



Part XLI: Rules of Procedure for the IAPUC Board of Directors and Standing Committees

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Formulating Institution: IAPUC Board of Directors, International Association of
Private Universities and Colleges

Applicable Scope: The IAPUC Board of Directors; Quality Accreditation Committee;
Membership Review Committee; Finance and Audit Committee; Appeals and
Arbitration Committee; and other Standing Committees.

Preface

Sound governance requires not only clear allocation of authority and responsibility, but also standardized, transparent and efficient procedures. Strategic decisions of the Board and professional deliberations of committees can produce outcomes capable of withstanding scrutiny and earning the trust of members and the public only when supported by rigorous and impartial rules of procedure.

These Rules establish a uniform, standardized and operational framework for meetings of the IAPUC Board of Directors and Standing Committees. They follow common governance practice for international non-profit organizations and incorporate the core principles of modern procedure: majority decision, full deliberation, procedural fairness and transparent records. They also reflect IAPUC's transnational and cross-cultural character through adapted arrangements for working language, remote attendance and time-zone coordination.

These Rules align with the provisions of the *Constitution of the International Association of Private Universities and Colleges* concerning organizational bodies and voting, and provide operational safeguards for its principles. They apply to the Board and all Standing Committees established under the Constitution, including the Quality Accreditation Committee, Membership Review Committee, Finance and Audit Committee, and Appeals and Arbitration Committee. A Committee may adopt supplementary working rules for its functions within this framework, but they shall not conflict with these Rules.

IAPUC expects every member participating in governance to perform those duties efficiently and with due solemnity under these Rules, making each meeting a constructive force advancing the Association's mission.

Chapter I General Provisions

Article 1 Purpose and Basis

These Rules are intended to:

- (1) establish uniform procedures for convening, setting agendas, deliberating, voting and recording meetings of the Board and Standing Committees;
- (2) safeguard the legality, transparency and efficiency of decisions by governing bodies; and
- (3) define members' rights, obligations and standards of conduct in proceedings.

These Rules are formulated on the basis of:

- the provisions of the *Constitution of the International Association of Private Universities and Colleges* concerning the General Assembly, Board of Directors and Standing Committees; and

- common governance practice for international non-profit organizations and basic principles of modern rules of procedure.

Article 2 Scope of Application

These Rules apply to:

- (1) regular and special meetings of the IAPUC Board of Directors;
- (2) meetings of the Quality Accreditation Committee, Membership Review Committee, Finance and Audit Committee, Appeals and Arbitration Committee, and other Standing Committees established by the Board; and
- (3) meetings of a special working group established under Board or Committee authority, which shall apply relevant provisions by reference.

Procedure for the General Assembly is governed by the Constitution. Where the Constitution does not provide detail, the relevant principles of these Rules shall apply by reference.

Article 3 Basic Procedural Principles

Principle	Core Meaning
Quorum	No meeting may proceed and no resolution may pass unless quorum requirements are satisfied.
Full Deliberation	Before a vote, members holding different views shall have a reasonable opportunity to express them.
Majority Decision	A resolution passes by majority vote unless the Constitution or these Rules provide otherwise.
Procedural Fairness	A decision affecting a member's rights or a major organizational interest must safeguard relevant parties' rights to information and response.
Transparent Records	Convening, principal points of deliberation and resolutions must be documented and retained properly.
Recusal for Conflicts	A member with a conflict of interest concerning the matter must recuse from deliberation and voting.

Chapter II Meetings of the Board of Directors

Article 4 Convening Meetings

(1) Regular Meetings

The Board shall hold at least one regular meeting each year. At the close of each meeting, a provisional time window for the next should be identified. With the President's approval, the Secretary-General shall send notice, the draft agenda and principal papers to all Directors at least thirty days in advance.

(2) Special Meetings

A special meeting may be held where:

1. the President considers it necessary;
2. at least one-third of Directors submit a joint written proposal stating the proposed matters and reasons; or
3. the Constitution or a General Assembly resolution requires an urgent Board decision.

Notice shall be sent at least seven days in advance. The period may be shortened with unanimous consent of all Directors.

(3) Response to Urgent Matters

Where an urgent statement or decision is required between meetings, the President or one-third of Directors may propose a special meeting. If it cannot be convened within seven days, the President, after consultation with at least two other Directors, may request approval of a response by written resolution, including email. The resolution requires approval by two-thirds of all Directors and must be ratified at the next meeting.

(4) Convener

The President shall convene regular meetings. If unable, the President shall designate a Vice-President; absent designation, the Vice-Presidents shall select one among themselves. The proponents of a special meeting shall request the President in writing. If the President does not convene it within fifteen days, the proponents may do so, stating in the notice that the President did not convene it.

Article 5 Agenda

(1) Preparation

After consulting the President and Committee Chairs, the Secretary-General shall prepare the draft agenda for the President's approval. It shall accompany the meeting notice.

(2) Content

The agenda shall identify each item and estimated time and normally include:

- confirmation of quorum;
- adoption of the agenda;
- adoption of the previous meeting record;
- President's report;
- Standing Committee reports;
- discussion and resolution of specific matters; and
- other business.

(3) Adoption and Amendment

Attending Directors shall adopt the agenda at the beginning. A Director may propose adding or removing an item, which shall be included with approval of more than half of those attending.

Article 6 Quorum

(1) A meeting is valid only when more than half of all Directors attend.

(2) A Director may attend by video conference or another remote method enabling real-time interaction and shall count as present.

(3) If attendance falls below quorum during a meeting, proceedings shall be suspended. Remaining items may be postponed or proceedings may resume if quorum is restored within thirty minutes.

(4) An absent Director shall not appoint a proxy to attend or vote.

Article 7 Deliberation and Voting

(1) Deliberation

1. The proposer or relevant Committee representative shall introduce each item briefly.

2. A Director shall speak after recognition by the Chair, being the President or acting Chair. On the same question, a Director should normally speak no more than twice and for no more than five minutes each time, unless the Chair allows an extension.

3. The Chair may stop remarks unrelated to the item or made without recognition.

4. A Director may move to close debate and proceed immediately to a vote. The motion is not debatable and passes with approval of more than half of attending Directors.

(2) Voting

1. An ordinary resolution passes with approval of more than half of attending Directors. Abstentions do not count as affirmative votes.

2. A two-thirds majority of attending Directors is required for a proposed constitutional amendment; a major matter recommended to the General Assembly; removal of a principal officer; approval of the annual budget or final accounts; a membership-fee adjustment proposal to the General Assembly; termination of a Director or principal officer; or approval of a major policy or regulatory document submitted by a professional Committee.

3. Voting may be by show of hands, voice or recorded ballot. For election or removal of a person, any Director may request a secret ballot and the Chair shall grant the request.

4. The President has a casting vote in a tie. If the vote concerns appointment or removal of the President, a Vice-President shall chair and the President has no casting vote.

Article 8 Meeting Records

(1) Content

The Secretary-General or designee shall prepare the record, which must state:

- date, time and location and lists of Directors present and absent;
- adoption and amendment of the agenda;
- principal points and views for each item, not verbatim but substantively reflecting differing opinions;
- numbers voting for, against and abstaining;
- full text of resolutions; and
- any statement a Director requests to be recorded.

(2) Confirmation and Distribution

The draft shall be sent to all Directors within twenty working days after the meeting. A Director may propose corrections within ten working days after receipt. After consultation with the President, the Secretary-General shall accept a correction or explain why not. The confirmed record shall be signed by the President and Secretary-General and placed in the official archives.

Article 9 Declaration and Recusal of Conflicts of Interest

(1) A Director who recognizes that a matter may conflict with the interests of the Director, the Director's institution or a close relative must declare it to the Chair and recuse from deliberation and voting.

(2) If another Director has a reasonable concern about impartiality, that Director may ask the Chair to consider the matter. After hearing the relevant Director's

explanation, the Chair shall determine whether recusal is required. A recused Director shall not count toward quorum for that item.

(3) The declaration and recusal must be recorded.

Chapter III Meetings of Standing Committees

Article 10 General Rules for Committee Meetings

(1) Unless this Chapter or a Committee's working rules provide otherwise, relevant Board procedures shall apply by reference.

(2) The Committee Chair shall convene and chair meetings. At the written proposal of at least one-third of members, or at the request of the Board or President, the Chair shall convene a special meeting within fifteen days.

(3) Unless otherwise provided, more than half of all members constitute quorum.

(4) A Committee resolution passes with approval of more than half of its members unless otherwise provided.

(5) The Committee Chair or a designated member shall prepare the record within fifteen working days, send it to all members for checking and copy it to the Secretary-General for filing.

Article 11 Special Rules for the Quality Accreditation Committee

(1) The Quality Accreditation Committee is responsible for overall governance, formulation and maintenance of standards, and consideration of accreditation policies.

(2) Notice of a meeting concerning formulation or major revision of IQA standards must be sent at least thirty days in advance with the proposed draft or comparative revision text.

(3) Formulation or revision of standards requires a two-thirds majority of attending Committee members and takes effect after approval by the Board.

Article 12 Special Rules for the Membership Review Committee

(1) The Membership Review Committee examines applications by Institutional and Individual Members and reviews membership status.

(2) For an individual application, the Committee may authorize the Chair or a designated member to conduct written review and report the result for filing. A disputed or materially doubtful application must be decided by the full Committee.

(3) Expulsion or downgrade of a member requires a two-thirds majority of all Committee members and Board approval.

Article 13 Special Rules for the Finance and Audit Committee

(1) The Finance and Audit Committee oversees financial operations and reviews budgets, final accounts and audit reports.

(2) Draft annual budgets and final accounts must be reviewed before Board consideration, and the Committee's opinions and recommendations shall accompany the drafts.

(3) Appointment, reappointment or dismissal of the external auditor shall be considered by the Committee, which shall make a recommendation for Board approval.

Article 14 Special Rules for the Appeals and Arbitration Committee

(1) Specific provisions of the *IQA Accreditation Appeals, Complaints and Dispute Resolution Measures* take priority.

(2) Persons hearing an appeal must be independent of the body and persons who made the challenged decision. The Committee Chair shall determine recusal.

(3) An appeal determination is final within the IAPUC-IQA Accreditation System. It must state reasons and date and be served on all parties.

Chapter IV Supplementary Provisions

Article 15 Remote Meetings

(1) Board and Committee meetings may be conducted by video conference or another remote method enabling real-time interaction.

(2) Participants must maintain stable communications and an environment free from improper disturbance. Remote members have the same rights as those present in person, including speaking and voting rights.

(3) Remote voting may use platform functionality, email confirmation or roll-call confirmation by the Chair. An asynchronous vote such as email must set a reasonable response period and retain records.

Article 16 Written Resolutions

(1) Where an urgent matter arises between meetings and convening is impracticable, the Secretary-General with the President's consent may circulate a draft resolution in writing to all members entitled to attend.

(2) Within the reasonable response period, each member shall reply "For," "Against" or "Abstain." No timely reply is deemed an abstention. The resolution passes when the required votes are obtained.

(3) A written resolution has the same effect as one passed at a meeting, but must be recorded and ratified in the next meeting record. Removal of a principal officer, approval of a major financial matter or a proposed constitutional amendment must be discussed and voted at an in-person or synchronous remote meeting and is ineligible for written resolution.

Article 17 Meeting Code of Conduct

(1) Remarks shall address the agenda and use respectful, professional language. Personal attacks, insults and discriminatory statements are prohibited.

(2) Participants shall silence telephones and other devices to avoid disruption.

(3) Non-public information discussed in a meeting shall not be disclosed without authorization.

Article 18 Amendment of the Rules

(1) An amendment may be proposed by the Board or jointly by one-third of Directors.

(2) It requires approval by two-thirds of attending Directors.

Article 19 Entry into Force

These Rules shall enter into force on the date of approval by the IAPUC Board of Directors.

Document Approval

Role	Name/Position	Date
Drafted by	IAPUC Board of Directors, Governance Working Group	May 2026
Reviewed by	IAPUC Board of Directors	Pending

Role	Name/Position	Date
Approved by	IAPUC Board of Directors	Pending

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