



## Integrating Content and Language in Higher Education

### ICLHE Association

### Rules and regulations of procedure

#### Article 1. General

- 1.1. The Integrating Content and Language in Higher Education Association is an international association whose purpose concerns the dissemination of information about the provision of higher education content through an additional language, as specified under Art. 2 of the Articles of Association (*Statuten*). This dissemination may cover all aspects of higher education in this respect, including teaching through an additional language, the organization of such higher education courses or programmes, and the effect on the people and organizational bodies involved, including students, teachers, administrators, local and national authorities. The dissemination will include in particular research into any of the relevant aspects.
- 1.2. It shall be referred to as ICLHE. The word Association shall be added in cases where it is necessary to differentiate the Association from the processes and practices of ICLHE as may be implemented in any particular higher education institution or region.
- 1.3. The language for the business affairs of the Association shall be English, unless members of the Association from time to time decide otherwise.

#### Article 2. Membership

- 2.1. Association membership is open to all natural persons and legal entities that are interested in higher education in or by means of a foreign or additional language and the related practical, strategic and policy-related issues, as specified under Art. 4, 5 and 6 of the Articles of Association.
- 2.2. Membership includes the following categories as specified under Art. 5 of the Articles of Association:
  - 2.2.1. Ordinary members  
Ordinary membership is open to all individuals interested in topics related to the integration of content and language in higher education.
  - 2.2.2. Aspiring members  
Aspiring members are those individuals who may be interested in becoming ordinary members. They can attend ICLHE conferences but not the general meetings. This is a temporary situation which may last not more than one year. As they are not bound to pay a membership fee, they cannot benefit from other activities organised by the association.



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### 2.2.3. Patrons

Patrons are individuals or institutions who wish to support the Association through a donation. The General Meeting shall decide from time to time what the minimum amount of donation should be. Patrons do not have a vote at General Meetings.

### 2.2.4. Honorary members

They are persons who have made a significant contribution to the achievement of the goals of the association. Honorary members will be nominated by the Board and appointed by the General Meeting.

Ordinary members and honorary members have the right to attend general meetings of the Association and voting rights at such meetings. Aspiring members and patrons do not have these rights, unless the general meeting should decide otherwise.

2.3. All members are bound by the Articles of Association and by the Rules of Procedure.

2.4. By virtue of membership the Member agrees to pay the membership fee as shall be decided by the General Meeting of the Association upon proposal of the Board. Honorary members shall be exempt from payment of the membership fee.

## Article 3. Membership fees.

3.1. The membership fee shall be decided by the General Meeting of members upon proposal of the Board. The membership fee may be increased from time to time. The General Meeting has the right to decide a differential membership fee for students.

3.2. The membership fee shall be due for the calendar year in question and for subsequent years unless changed by decision of the General Meeting.

3.3. The General Meeting may decide different rates of fee for the categories of aspiring members and patrons.

## Article 4. General Meetings.

4.1. A General Meeting of members shall be held at least once annually within six months of the end of the financial year (July 1 to June 30) according to Art. 17 of the Articles of Association.

4.2. Notice stating the time, place and agenda of the General Meeting, signed by the Chair, shall be e-mailed to each ordinary member and honorary member no less than four weeks (28 days) prior to the meeting. Members have ten days to propose other issues that they might wish to put on the agenda. The final agenda will be made available to ordinary and honorary members prior to the General Meeting.



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- 4.3. In the initial year of operation (2017), the provisions under item 4.2. above may be overlooked. Notice may be shorter, and the final agenda will be made available at the venue for the General Meeting.
- 4.4. Election for members of the Board shall usually take place at the General Meeting during the ICLHE Conference. However, if a member steps down in a year in which there is no Conference, then the Board may decide it necessary to hold an election in that year.
- 4.5. The agenda for the General Meeting shall at least include the following items:
- a. Annual Report from the Board
  - b. Financial report of the preceding financial year, including budget and forecasts
  - c. Report of the Audit Committee
  - d. Approval of membership fees
  - e. Appointment (or election) of board members and members of the audit committee (if appropriate)
  - f. Other topics submitted by the Board or members
- 4.6. The General Meeting may at its discretion admit other items to the agenda as suggested at the time of the General Meeting.
- 4.7. Decisions of the General Meeting shall be taken by voting orally or by show of hands, unless the General Meeting decides to call for a written ballot. All voting for persons (candidates for membership of the Board) shall be by written ballot.
- 4.8. The General Meeting through its Chair may admit observers to the General Meeting.

### Article 5. Board of the Association.

- 5.1. The Board of the Association shall be responsible for the general strategy of ICLHE and the financial performance of the Association. It shall establish an action plan in accordance with the decisions of the General Meeting. Where possible, such a plan shall cover a multi-year period. The Board is responsible for communicating the plan and its performance in the Board's Annual Report to the General Meeting.
- 5.2. The Board shall comprise at least three members, as specified under Art. 11 of the Articles of Association, that is Chair, Treasurer, and Secretary, and as many more or fewer as the General Meeting decides.
- 5.3. Board members shall be elected by the General Meeting in accordance with the provisions of Art. 11 of the Articles of Association.
- 5.4. Board members shall be elected by the members at a General Meeting and shall serve one or more terms of two years' duration as decided by General Meeting.
- 5.5. To best advance the interests of the Association, the Association seeks a Board that is representative of its members in terms of geography, gender, and interests.



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5.6. The Articles of Association (under Dutch Law, Civil Code) specify three obligatory functions: Chair, Treasurer and Secretary. The function of Chair shall be held by one person. The functions of Treasurer and Secretary may be held by one and the same person. The Chair and other Board Members are elected directly by the members at a General Meeting.

5.7. All Board members are obliged to be registered with the Dutch Chambers of Commerce.

5.8. If the number of members of the Board is insufficient for the achievement of the action plan for the current year, the Board may co-opt a member to be an acting member of the Board. The subsequent General Meeting is obliged to confirm this decision of the Board. The General Meeting may request a vote on the acting Board Member.

### Article 6. Chair.

6.1. The Chair shall be responsible for the overall reporting of the activities of the Board and the Association to the General Meeting of members and shall represent the Association towards the outside world. The Chair is responsible for the good management of the Board and the Association. The Chair shall chair General Meetings of the Association and meetings of the Board. The Chair may delegate chairmanship of meetings to the Secretary or other member of the Board, or otherwise as the General Meeting may decide under Art. 19 of the Articles of Association.

6.2. The Chair acting jointly with the Secretary shall represent the Association in the negotiation of agreements with outside organizations for the purposes of hosting the ICLHE Conference or other event. The Chair and the Secretary hold the legal right to sign agreements on behalf of the Association, as specified under Art. 14 of the Articles of Association.

6.3. The Chair shall be responsible for liaison with the Dutch Chambers of Commerce with respect to the registration of the Association and the registration of Board Members. The Chair shall be responsible for liaison with the Dutch Tax Authorities with respect to any obligations the Association may incur under Dutch Tax Laws.

6.4. The Chair shall be elected by the General Meeting of members to serve one term, renewable with the approval of the General Meeting.

6.5. The General Meeting may elect a member of the Board to serve as Chair-Elect for one term, after which term the Chair-Elect shall be appointed Chair.

6.6. A Chair who has terminated appointment may be appointed by the General Meeting to serve as Past-Chair for one term.

### Article 7. Secretary.

7.1. The Secretary shall be responsible for the written records of the General Meetings of the Association and such other meetings as the Board decides.



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7.2. The Secretary acting jointly with the Chair shall represent the Association in the negotiation of agreements with outside organizations, as specified under item 6.2 above.

7.3. The Secretary shall be responsible for establishing, maintaining and updating the membership records of the Association, and reporting the status of membership to the General Meeting.

7.4. The Board may decide to allocate the different functions of Secretary to two or more elected Board members.

### Article 8. Treasurer.

8.1 The Treasurer shall be responsible for the financial record keeping of the Association, and for producing the Annual Accounts (Statement of Financial Position (balance sheet) and the Statement of Activities (Revenues and Expenses) of the Association, and reporting these to the General Meeting.

8.2. The Treasurer shall be responsible for producing a Budget for the Financial Year (1 July – 30 June), and presenting this to the General Meeting.

8.3. The Treasurer shall be responsible for liaising with the Internal Audit Committee (made up of minimum 2 members of the Association appointed by the Annual General Meeting), and where necessary with an external expert.

### Article 9. Other Board functions.

9.1. The Board shall appoint elected members of the Board to other functions such as Website Manager, Conference Committee, Special Interest Group Coordinator, Webinar Coordinator, Experts Coordinator, Publications Officer, and otherwise as the Board thinks necessary.

9.2. The Board may allocate elected Board members to one or more functions, and may add or combine functions or leave other unfilled as circumstances suggest. The Board may add competences and duties and responsibilities to any of the roles specified above.

9.3. The Board has the right to co-opt from among the members of the Association.

### Article 10. Election of Board members.

10.1. All Board members shall be elected by the General Meeting of members in accordance with Art. 11 of the Articles of Association.

10.2. The Chair shall be elected directly by the General Meeting. The other members of the Board are elected to the Board and subsequently the Board may decide to allocate functions. This provision does not preclude a candidate for the Board standing for a specific role. In the initial years of the Association the former practice may be followed before evolving gradually towards the latter.



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10.3. The Board, through its Secretary, shall call for nominations for Chair and for other members of the Board no less than eight weeks before the General Meeting at which elections shall be held. The Board may stipulate requirements for candidates in order for the Board to meet conditions for a Board representative of its members (item 5.5 above). Candidates who must be paid-up ordinary members of the Association shall submit their candidature, seconded by at least one other paid-up ordinary member, no less than six weeks before the General Meeting. Candidature must be confirmed in writing, by e-mail or in a manner the Board thinks fit. The Board may also propose candidates.

10.4. The Board has the right to reject candidates if they do not meet the requirements laid down in the call for nominations.

10.5. Voting for candidates shall be by means of a secret paper ballot of the members present at the General Meeting at which the election takes place. Ballot papers shall be distributed to members present at the appropriate time in the meeting.

10.6. Members of the Association who are unable to attend a General Meeting may request a vote to be cast in proxy by another member of the Association. The request must be submitted to the Secretary two weeks before the General Meeting. The member requesting such a proxy vote shall stipulate the name of the member who may cast the vote. If such a stipulation is not made or cannot be implemented, the Secretary or the acting Secretary shall allocate the proxy vote to members present at the General Meeting in accordance with a procedure proposed by the Secretary and agreed by the General Meeting. No member present at a meeting may cast more than five proxy votes (Art. 18 of the Articles of Association).

10.7. The candidate for Chair with the most votes shall be declared elected, with the proviso that an absolute majority of the validly cast votes is met (Art. 20 of the Articles of Association). Blank votes are null and void.

10.8. If the number of candidates for other positions as Board members exceeds the number of positions being voted for, then those candidates with the most votes consistent with the number of positions shall be declared elected. Conditions under Art. 20 of the Articles of Association will apply in case of equal votes.

10.9. The Board may decide to solicit candidatures for named positions or functions.

10.10. At the time of the legal establishment of the Association (6 December 2016), the existing provisional Board became the Board of the Association. The Chair and other members of the Board will serve out a full term (2017-2019) and shall be eligible for election in 2019.

### Article 11. Special Interest Groups (SIGs).

11.1. The Board, through the SIG Coordinator, may establish Special Interest Groups for groups of members with shared interests. Members may approach the SIG Coordinator with the request to



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establish a group. The Board may also take the initiative and solicit members who may be interested in a specific SIG.

11.2. A SIG shall choose its own chair and any other official it deems necessary. It is responsible to the Board of the Association for its governance and activities.

11.3. A SIG, through its chair, shall report to the Board, through the SIG Coordinator, at least once a year in time for the General Meeting, or as otherwise requested by the SIG Coordinator.

11.4. If a SIG has not been active for more than a year without explanation, the Board may decide to terminate its activities.

### Article 12. Audit Committee.

12.1. At the General Meeting, the Board shall invite two candidates from among the members present for membership of an Audit Committee. The General Meeting shall approve the appointment of the two candidates. In the case of more than two candidates, the General Meeting may decide to select the first two proposed candidates or to hold an election.

12.2. The Audit Committee shall scrutinize the Annual Accounts of the Association to confirm or not that they represent a true and fair picture of the state of the finances of the Association. The Audit Committee may request from the Treasurer whatever documentation it needs to conduct its task.

12.3. The Audit Committee shall present a report of their audit and decision to the Annual General Meeting of members.

12.4. At the inaugural General Meeting of the Association (2017), the first Audit Committee shall be appointed. The first Audit Committee will also scrutinize the accounts of the preceding financial year.

### Article 13. Conferences.

13.1. A call to host the ICLHE Conference of the Association shall be sent out by the Chair to members according to terms agreed by the Board. The call shall be sent out at least two years before the scheduled date of the next Conference.

13.2. Members and their host institution shall be invited to submit an expression of interest to the Board. The Board shall draw up a shortlist of candidate hosts and subsequently invite them to present a more detailed proposal to the General Meeting of members. This will usually be held at the venue of the current Conference. The Board then takes a decision within four weeks of the General Meeting of members.

13.3. Members of the Conference Committee and/or other members of the Board may visit the chosen host from time to time to assist with the planning and organization.



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- 13.4. The Board may issue a call for more than one conference over a multi-year period.
- 13.5. The Board and the host institution shall negotiate and agree the terms of hosting the Conference.
- 13.6. The Board and the host organizing Committee have the right to invite participants ((keynote) speakers or others) to the ICLHE Conference, who may or may not be members of the Association.

### Article 14. Changes to the Rules of Procedure.

- 14.1. The General Meeting shall vote on the acceptance of the Rules of Procedure.
- 14.2. Changes to the Rules of Procedure shall be voted on by the General Meeting. The Board and members may propose amendments, additions or deletions to these Rules. Proposals for changes shall be submitted to the Secretary and communicated to members via the agenda for the General Meeting.
- 14.3. No rule or changes to the Rules may be in conflict with the provisions of the Articles of Association, which are paramount.