



**INTER-AMERICAN ORGANIZATION FOR HIGHER EDUCATION
– IOHE –**

DECLARATION OF PRINCIPLES AND STATUTES

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Declaration of Principles and Statutes [Declaración de Principios y Estatutos], adopted at the IOHE's Extraordinary General Assembly of Members, held on October 19, 2018, in Guayaquil, Ecuador and revised by a virtual Extraordinary General Assembly, held on June X, 2019.

The official text of the Statutes shall be maintained by IOHE and shall be published in all four official languages of the Organization. In the event of any conflict between versions, the original Spanish version shall prevail.

DECLARATION OF PRINCIPLES

**The
INTER-AMERICAN ORGANIZATION FOR HIGHER EDUCATION (IOHE)
is a non-profit association
which pursues essentially educational goals
through the collaboration among
institutions of higher education Institutions of the Americas,
while promoting mutual help and understanding,
contributing to sustainable development
of the peoples of the Americas,
and respecting open discussion of ideas
within the framework of different national policies, and in accordance with
the following Statutes.**

STATUTES

CHAPTER I NAME AND INCORPORATION

Article 1

A non-profit association of private law, created under the name of "INTER-AMERICAN ORGANIZATION FOR HIGHER EDUCATION". This association will be governed by the present applicable Statutes if appropriate, and by the interim regulatory provisions. The Association is also identified by its acronym: "IOHE".

Article 2

The IOHE association is located in the city of Montreal, Canada, at 3744 Jean-Brillant Street, Suite 592, H3T P1P, without prejudice neither to the celebration of assemblies and meetings of its governing bodies nor to the adoption of valid agreements in other local cities or abroad.

Article 3

The Organization may open branch offices in Canada or abroad, if two-thirds of the Members of the General Assembly vote in favor of this decision. The branch office(s) will be governed by these Statutes.

CHAPTER II OBJECTIVES AND RESOURCES

Article 4

The objectives are:

- A. To promote and develop links of solidarity among institutions of higher education of the Americas and their members;
- B. To seek a better academic knowledge in the Americas, in order to identify common needs, available resources, and opportunities for institutional collaboration, while enhancing the creation of common spaces of higher education;
- C. To contribute to the sustainable development of the continent by forming highly-qualified talented people through Inter-American and intercultural perspectives;
- D. To enhance knowledge of different cultures of the Americas through their institutions of higher education;

- E. To ensure, in order to stimulate the participation of its members, the development of institutional programs and initiatives of common interest in the priority fields of higher education in the Americas;
- F. To facilitate the development of academic networks and exchange programs among professors, students, researchers, and administrators of institutions of higher education;
- G. To organize encounters where government and higher education authorities of different levels, representatives of federations, associations, as well as international, regional, and national organizations and other stakeholders interested in the field of education in the Americas can meet;
- H. To create partnerships with other organizations that pursue similar objectives or which are compatible with those of the organization.

Article 5

In order to reach the objectives described in the previous article, the IOHE will establish its five-year *Strategic Guidelines* and its respective *Annual Plans of Activities* in order to define the adequate trends and priorities; in addition, the Association will collaborate with the pertinent national, regional, and international organizations so as to recognize, strengthen, and consolidate the key role of higher education in sustainable development.

Article 6

The Organization relies on the following resources to reach its objectives:

- A. Membership fees, whose amount is determined by the Ordinary General Assembly, within the framework of the economic and financial governance policies coordinated by the IOHE's Treasury;
- B. The products and services developed and offered by the Organization through its institutional programs and initiatives, duly approved and in force;
- C. Allowances, donations, and other contributions from the government, public, philanthropic, and private organizations at the regional, Inter-American, and international levels, as well as those of particular, natural, and legal persons, having been previously approved by the Board of Directors;
- D. The assets, securities, and interests that, for whatever cause or reason, belong to or are acquired by the Organization conform with the provisions of the Tax Act of Canada and the Quebec Companies Act.

CHAPTER III MEMBERS

Article 7

There are two categories of members: Regular Members and Associate Members.

Regular Members of the Organization are universities, research centers and institutions of higher education of the Americas, recognized by the respective laws of their countries.

Associate Members of the Organization are national, regional, and international associations, federations, other analog higher education organizations, governmental, public, and private entities, among others, which are legally recognized and comply with the requirements of the Statutes.

In both cases, the members shall be represented by their legal delegates.

Article 8

To become a Regular Member of the Organization, the applicant is required to:

- A. Submit a written request to the General Secretariat of the Organization;
- B. Show proof that it is legally constituted according to the laws of its country by providing substantiating documentation such as the respective documents that are related to the assessment and accreditation processes on the national, regional, and international levels;
- C. Present institutional development plans and/or a Strategic Plan;
- D. Declare any other information that may be requested from the IOHE's part.

Article 9

The procedure for member admission is as follows:

- A. The General Secretariat verifies whether or not the institution applying for membership meets the eligibility criteria mentioned in the previous article, and it respectively consults both the appropriate regional vice-presidency, with the support of the concerned counsellor(s) and the Board of Directors;
- B. The Board of Directors presents its recommendation to the General Assembly in order to get its decision.

Article 10

Under the terms of these Statutes, regular members, who respect the duties outlined in Article 12, have the following rights:

- A. To participate directly or be represented by delegates in the General Assembly, as well as to participate in the respective Regional Assembly by intervening efficiently and effectively in the other decisive bodies of the organization on the governing level, in accordance with the Statutes;
- B. To participate in the institutional programs and initiatives offered by virtue of the *Annual Plans of Activities*, in relation with Article 5;
- C. To be periodically informed by the IOHE of the attained results in the process of accomplishment, tracking, and assessment of the IOHE's five-year *Strategic Guidelines* as well as the implementation of the *Annual Plan of Activities* and the economic and financial dimensions of the Organization;
- D. To receive the designation as an IOHE Member;
- E. To welcome both the headquarters and the activities of the approved and valid IOHE institutional programs and initiatives at the heart of their intuitions of higher education.

Article 11

Associate members may participate in the General Assembly and have a right to speak but not to vote; thus, they are not eligible to hold seats in governing bodies of the Organization.

Article 12

Members' obligations:

- A. To respect the Declaration of Principles and abide by the Statutes, the other norms, agreements, and resolutions made in conformity with them;
- B. To assume the participation in the IOHE with an executive responsibility and accountability before the competent bodies;
- C. To remit, in due time, the annual fees and contributions which correspond to the Organization and that are determined by the Statutes or the agreements of the Ordinary General Assembly.

Article 13

A member loses its status in the following cases:

- A. If a written resignation is submitted to the General Secretariat;
- B. If it loses its legal status by virtue of the laws of its respective country;
- C. If it fails to maintain the conditions for membership set forth in these Statutes;

- D. If it fails to comply with the obligations set forth in these Statutes, then, it is excluded;
- E. If it commits a serious offence.

Before losing its status as a member, the respective institution is entitled to present its defence.

CHAPTER IV GOVERNING BODIES

Article 14

The essential governing bodies and authorities of the Organization are:

- A. The General Assembly;
- B. The Board of Directors;
- C. The Regional Assembly;
- D. The Regional Council.

THE GENERAL ASSEMBLY

Article 15

The General Assembly is the supreme decision-making body. It is composed of all the members of the Organization, represented by their legal delegates, who are up-to-date with the payment of their annual contribution. In cases of absolute necessity, and subject to the laws that govern their institution, these may delegate the representation by proxy.

The presidency of the Organization presides over the General Assembly. In his/her absence, the Assembly shall be presided by the vice-presidency of the Organization, as provided for in Article 35.

There are two types of Assemblies: Ordinary and extraordinary.

Article 16

The General Assembly meets in an ordinary session once a year, which is convened by the General Secretariat, with the previous agreement of the presidency, whether virtually or face-to-face, on the date and location determined by the General Assembly or the Board of Directors.

The General Secretariat will suggest that members wishing to delegate a representative send the special proxy to the vice-presidency for their Region or to any other member of the Board of Directors or the General Secretariat itself.

Notice of meetings is given in writing at least forty days prior to the meeting and accompanied by the documents needed to ensure effective member participation. Decisions, whether taken face-to-face or virtually, dispose the same validity and are forwarded to all IOHE Members.

Article 17

The responsibilities of the General Assembly are as follows:

- A. To approve the IOHE Electoral By-Laws and its reforms under Article 22 of the current Statutes;
- B. To elect the presidency, by virtue of Article 22 and of the Electoral By-laws provided for in Article 51;
- C. To elect the regional vice-presidencies by virtue of Articles 14, 22, 34, and 46; the substitute vice-presidencies and the Regional Counsellors, based on Article 46 and of the Electoral By-Laws outline under Article 51 of these Statutes; and the IOHE's vice-presidency in accordance with Article 29;
- D. To appoint or remove the Executive Director, the Treasurer, and the Legal Advisor, designated by the Board of Directors as per Articles 14, 22, 29, 37 and 41 of these Statutes;
- E. To ratify the decisions taken by the Board of Directors in case of resignation or replacement of any of its members;
- F. To ratify the admission and withdrawal of its members at the proposal of the Board of Directors;
- G. To exclude, at the proposal of the Board of Directors, any member who violates these Statutes;
- H. To approve the IOHE's five-year *Strategic Guidelines* and the respective *Annual Plans of Activities* in order to be implemented, tracked, and assessed;
- I. To establish the amount of annual fees and any other contribution to be paid by members, by virtue of Article 6;
- J. To approve the decisions or recommendations of the Board of Directors that are related to the creation and validity of the IOHE's existing and new institutional programs and initiatives, their institutionalization policies, financing, general rules, and specific regulations;
- K. To approve the annual reports of the presidency, the General Secretariat, and the treasury, while taking the pertinent decisions and resolutions;
- L. To approve the Organization's financial statements as well as its current annual budget, and decide upon the recommendations and initiatives derived from the economic and financial governance policies suggested by the treasury;
- M. To make decisions concerning all issues that are not provided for in the Statutes and which correspond to the objectives of the Organization.

Article 18

Quorum for the General Assembly, whether virtual or face-to-face, is half of the Organization's members, whose membership fees are paid in full, plus one other member, whose membership fees are paid in full. If quorum is not achieved, a second convocation will be scheduled one hour later, and the session is valid with the number of members present.

The agreements of the General Assembly are approved by an absolute majority of votes of the regular members present.

Article 19

An Extraordinary General Assembly is held for urgent or important matters and only when decided by the Board of Directors or the Presidency, or when no less than one-third of the members of the Organization, who are up-to-date with payment of their annual contribution, request it.

An Extraordinary General Assembly is held, whether virtually or face-to-face, at the location determined by those who, in accordance to the preceding paragraph, have requested it before notifying the General Secretariat in order to convene the members. The convocation is decided and accompanied by the documents required for the adequate participation of members.

Article 20

The function of the Extraordinary General Assembly is as follows:

- A. To reform or modify the Statutes. Reforms are suggested or proposed to the Board of Directors and submitted to the members one month before holding the General Assembly;
- B. To resolve any other issue deemed serious or urgent by the Board of Directors or the presidency;
- C. To modify the number of regions, at the proposal of the Board of Directors;
- D. To approve the dissolution of the Association.

THE BOARD OF DIRECTORS

Article 21

The Board of Directors, in coordination with all regions, is the body which takes the lead of the Organization's Strategic decisions, and is responsible for supporting its implementation, tracking, governability, and assessment, in response to the challenges and needs of the member institutions in the continent.

In addition, the Board of Directors guarantees the visibility and sustainability of the IOHE, ensuring the accomplishment of the Statutes, its rules, institutional policies, and the projection of the Organization in the Americas at an international level.

Article 22

The Board of Directors is composed of:

- A. The presidency;
- B. The outgoing presidency;
- C. The vice-presidency;
- D. The regional vice-presidency (for each Region);
- E. The General Secretariat;
- F. The treasury.

Article 23

The members of the Board of Directors shall be the legal representatives and delegates of their institutions, except for the outgoing presidency, the General Secretariat, and the Treasury.

Article 24

The outgoing presidency acts as a member of the Board of directors for a period that corresponds to its mandate as the Organization's presidency.

Article 25

In case of absolute necessity or if the president loses his/her role as university president, in the context of the Electoral By-laws provided for in Article 51, he/she will be immediately replaced by the vice-presidency of the Organization, by virtue of Articles 29 and 35 of these Statutes.

Article 26

In case of absolute necessity or if a regional vice-president loses his/her role as university president, in the context of the Electoral By-laws provided for in Article 51, he/she will immediately be represented by the respective substitute vice-president, by virtue of Article 46 of these Statutes.

Article 27

The Board of Directors meets at least once a year. Meetings are convened, via e-mail, by the General Secretariat, in accordance with the presidency, with a notice of 10 days prior to the meeting. Quorum is achieved with half plus one of the members.

The Board of Directors' decisions are taken by the absolute majority of members that have the right to vote present.

Article 28

For the purposes of these Statutes, the Inter-American Organization for Higher Education establishes the following Regions:

The Region of Canada:	Canada
The Region of the United States:	the United States
The Region of Mexico:	Mexico
The Region of Central America:	Central American countries and Panama
The Region of the Caribbean:	The Caribbean, Venezuela, Surinam, Guyana, and French Guyana
The Region of Andean Countries:	Ecuador, Peru, Bolivia, and Chile
The Region of Colombia:	Colombia
The Region of Brazil:	Brazil
The Region of Southern Cone:	Argentina, Paraguay, and Uruguay

The configuration of the afore-mentioned Regions can be subject to some changes as recommended by the Board of Directors based on the Organization's needs, and taking into account its growth and development, knowing that the decision would need approval by an Extraordinary General Assembly.

Article 29

The responsibilities of the Board of Directors are as follows:

- A. To propose to the General Assembly the IOHE's five-year *Strategic Guidelines* and their annual implementation, within the framework of policies, joint and complementary actions among the approved and valid IOHE institutional programs and initiatives, as well as the consolidation of common spaces among the Regions;
- B. To approve the IOHE's *Annual Plan of Activities* and support both the accomplishment of its respective objectives on organizational and regional levels in accordance with the IOHE's approved and valid institutional programs and initiatives on one hand, and the reach of the established results and objectives of the economic and financial governance policies on the other hand;
- C. To recommend to the General Assembly the provisions related to the creation and validity of the IOHE's institutional programs and initiatives, their institutionalization policies, financing, general rules, and specific regulations which are all applied to the existing institutional programs and initiatives;
- D. To adequately represent the different Regions and maintain the balance among them at the heart of the Organization, while enhancing the collaboration in designing and implementing integration and complementarity policies among them;
- E. To recommend to the Extraordinary General Assembly reforms of the Statutes;
- F. To propose to the Extraordinary General Assembly the configuration of the Regions mentioned in Article 28;

- G. To verify that any specific mandate determined by the General Assembly is carried out;
- H. To organize the electoral process leading to the appointment of the IOHE's Electoral Commission and receive its respective Report, for the election of the IOHE's governing bodies, based on the IOHE's Electoral By-laws, approved by this instance in accordance with Chapter VII;
- I. To designate the vice-presidency of the Organization, by virtue of Article 35, based on the recommendations of the presidency;
- J. To decide on the admission or the replacement of one of its members;
- K. To designate the Executive Director, the Treasurer, and the Legal Advisor once appointed by the General Assembly, in accordance with Articles 14, 17, 22, 37, 39, and 41 of these Statutes;
- L. To verify and assess the accomplishment of the mandates as well as the responsibilities, functions, and results of the Executive Director and the high-level officials;
- M. To approve the annual report of the presidency, the General Secretariat, and the treasury;
- N. To recommend to the General Assembly the approval of the Organization's Financial Statements, the current annual budget, and the *economic and financial governance policies* proposed by the treasury;
- O. To recommend to the General Assembly admission and exclusion of its members;
- P. To fix the date, place, and hour of the General Assembly of the Organization's members;
- Q. To rule and grant acknowledgements and incentives;
- R. To formulate, approve, and modify the institutional policies, the general rules, and the specific regulations, especially those authorized by the General Assembly and in relation with the IOHE's approved and valid institutional programs and initiatives.
- S. To elect an Honorary President and invite him/her to the Board of Directors when deemed necessary;
- T. Advisory Bodies will be supporting the Board of Directors which consider them crucial for the accomplishment of its mission;
- U. To take, in any case that is not provided for in these Statutes, the necessary measures and provisions until the following General Assembly.

THE PRESIDENCY

Article 30

The presidency is the highest individual authority which takes lead in order to ensure the positioning of the IOHE on the Inter-American and international levels, aiming at guiding the elaboration and execution of its strategic vision and guaranteeing the implementation of the resolutions and decisions taken by the decisive and governing bodies of the Organization.

The presidency is the legal and extralegal representative of the Association, whether acting with or without the General Secretariat; since both of them have a general power of the "*General attorney-in-Fact with no Amount Limit,*" in accordance with Articles 1253 and 1254 of the Civil Code of Costa Rica.

Article 31

The presidency presides over the meetings of the General Assembly and the other meetings of decisive and governing bodies to which it reports back the results of its management, while being able to delegate this function to the vice-presidency of the Organization.

Article 32

The presidency is elected for a two-year mandate and can be reelected only once.

Article 33

The responsibilities of the presidency are:

- A. To lead the process of establishment of the *IOHE's five-year Strategic Guidelines* and ensure the implementation, tracking, and assessment of the *Annual Plans of Activities* within the Organization, with the strong support of the Board of Directors;
- B. To widen and consolidate the IOHE's ties and alliances in order to enhance its projection and ensure its presence in the key instances on the national, regional, Inter-American, and international levels, as well as in the Strategic themes and sectors;
- C. To promote the integration of new members into the Organization;
- D. To propose the agendas of the General Assembly and the Board of Directors and lead those meetings in order to achieve the proposed objectives, with the support of the General Secretariat;
- E. To follow the resolutions of the General Assembly and work on the accomplishment of the agreements of the Board of Directors, with the support of the General Secretariat;
- F. To support, along with the General Secretariat, the IOHE's institutional programs and initiatives, as well as the different Regions in a strategic way, in order to get its own fixed results and those of the other organizations in the Region, so as to consolidate and develop the common spaces of higher education;
- G. To ensure the sustainability and the financial growing of the Organization as well as the diversification of its funding sources and facilitate the tracking,

implementation, and assessment of the strategic organization's economic and financial governance policies, in collaboration with the treasury and with the support of the Board of Directors and the General Secretariat;

- H. To recommend to the Board of Directors the designation and work conditions of the Executive Director's job, supporting him/her in the execution of the decisions of the General Assembly and the Board of Directors, and guarantee the accomplishment of his/her responsibilities and functions regarding the respective assessments of the results by the Board of Directors;
- I. To recommend to the Board of Directors the appointment of the Treasurer and the Legal Advisor and collaborate with them in order to execute its functions and responsibilities;
- J. To lead, in collaboration with the IOHE's Regions, and with the support of the General Secretariat, the recruitment process of new members;
- K. To cast quality vote in a second and final vote at the Board of Directors;
- L. To carry out every specific mandate given by the General Assembly and the Board of Directors;
- M. To execute any other function provided for in this regulation.

THE REGIONAL VICE-PRESIDENCIES

Article 34

The regional vice-presidencies are the higher executive authority of the organization in every Region; they are appointed by the members of their respective Regions and elected by the General Assembly, by virtue of Articles 17 and 22. They represent each one of the Regions established in these Statutes, and in this capacity, they participate as members of the IOHE's Board of Directors.

The regional vice-presidents are elected for a two-year mandate; they may be re-elected only once.

The members of each Region designate a substitute regional vice-presidency. If the regional vice-presidency leaves his/her post of president, or in case of an absolute necessity or a temporary absence, he/she may not have the right to exert his/her role at the heart of the regional vice-presidency, and will be immediately replaced by the substitute regional vice-presidency which will represent the regional vice-presidency by an express delegation.

THE IOHE VICE-PRESIDENCY

Article 35

The Board of Directors will appoint the IOHE vice-presidency among the regional vice-presidencies. In case of absolute necessity or a temporary or definitive absence of the presidency, the vice-presidency will replace the presidency, have the same responsibilities, and continue to occupy the regional vice-presidency.

Article 36

The responsibilities of a regional vice-presidency are:

- A. To represent, widen, and consolidate the positioning of the Organization in its Region, with the collaboration of the IOHE's General Secretariat designated by the regional vice-presidency;
- B. To preside the Regional Assembly and its respective Regional Council by organizing a meeting – at least once a year – with the Members of the Organization in its region;
- C. To lead, propose, and fully implement the *Annual Regional Plan of Activities*, based on the IOHE's five-year *Strategic Guidelines*, in close collaboration with the organization's institutional programs and initiatives, while formulating innovative propositions that contribute to the transformation as well as the institutional and academic development of the HEIs of the Region, and therefore to enhance the creation of a regional common space and contribute to the Inter-American projection;
- D. To represent its Region in the IOHE – by participating, among others, in the Board of Directors and General Assembly meetings – and propose its Region's projects and actions in collaboration with the IOHE's institutional programs and initiatives, so as to be articulated with other Regions of the Organization, and contribute as well to the development of university relations, which enables the creation and consolidation of common spaces of higher education;
- E. To consolidate and strengthen the IOHE Membership in its Region and promote the integration of new strategic members and allies in the Region;
- F. To promote the participation of the members of its Region in the activities organized in the Region, especially those offered by the Organization on the continental level;
- G. To actively collaborate in the IOHE's economic and financial governance policies, especially in the generation of projects, propositions, and initiatives, as well as in finding funding sources, in collaboration with the IOHE's institutional programs and initiatives, in accordance with the needs, priorities, opportunities, and possibilities of its respective Region;
- H. To inform, divulgate, and disseminate the IOHE's activities in general, and the regional ones in particular, thus, stimulating the promotion and visibility of its institutional activities, projects, and incentives, using information and communication technologies;
- I. To manage the Organization's assets in its Region, upon delegation by the Executive Director, and make periodic reports to the latter in this respect;
- J. To carry out any specific mandate given by the Board of Directors or the presidency.

THE EXECUTIVE DIRECTOR

Article 37

The General Secretariat is responsible for meeting the objectives and actions, as well as obtaining the strategic results fixed by the Organization, in line with the IOHE's five-year *Strategic Guidelines*, approved by the General Assembly.

The Executive Director is in charge of the coordination, management, and administration of the Organization, in collaboration with the decisive and governing bodies.

The Executive Director is designated by the Board of Directors, and appointed by the General Assembly in accordance with Articles 17, 22, and 29 of the Statutes.

The Executive Director has a renewable four-year mandate.

Article 38

The responsibilities of the General Secretariat are the following:

- A. To collaborate with the presidency in the planning process of the IOHE's five-year *Strategic Guidelines* and contribute to the elaboration, implementation, tracking, and assessment of the Organization's *Strategic Annual Plans of Activities*, elaborated in close cooperation with the Board of Directors and the IOHE's institutional programs and initiatives, in order to obtain the fixed strategic results;
- B. To fulfill functions and responsibilities assigned by the presidency and the Board of Directors, and execute resolutions, decisions, and specific mandates given by those instances, in accordance with the IOHE's rules and regulations so as to reach the fixed results;
- C. To represent the Organization while fostering the links with other similar entities, enhancing external relations that are developed in collaboration with the presidency, the regional vice-presidencies, and the IOHE's institutional programs and initiatives that consolidate and expand partnerships in a strategic perspective, while putting them at the service of the positioning of both the Organization and the Regions in the Americas and at an international level;
- D. To support the accomplishment of the IOHE's Annual Regional Plans of Activities by the regional vice-presidencies, stimulating in turn the correlation with the institutional programs and initiatives, as well as the active participation of each Region and the links created among the different Regions of the IOHE;
- E. To implement the policies of institutionalization, financing, general rules, and specific regulations – recommended by the Board of Directors and approved by the General Assembly -, track and assess the accomplishment of the work plans and the results of the IOHE's institutional programs and initiatives;

- F. To generate propositions which aim at contributing actively to the sustainability, the financial growing of the Organization, and the diversification of its funding sources, an support the implementation, tracking, and assessment of the strategic economic and financial governance policies while working closely with the treasury;
- G. To pursue the accounting, administrative, and financial objectives fixed by the Board of Directors;
- H. To present an annual report on accountability to the Board of Directors, in order to be approved in the General Assembly, before obtaining the strategic results attained by the General Secretariat;
- I. To prepare and organize statutory meetings within the estimated limits and the respective initiatives provided for in the IOHE's rules and regulations;
- J. To convene and coordinate the periodic meetings of the Executive Committee integrated by the General Secretariat and the Executive Directions of the programs and the IOHE's institutional programs and initiatives that are considered appropriate;
- K. To manage, in accordance with the presidency and the treasury, the tracking, the assessment, and the negotiations related to human resources, previously approved by the Board of Directors;
- L. To delegate, for specific purposes, some of its responsibilities and powers;
- M. To prepare the minutes and the archives of the Organization, and sign each authenticate true copy for legal or other purposes;
- N. To take the minutes in relation with the sessions of the General Assembly and the Board of Directors;
- O. To assume any other task that is not provided for in these Statutes, and verify that they have been entrusted by the Board of Directors or the General Assembly.

THE TREASURY

Article 39

The IOHE Treasury – safeguarding the finances and assets of the Organization - is responsible for the economic and financial governance policies, based on the principles of accountability, transparency, rationality, viability, and connection with the IOHE's Regions.

The treasury is designated by the Board of Directors and appointed by the General Assembly, by virtue of Articles 17, 22, and 29 of these Statutes. The treasury has a mandate of four renewable years.

Article 40

The responsibilities of the treasury are:

- A. To elaborate, implement, track, evaluate – in coordination with the IOHE Regions – and report back, before the competent instances, the Organization’s Strategic economic and financial governance policies;
- B. To advise the Board of Directors of the economic and financial involvements derived from the strategic plan and any fundraising initiative and/or operative plan elaborated by the Organization;
- C. To coordinate, in collaboration with the Presidency and the General Secretariat, the elaboration of the IOHE’s *Economic and Financial Plan*, in coordination with the Regions, the Organization’s institutional programs and initiatives in the framework of the diversification of funding sources, under the criteria of the efficiency and rationality of the Organization Structure;
- D. To collaborate – in relation with the economic and financial themes – with the Regional Vice-Presidencies, the IOHE’S institutional programs and initiatives, and the directors of the committees which were created by the Board of Directors;
- E. To prepare the Organization’s budget of the current year, and propose it to the Board of Directors – for its approval, along with the correspondent General Assembly’s – and make sure that the task is executed in accordance with applicable laws;
- I. To carry out every specific mandate given by the Board of Directors or the General Assembly or even if it was required by law or the Statutes of the Organization;
- F. To control, with the support of the General Secretariat, the execution and evolution of the current year’s budget, and monitor the assets of the Organization, based on the respect of the applicable rules of economic and financial governance;
- G. To act as a representative of the Board of Directors before the external accounting auditors who are working on the annual elaboration of the Organization’s financial statements;
- H. To present and analyze, for their adoption by both the Board of Directors and the General Assembly, the annual financial statements verified by the external accounting auditors, ensuring therefore that all the accounting experts’ recommendations are considered at the heart of the Organization;
- I. To fulfill any specific mandate given by the Board of Directors or the General Assembly or even if it was required by law or the Statutes of the Organization.

THE LEGAL ADVISOR

Article 41

The Legal Advisor’s Office of the IOHE is held by a qualified Legal Advisor, designated by the Board of Directors and appointed by the General Assembly for a renewable mandate of four years, by virtue of Articles 17, 22, and 29 of these Statutes.

Article 42

The responsibilities of the Legal Advisor are:

- A. To supervise the accomplishment of the legal applicable provisions, by virtue of these Statutes and the internal regulation.
- B. To ensure that the annual financial statements prepared by the treasury contain the necessary information before being presented to the General Assembly;
- C. To gather relevant information related to any filed complaint, and present the respective report to the General Assembly in accordance with Articles 56 and 57 of these Statutes;
- D. To verify the quorum in the statutory meetings;
- E. To have the right to speak, but not to vote, at the Board of Directors' meetings;
- F. To keep updated the rules that are applicable to the Organization and its regulatory bodies, in accordance with the applicable laws and these Statutes.

CHAPTER V THE REGIONS

Article 43

Each Region acts as a coordinating body among its member institutions on the first hand, and among them and other IOHE Regions on the other hand; each Region will have the authority to establish the electoral procedures of its internal decisive and governing bodies, in accordance with the principles of the Electoral By-laws provided for in Article 51.

Article 44

Each Region shall have the following decisive and governing bodies:

- A. The Regional Assembly;
- B. The Regional Council;
- C. The regional vice-presidency.

THE REGIONAL ASSEMBLY

Article 45

The members of each Region, its counsellors, regional substitute vice-presidency, and the respective vice-presidency form part of the Regional Assembly, the main decisive body that is held as an ordinary session at least once a year, and as an extraordinary one upon the request of one-third of its members, in response to the demand of the IOHE's Presidency or Board of Directors.

Taking into account the specific characters of each Region for efficiency and efficacy aims of these meetings, the Regional Assembly and the Regional Council can be held either face-to-face or virtually, in response to the proper regional characteristics.

The convocation will be done in writing with a notice of at least 10 days and will be accompanied by the appropriate documents. Sessions are valid with the participation of fifty percent of its regular members, who are up-to-date with payment of their annual contribution. Decisions are made by an absolute majority of votes. The same rules apply to the meetings of the Regional Council.

The regional vice-presidency shall propose to the members – that when their representatives are participating on their behalf – to send the special proxy in accordance with the IOHE form, to the vice-presidency of their Region, or any other member of the Region even the General Secretariat itself. Decisions, whether taken face-to-face or virtually, dispose of the same validity and are forwarded to all the members of the Region.

Article 46

The responsibilities of the Regional Assembly are:

- A. To designate the regional vice-presidency and the regional substitute vice-presidency, to be elected by the IOHE'S General Assembly, in accordance with Articles 17 and 22 and the Electoral By-laws provided for in Article 51;
- B. To elect the Regional Counsellors, by virtue of the Electoral By-laws provided for in Article 51;
- C. To approve the *Regional Annual Plan of Activities*, conceived based on the *IOHE's five-year Strategic Guidelines*, the propositions of the Counsellors and the members of the Region, in coordination with the IOHE's institutional programs and initiatives, that meet with the Regional special needs and priorities;
- D. To contribute to the elaboration of propositions which help it accomplish and track the *Regional Annual Plan of Activities*;
- E. To approve the regional vice-presidency report, take therefore the pertinent resolutions, and decide upon the recommendations and initiatives derived from the economic and financial governance policies of the Region;
- F. To make decisions on any issue that is not provided for in these Statutes and which may contribute to the accomplishment of the Organization's objectives in general and the concerned Region in particular.

THE REGIONAL COUNCIL

Article 47

The Regional Council is the body responsible for supporting the tracking of the strategic decisions noted in the *Regional Annual Plan of Activities*, proposed by the regional vice-presidency.

The Regional Council is composed of the Counsellors of the Region and the head regional vice-president. The Regional Assembly is responsible for determining the number of Regional Counsellors, knowing that there shall be at least three Counsellors per Region and one per country.

Regional Counsellors are elected for a two-year mandate and can be re-elected only once.

A Regional Counsellor shall be the president or the legal representative of his/her institution. A Regional Counsellor who loses his/her position as president/legal representative of his/her institution shall resign and the Regional Assembly will then proceed to elect another counsellor.

The Regional Council is assisted by the Advisory Bodies, considered primordial for the accomplishment of its mission.

Article 48

The responsibilities of the Regional Council are the following:

- A. To contribute to the elaboration of the *Regional Annual Plan of Activities* and collaborate with the regional vice-presidency in implementing, managing, governing, and assessing it in order to reach its results, in response to the challenges and needs of the member institutions in the Region;
- B. To strongly support the regional vice-presidency in the establishment of the economic and financial governance policies in the Region, in coordination with their equivalents at an organizational level;
- C. To attract new members, propose projects and concrete activities, and guarantee funding mechanisms for the benefit of the members of its Region;
- D. To achieve any other activity that may lead to the accomplishment of the Regional Assembly's agreements.

THE REGIONAL VICE-PRESIDENCY

Article 49

The regional vice-presidency is the highest executive authority of its region; it is represented before other IOHE governing bodies and presides the Regional Assembly and the Regional Council, in accordance with the responsibilities he/she is given, by virtue of Article 36 of these Statutes.

**CHAPTER VI
IMPARTIALITY OF MEMBERS OF GOVERNING BODIES**

Article 50

The members of the governing bodies and authorities of the Organization shall abstain from intervening in issues that involve them personally or could affect their impartiality.

**CHAPTER VII
ELECTION OF THE GOVERNING BODIES**

Article 51

The elections of the members of the Organization's governing bodies referred to in these Statutes are regulated by the Electoral By-laws of the IOHE.

Article 52

The IOHE Electoral By-laws and their reforms shall be approved by the Board of Directors.

**CHAPTER VIII
SANCTIONS**

Article 53

Breach or violation of these Statutes will result in the following sanctions:

- A. Warning;
- B. Suspension of the Organization's member rights;
- C. Expulsion.

Article 54

Warnings will be determined by the Board of Directors and may be applicable to members for the following reasons:

- A. To omit or refuse, for the first time, to provide the information required by the governing bodies to fulfill their responsibilities;
- B. To demonstrate any other omission or breach that seriously affects the IOHE's objectives, responsibilities, or its Declaration of Principles.

Article 55

The suspension of membership rights is determined by the General Assembly under the recommendation of the Board of Directors.

Article 56

Sanctions of expulsion can only be imposed by the General Assembly, at the proposal of the Board of Directors, in cases of significant offence against the Organization.

Article 57

The Legal Advisor shall issue an opinion and submit it to the Board of Directors, in order to be presented in the General Assembly.

Article 58

Sanctions are imposed in writing and, in all cases, the concerned members have the right to due process.

**CHAPTER IX
DISSOLUTION**

Article 59

The IOHE may be dissolved for any of the reasons listed in the Quebec Companies Act, or due to a decision of the General Assembly, within the terms of these Statutes, knowing that this is a sovereign state to decide upon the modalities of distribution of its patrimony, while the liquidation is carried out according to the laws regulating such procedures.

TRANSITIONAL PROVISIONS

First Article

The present Statutes took effect on the day they were approved by the General Assembly of Members, on June XX, 2019.

Second Article

Any provisions that are contradictory are repealed.

Third Article

People who were elected for positions within the organization before the adoption of the present Statutes will remain in their positions until the end of the mandate for which they were elected.