanent endowment at law, but shall be expendable at the discretion of the Board of Directors.

13.4 The Board of Directors shall consider the requirements of insolvency law in England and Wales and the guidance of the Charity Commission in respect of reserves when evaluating the level of this fund from time to time and shall comply with the requirements of Accounting And Reporting By Charities: Statement Of Recommended Practice ('SORP'),

These Byelaws were adopted by the Board of Directors on 20 June 2011.

Signed:

Michael Adams
President
2011 – 2014

Amendment to the Byelaws adopted March 16, 2013 by the Board of Directors

Should the President become incapacitated or, for other reasons, be unable to complete his/her term of office, the Secretary-General, with the approval of the Board of Directors, shall assume the duties of the presidency for the remainder of the designated term.

A special meeting of the Board of Directors shall be convened by its chair to affirm this appointment or, in the event that the Secretary - General is unable or unwilling to serve, to elect a new President from amongst the following categories and in the precedence indicated, depending on the availability of the person convened to serve out the unexpired period of the President's term of office:

- (a) the elected Officers of the Association
- (b) the appointed members of the Executive Committee

If the Secretary-General becomes incapacitated, or for other reasons cannot serve, as determined by the Board of Directors at a meeting called by the President, the President shall appoint a new Secretary-General to serve the unexpired period of the term of office.

Signed:

A handwritten signature in black ink, appearing to read "Neal King". The signature is written in a cursive style with a large, looping "K". There is a small number "1" written above the signature.

Neal King, PhD
President
2012 – 2014