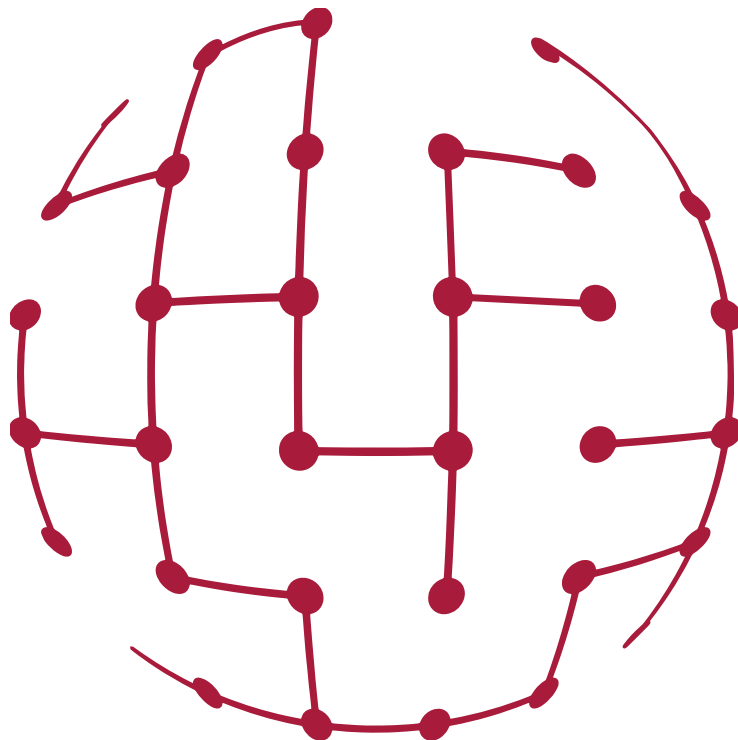


L'AGENCE UNIVERSITAIRE DE LA FRANCOPHONIE: ARTICLES OF ASSOCIATION

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CONTENTS

ARTICLE 1 - MEMBERS

- 1.1 Full Members
- 1.2 Associate Members

ARTICLE 2 - GOVERNANCE

ARTICLE 3 - GENERAL ASSEMBLY

- 3.1 Composition
- 3.2 Meetings
- 3.3 Powers and duties
- 3.4 Approval of Statutory Reports
- 3.5 Adoption of the general policy of the AUF
- 3.6 Election of the President and academic members of the Board of Directors
 - 3.6.1 Quorum
 - 3.6.2 Voting
 - 3.6.3 Candidate eligibility criteria
 - 3.6.4 Procedure
 - 3.6.4.1 Candidates
 - 3.6.4.1.1 Candidates' applications
 - 3.6.4.1.2 Validation of candidates' applications
 - 3.6.4.1.3 Communication of lists of candidates and candidates' applications
 - 3.6.4.2 Election
 - 3.6.4.2.1 Election of the President
 - 3.6.4.2.2 Election of the representatives of the Full Members to the seats on the Board of Directors

ARTICLE 4 - THE BOARD OF DIRECTORS AND ITS OPERATIONAL FRAMEWORK

- 4.1 The responsibilities of the Board of Directors
- 4.2 Composition of the Board of Directors
- 4.3 Mandate and disqualification
- 4.4 Meetings of the Board of Directors
- 4.5 Quorum
- 4.6 Decisions
- 4.7 Delegation of powers
- 4.8 Executive Board
 - 4.8.1 Responsibilities
 - 4.8.2 Composition
 - 4.8.3 Mandate
 - 4.8.4 Meetings
 - 4.8.5 Decisions
- 4.9 The Member Institutions Commission
 - 4.9.1 Role
 - 4.9.2 Composition
 - 4.9.3 Meetings
- 4.10 Finance Commission
 - 4.10.1 Role
 - 4.10.2 Composition
 - 4.10.3 Meetings

ARTICLE 5 - PRESIDENCY

- 5.1 Role
- 5.2 Election and mandate
- 5.3 Vacancy
- 5.4 Delegation of powers

ARTICLE 6 - RECTORATE

- 6.1 Responsibilities
- 6.2 Eligibility criteria
- 6.3 Mandate and renewal
- 6.4 Election
- 6.5 Vacancy
- 6.6 Participation

ARTICLE 7 - SCIENTIFIC COUNCIL

- 7.1 Role
- 7.2 Composition
- 7.3 Mandate
- 7.4 Presiding
- 7.5 Meetings, participation and disqualification
- 7.6 Advice and recommendations
- 7.7 Executive Board of the Scientific Council
 - 7.7.1 Role
 - 7.7.2 Composition
 - 7.7.3 Mandate
 - 7.7.4 Meeting of Executive Board

ARTICLE 8 - ECONOMIC AND SOCIAL COUNCIL

- 8.1 Role
- 8.2 Composition
- 8.3 Mandate
- 8.4 Presiding
- 8.5 Meetings
- 8.6 Advice and recommendations

ARTICLE 9 - NETWORKS COUNCIL

- 9.1 Role
- 9.2 Composition
- 9.3 Mandate
- 9.4 Presiding
- 9.5 Meetings
- 9.6 Advice and recommendations

ARTICLE 10 - THE STRATEGIC DEVELOPMENT COMMISSION

- 10.1 Responsibilities
- 10.2 Composition
- 10.3 Presiding
- 10.4 Meetings

ARTICLE 11 - MEMBERSHIP FEES, RESOURCES AND FINANCIAL MANAGEMENT

- 11.1 Membership fees
 - 11.1.1 Amount of the membership fee
 - 11.1.2 Non-payment of the membership fee
- 11.2 Resources and financial management
- 11.3 External controls

ARTICLE 12 - HEADQUARTERS

ARTICLE 13 - MODIFICATION OF THE ARTICLES OF ASSOCIATION

- 13.1 Proposing amendments
- 13.2 Adoption of amendments and consultation period
- 13.3 Ratification
- 13.4 Amendments to articles

ARTICLE 14 - IMPLEMENTATION AND TRANSITIONAL PROVISIONS

- 14.1 Timescales for amendments coming into effect
- 14.2 Transitional rules that apply

PREFACE

1. A HISTORICAL OVERVIEW OF THE ORIGINS AND EVOLUTION OF THE AUF

From the AUPELF to the AUF

The Association des universités partiellement ou entièrement de langue française (AUPELF) was founded in 1961 in Montréal. At the time of its creation, it was incorporated according to the rules of Part III of the Quebec Companies Act (R.S.Q. chapter C. 38) and recognized by the letters patent dated 31 October 1961. In 1987, the Université des Réseaux d'expression française (UREF) was established. The merger in 1994 of these two entities produced the Agence francophone pour l'enseignement supérieur et la recherche (AUPELF-UREF). At the conclusion of the General Assembly of Beirut in 1998, the current name was adopted: Agence Universitaire de la Francophonie - AUF.

AUF's role at the Summits for the Francophonie

At successive World Summits of the Francophonie, and especially as a result of the one between Heads of State and Government in 1989 in Dakar, AUF's scope of operations in the field of higher education and research took shape. The adoption of the Charter of the Francophonie at the 1997 Hanoi Summit (and updated in 2005) was a key and definitive step. This defined the AUF as a «lead institution for the Francophonie» and a «direct and authorised Summit operator».

In order to undertake its role with confidence and transparency, the AUF brings together in its governing bodies, both representatives of the academic and the scientific world and representatives of States and governments, as well as representatives from the economic world and civil society, in order to assert the openness of educational and university institutions regarding the environment. To facilitate its operations and achieve its goals, the AUF regularly requests special arrangements with the States where it is established, to benefit from the status, privileges and immunities host States can provide to international organizations.

Establishing the autonomy of the Scientific Francophonie

Following the 1999 Moncton Francophonie Summit, a dialogue was established in order to propose to the relevant authorities new Articles of Association for the AUF to address its second mission. In addition to its role as operator of the Francophonie, AUF's Articles of Association needed to address the shared objective of the AUF and the Institutional Francophonie to sustain university and scientific co-operation.

Consequently, following the revision of AUF's Articles of Association in 2001 at the Extraordinary General Assembly in Quebec City, the Act on the AUF (RLRQ, chapter A-7.2) that came into force on November 1, 2001 modified the legal framework applicable to the AUF by specifying in particular that its : «operation is governed by its Articles of Association».

The current form of AUF's Articles of Association allows, on the one hand, the Institutional Francophonie to ensure that the States and governments play their full role in the decision-making and management bodies of the organisation ; and on the other hand leaves to the scientific Francophonie full autonomy to organise its Members' community life , choose its organizational and academic structures; and define its four-year strategy.

2. THE AUF TODAY

Identity

«What is the AUF's objective?»

The AUF seeks to unleash the potential of Francophone higher education and scientific Francophonie.

Vision

«The way forward...»

To think globally about Francophone higher education and scientific Francophonie & to act regionally while respecting diversity.

Values

«We operate based on common convictions»

- Respect for the diversity of cultures and languages
- Equal opportunities ensuring access to knowledge for all
- Active solidarity for inclusive development through knowledge Equality between women and men
- Human and scientific ethical considerations
- Progress through tolerance, democracy and dialogue

Objectives

«How to co-create added value for and by the Francophonie»

Networking: Facilitating networks of stakeholders (students, teachers, academics, researchers, ecosystem, and politicians) for sharing experience and creating practising Francophone and scientific communities (e.g. AUF Members Network, Thematic Networks, Institutional Networks, Alumni Networks etc.).

Expertise: The mobilization of Francophone expertise across the world, serving educational and academic systems (e.g. Governance, Branding, Accreditation, Evaluation, Reforms, Observatories, etc.).

Projects: Setting up innovative educational and research projects to open up opportunities for the Francophone environment (e.g. digital transformation, R&D, training of trainers, etc.).

Internationalisation: The promotion of partnerships, cooperation, mobility and scientific development in international higher education and research.

Advocacy: The development of advocacy on the contribution of Francophone science and universities to societal challenges (e.g. Sustainable Development Goals (SDGs), employability, gender equality, multilingualism, etc.).

Solidarity: Support and humanistic solidarity to all those in need in the education and university systems, both within and beyond the Francophonie.

ARTICLE 1 - MEMBERS

Under the Articles of Association, AUF Members are divided into two categories:

- **«Full Members»:** members with a right to take part in debates and to vote at the General Assembly,
- **«Associate Members»:** members with a consultative voice but without the right to vote at the General Assembly.

Associate Members can attend AUF colloquiums and seminars and benefit from the services of the AUF according to the decisions of the Board of Directors.

Administrative, pedagogical, scientific and research structures can be admitted as Members upon the adoption of a resolution by the Board of Directors where such structures are legal entities with the aim or the capacity to develop actions of partnership and international cooperation with the AUF.

If necessary, the Rectorate can propose to the Board of Directors another category of "partnerships" which facilitates the work and the cooperation on the ground, without affecting their category under the Articles of Association and their right to vote.

1.1. FULL MEMBERS

Full Members may be:

(a) Universities, university centers and other institutions of higher education and research which are partly or wholly Francophone, or in which a significant part of the teaching is regularly conducted in French in several disciplines (other than French studies themselves), and who offer curricula leading to recognized degrees at university level.

(b) Research centers or institutions with autonomous governance, for which French is the main working language and which manage research programs of excellence.

(c) A new Full Member shall begin to exercise its right to vote after four years of membership in the AUF, i.e. from its participation in its second General Assembly.

1.2. ASSOCIATE MEMBERS

Associate Members may be:

(a) Universities, university centers and other higher education and research institutions that are barely or not at all Francophone, committed to the development of Francophonie in science and who offer curricula leading to recognised degrees at university level.

(b) Research centers or institutions with autonomous governance, for which French is one of the working languages and which manage research programs of excellence.

(c) Networks (that are not members of the AUF Network Council), academic, disciplinary, educational, administrative, university life, etc., which are in the process of developing or promoting the French speaking scientific community. Academic, disciplinary, educational, administrative, university life networks, nonmembers of the AUF Networks Council which are in the process of developing or promoting Francophonie in science.

d) Academic associations, not corresponding to any of the above (a), (b) and (c), and who are in the process of developing or promoting the Francophonie in science.

ARTICLE 2 - GOVERNANCE

The governance bodies of the AUF are:

- The General Assembly
- The Board of Directors and its office holders
- The Presidency
- The Rectorate

The advisory bodies of the AUF are:

- The Scientific Advisory Council
- The Economic and Social Council
- The Networks Council
- The Strategic Development Commission

The AUF will ensure that the principle of gender parity is respected in the composition of its bodies.

ARTICLE 3 - GENERAL ASSEMBLY

3.1 COMPOSITION

The General Assembly shall consist of the mandated representatives of the Full Members who shall have the right to take part in debates.

The mandated representatives of the Associate Members may attend the General Assembly in an advisory capacity. One person may represent only one member.

3.2 MEETINGS

The General Assembly shall be convened in an ordinary session every four years, in accordance with the procedures laid down by the Board of Directors.

It shall be convened in an extraordinary session by a decision of the Board of Directors taken by a two-thirds majority of its members present or by a simultaneous written request to the President by at least one third of the Full Members. In the event of exceptional circumstances that do not allow for physical attendance, the General Assembly may be held by video conference.

The Board of Directors shall invite to the meetings of the General Assembly the representatives of the L'Organisation internationale de la Francophonie (OIF) and the direct and recognized operators of the Francophonie Summit. It may also invite observers, in particular representatives of international bodies and States concerned. Individual guests and observers shall attend meetings in an advisory capacity.

The Secretariat of the General Assembly of the AUF staffed by the Rectorate is responsible for the organization and the proceedings of the General Assembly.

3.3 POWERS AND DUTIES

The General Assembly is the principal deliberative, decision-making and representative body of the AUF. As such it has the capacity to:

- Define the four-year general policy and the main themes of the AUF proposed by the Rectorate and adopted by the Board of Directors, in particular as identified in the priorities decided by the Summit and the Ministerial Conference of the Francophonie,
- Approve the activity report of the Councils;
- Approve the financial report on the financial years since the previous General Assembly;
- Elect the President in accordance with the provisions of Article 5, the representatives of the Full Members of the Board of Directors in accordance with the provisions of Articles 4.2 and 3.6. It shall take note of the names of the Directors appointed by the States and Governments.

3.4 APPROVAL OF STATUTORY REPORTS

The reports referred to in Article 3.3 (b) and (c) shall be communicated to the members of the AUF at least two calendar months before the opening of the General Assembly meeting.

The General Assembly shall approve the reports on the opening day of the General Assembly meeting.

3.5 ADOPTION OF THE GENERAL POLICY OF THE AUF

The four-year general policy and the main themes referred to in Article 3.3 (a) shall be presented at the General Assembly and adopted by consensus of the Full Members present.

Consensus shall be reached when there is absence of firm opposition by a significant proportion of Full Members.

3.6. ELECTION OF THE PRESIDENT AND ACADEMIC MEMBERS OF THE BOARD OF DIRECTORS

3.6.1 Quorum

If the AUF has fewer than 500 Full Members, the elections shall be valid only if at least 50% of its Full Members have fulfilled their obligation to pay their subscription as defined in Article 11.1.2 are registered at the General Assembly on the announced closing date for registration at the meeting of the General Assembly.

If the AUF has between 500 and 999 Full Members, the elections shall be valid only if at least 40% of its Full Members have fulfilled their obligation to pay their subscription as defined in Article 11.1.2 are registered in the General Assembly on the announced closing date of registration for the General Assembly.

If the AUF has 1000 or more Full Members, elections shall be valid only if at least 30% of its Full Members have fulfilled their obligation to pay their subscription as defined in Article 11.1.2 are registered at the General Assembly on the announced closing date for registration at the General Assembly.

3.6.2 Voting

Unless otherwise provided, the vote shall be won when a majority of the votes cast have been obtained.

Each Full Member shall cast one vote only through its appointed representative.

The total number of votes cast in a meeting of the General Assembly by Full Members from the same country shall not exceed one quarter of the votes cast.

Blank votes shall be counted in the calculation. Invalid votes and abstentions are excluded from the calculation.

3.6.3 Candidate eligibility criteria

The candidate must be a Rector, President or Director or Professor of Higher Education or researcher of equivalent rank in active service of the Full Member who has fulfilled his/her obligation to pay its subscription as defined in Article 11.1.2 and be registered with the General Assembly as a mandated representative of that member.

3.6.4 Procedure

3.6.4.1 Candidates

3.6.4.1.1 Candidates' applications

The representatives registered at the General Assembly who meet the criteria of article 3.6.3 and are interested in submitting their candidature for the Presidency or for one of the seats on the Board of Directors, shall do so at least 30 days before the opening of the meeting of the General Assembly, by depositing their application at the Secretariat of the General Assembly of the AUF, which must include a cover letter, a CV and a description of their vision for the scientific Francophonie.

An applicant cannot be a candidate for the Presidency and the Board of Directors at the same General Assembly.

3.6.4.1.2 Validation of candidates' applications

The lists of candidates submitted to the Secretariat of the General Assembly must be validated by the outgoing Executive Board according to the eligibility criteria listed in Article 3.6.3.

The Executive Board shall inform the Board of Directors of the decisions made and of the final list of candidates for the Presidency and the Board of Directors.

3.6.4.1.3 Communication of the lists of candidates and candidates' applications

The Secretariat of the General Assembly of the AUF shall distribute the candidates' applications to the Full Members of the General Assembly at least 15 days before the opening of the General Assembly.

3.6.4.2 Election

3.6.4.2.1 Election of the President

The President shall be elected by an absolute majority at the General Assembly from the submitted lists of candidates. If there is more than one candidate for the Presidency of each representative body in the first round, the three candidates with the highest number of votes shall proceed to the second round. After the second ballot, if no candidate obtains an absolute majority, a third ballot shall be held to elect the President from among the two candidates who obtained the highest number of votes in the second ballot.

3.6.4.2.2 Election of the representatives of the Full Members to the seats on the Board of Directors

The duly mandated representatives of the Full Members referred to in Article 1.1 shall meet, on a regional basis during the meeting of the General Assembly, in order to elect their representatives to the Board of Directors, and their deputies, from the submitted lists of candidates.

The election of the eighteen university representatives elected by the Full Members is carried out by relative majority. The vote is held according to the regional distribution of the AUF and is organized in proportion to the number of Full Members.

ARTICLE 4 - THE BOARD OF DIRECTORS AND ITS OPERATIONAL FRAMEWORK

4.1 THE RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors administers the AUF in accordance with the general policy defined by the General Assembly to which it is answerable. It is responsible in particular for:

- (a) adopting the four-year general policy and the main themes of the AUF proposed by the Rectorate;
- (b) making decisions regarding requests for membership and the issues concerning members' contributions;
- (c) setting up the Executive Board in accordance with Article 4.8;
- (d) setting up the Member Institutions Commission in accordance with Article 4.9;
- (e) setting up a Finance Commission in accordance with Article 4.10;
- (f) electing the Rector;
- (g) appointing, upon the Rector's proposal, one or more Vice-Rectors, the Secretary General and the Regional Directors of the AUF;

- (h) preparing the agenda of the meetings of the General Assembly and presenting to it a report on its activity;
 - (i) approving or modifying the work program and the annual budget of the AUF for the following year;
 - (j) communicating to the Francophonie authorities the themes of the programs it considers to be a priority in the field of higher education and research;
 - (k) approving annually a report of activity and a financial statement;
 - (l) approving the rules of general administration and the financial rules of the AUF;
 - (m) deciding the opening of regional offices, on the recommendation of the Rector and after consultation with the Secretary General of the OIF;
 - (n) making all decisions concerning the acquisition and the transfer of the AUF's real estate;
 - (o) determining the remuneration policy for the personnel;
 - (p) constituting commissions, committees and working groups whose attributions and delegations it determines.
- Items (c), (d) and (e) shall be dealt with at the first meeting of the Board of Directors held immediately after the close of the General Assembly, in its plenary session.

4.2 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall be composed of the following representatives:

- (a) The President and the 18 university representatives elected by the Full Members of the AUF referred to in article 1.2, or their substitutes in the event of resignation or a definitive impediment;
- (b) The mandated representative of the Secretary General of OIF;
- (c) The designated representatives of the eleven Member States and governments of the OIF or their deputies;
- (d) The representative of a State or government participating in the scientific Francophonie designated by Member States of the AUF and having expressed an interest in serving.

Points (c) and (d) shall be implemented according to a procedure validated by the Executive Board.

The following shall be invited to meetings of the Board of Directors in an advisory capacity, depending on the agenda:

- the Chair of the Scientific Council,
- the Chair of the Economic & Social Council,
- the Chair of the Networks Council,
- the outgoing Chair,
- the two representatives of AUF personnel.

In addition, the Rector invites the members of the Rectorate to the meetings of the Board of Directors depending on the agenda.

4.3 MANDATE & DISQUALIFICATION

The term of office of the Directors referred to in Article 4.2(a) shall be four years.

The Directors referred to in Article 4.2(a) may only be re-elected once.

A member of the Board of Directors who is entrusted with remunerated administrative or executive responsibilities within the administration of the AUF must relinquish his or her seat on the Board of Directors.

Moreover, following three consecutive absences, the mandate of a director referred to in article 4.2(a) is no longer valid and he or she must be replaced by a substitute.

4.4 MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least twice a year in ordinary session, at a place and on a date to be determined by the Board of Directors, or failing that, at a place and on a date to be determined by the President.

Meetings may be held remotely by video conference.

4.5 QUORUM

Meetings of and decisions made by the Board of Directors are only valid if the majority of its members are present.

4.6 DECISIONS

Decisions of the Board of Directors shall be adopted by a two-thirds (2/3) majority of its members present, except for decisions relating to the amendment of the Articles of Association, which shall be adopted by a two-thirds (2/3) majority of its full membership.

A resolution in writing and signed on the same document or on several identical documents, by all the Directors shall have the same value as if it had been adopted during a meeting of the Board of Directors.

4.7 DELEGATION OF POWERS

The Board of Directors may delegate to the Executive Board its authority to deal with such matters as it shall determine.

4.8 EXECUTIVE BOARD

4.8.1 Responsibilities

The Executive Board shall deal with matters delegated to it by the Board of Directors or referred to it by the President.

4.8.2 Composition

The Executive Board of the Board of Directors shall be composed of the following seven members:

- (a) the President;
- (b) the three Vice-Presidents and the administrator proposed by the academic members of the Board of Directors;
- (c) the Vice-Chair and the Director proposed by the Member States' representatives on the Board of Directors.

4.8.3 Mandate

The term of office of the members is four years. Members may only be re-elected once.

4.8.4 Meetings

The Executive Board shall meet at least once a year in the presence of its members, when convened by the President, except in the event of exceptional circumstances that do not allow a face-to-face meeting. If necessary, the President may also convene an extraordinary meeting, in the presence of its members or remotely, by video conference.

4.8.5 Decisions

In areas not covered by delegated powers, the Executive Board shall take such action as is required according to the urgency of the matter, subject to ratification by the Board of Directors.

A resolution written and signed on the same document or on several identical documents, by all the Directors who are members of the Executive Board has the same value as if it had been adopted during a meeting of the Executive Board.

4.9 MEMBER INSTITUTIONS COMMISSION

4.9.1 Role

The mission of the Member Institutions Commission is to reinforce the solidarity between the institutions and to ensure that they share the objectives of the AUF. Its role extends to the following areas:

- (a) assessing requests for membership to the AUF,
- (b) reviewing the table of members' contributions,
- (c) proposing the classification of members,
- (d) ensuring the follow-up and the management of members.

The proposals of the Member Institutions Commission are submitted to the Board of Directors for final validation.

4.9.2 Composition

The Member Institutions Commission is composed of:

- (a) the President,
- (b) ten academic members appointed from among the eighteen academic representatives of the Board of Directors elected by the Full Members of the AUF referred to in Article 1.2.

The appointment of the ten academic members from among the eighteen academic representatives elected by the voting members shall be made by the eighteen academic representatives at the first meeting of the Board of Directors following the elections.

The President and the ten university representatives shall each represent a region according to the regional distribution indicated in article 3.6.4.2.2.

4.9.3 Meetings

The Member Institutions Commission shall meet at least once a year in the presence of its members, except in the case of exceptional circumstances that do not allow a face-to-face meeting, when convened by the President. If necessary, the President may also convene an extraordinary meeting in the presence of its members or remotely by video conference.

4.10 FINANCE COMMISSION

4.10.1 Role

The Finance Commission is responsible for giving an opinion on the preparation and execution of the budget, and for auditing the accounts of the AUF.

4.10.2 Composition

It shall be composed, on an equal basis, of the Chair and the Directors referred to in Article 4.2(a) and Article 4.2(c).

The Finance Commission may invite observers to its meetings in an advisory capacity.

4.10.3 Meetings

The Finance Commission meets twice a year in the presence of its members or remotely by video conference, convened by the President.

ARTICLE 5 - PRESIDENCY

5.1 ROLE

The President shall exercise the following responsibilities:

- (a) convene and chair the General Assembly,
- (b) convene and chair the meetings of the Board of Directors and the Executive Board,
- (c) convene and chair the Member Institutions Commission and the Finance Commission,
- (d) convene and chair the Strategic Development Commission,
- (e) set the agenda of the above-mentioned bodies.

The President has no executive powers.

In the event of a tie in a decision of the Board of Directors, the President shall have the casting vote.

5.2 ELECTION & MANDATE

The Full Members of the General Assembly shall elect the President. The procedures for the election of the President are provided for in Article 3.6.

The term of office of the President shall be four years and may be renewed once at the General Assembly following the first term of office.

5.3 VACANCY

In the event of the President being permanently prevented from exercising his/her mandate, he/she shall be replaced by the Vice-President who is the most senior of the Vice-Presidents elected from among the university representatives elected by the Full Members of the Board of Directors. He/she may be replaced temporarily under the same conditions.

5.4 DELEGATION OF POWERS

The President may delegate his/her powers to a member of the Executive Board or to the Rector.

ARTICLE 6 - RECTORATE

The Rectorate is headed by the Rector, who is assisted by a Directorate. The Directorate is composed of the general managers of the AUF and of all the Central, Regional and Institute Directors, as defined by the Regulations of general administration of the AUF.

6.1 RESPONSIBILITIES

The Rector provides executive direction through the following responsibilities:

- (a) The Chief Authorizing Officer for income and expenditure; shall present each year a draft budget to the Board of Directors and shall submit for approval the accounts for the previous year and an annual activity report. The Rector undertakes all the steps required for the collection of funds, in particular via the endowment fund of the AUF, and reports thereon to the Board of Directors.
- (b) Recruits, directs and manages AUF's personnel.
- (c) Implements all the themes and programs of the AUF. he/she approves and implements the contracts entrusted to the AUF. He/she reports on all these activities to each meeting of the Board of Directors.
- (d) Presents to the Board of Directors a coherent set of procedures for evaluation of the files submitted to the AUF after having obtained the opinion of the Scientific Council and the Economic & Social Council.
- (e) Proposes to the President the agendas of the Board of Directors of the Member Institutions Commission and the Finance Commission.
- (f) Proposes to the Presidents of the Scientific Council, the Economic & Social Council, the Networks Council and the Strategic Development Commission the agendas for their respective councils.

6.2 ELIGIBILITY CRITERIA

The candidate for the position of Rector must meet the following criteria:

- (a) be a professor of higher education under the law applicable to the candidate's place of practice, and
- (b) have held senior academic management responsibilities.

A candidate who is retired under the law applicable to the candidate's place of practice is not eligible for the position of Rector.

6.3 MANDATE AND RENEWAL

The Rector's term of office is four years and may be renewed once after an international call for candidates and election by the Board of Directors.

6.4 ELECTION

The rules concerning the election of the Rector are defined by a regulation determined by the Board of Directors.

The election of the Rector is officially communicated to the authorities of the Francophonie.

6.5 VACANCY

In the event of the Rector being unable to exercise his/her mandate on a permanent basis or if he/she resigns, he/she shall be temporarily replaced by a person appointed by the Board of Directors in order for a new Rector to be elected.

6.6 PARTICIPATION

The Rector shall have the right to attend meetings of the Board of Directors, its Executive Board and the commissions attached to it, the Scientific Council and its Executive Board, the Economic and Social Council, the Networks Council and the Strategic Development Council.

The Rector may not participate in the meetings of the Board of Directors and its Executive Board which deal exclusively with the election of the Rector.

ARTICLE 7 - SCIENTIFIC COUNCIL

7.1 ROLE

The Scientific Council is a consultative body in charge of proposing guidelines relating to scientific policy and definitions of the evaluation policy of the AUF's programs. Its responsibilities in relation to scientific matters cover:

- (a) participating in strengthening the scientific dimension of the AUF's actions
- (b) carrying out specific missions at the request of the Rectorate,
- (c) coordinating the scientific evaluation of regional projects,
- (d) calling upon the Regional Commissions of Economic and Scientific Experts (CREES) for the selection of the candidates having responded to the AUF's calls for tender.

Its advisory opinions are transmitted to the Board of Directors and the Rectorate.

7.2 COMPOSITION

The Scientific Council is composed of up to twenty representatives, chosen for their scientific and university governance or research structure expertise, in addition to the President, the Rector and the member of the Rectorate in charge of the Scientific Council.

The members of the Scientific Council are appointed by the eighteen university representatives of the Board of Directors and are in fact members of the Regional Commissions of Economic and Scientific Experts (CREES).

The appointments are made according to the subject fields, the representativeness of the AUF's regions, gender parity and the academic objectives within the Francophonie.

7.3 MANDATE

The term of office is four years and cannot be renewed.

7.4 PRESIDING

The Scientific Council elects a President from among its members and who is invited to the meetings of the Board of Directors depending on the agenda.

The President of the Scientific Council acts as a link between the Rectorate, the Board of Directors and the Scientific Council and coordinates the work of the members of the Scientific Council.

7.5 MEETINGS, PARTICIPATION AND DISQUALIFICATION

The Scientific Council shall meet at least once a year in ordinary session, convened by its President.

It may be convened for extraordinary sessions under the same conditions or at the written request of two thirds of its members. These extraordinary sessions may be organized remotely.

Moreover, if a member is absent from three half-yearly or working group sessions, the member's mandate is interrupted and he/she may be replaced.

7.6 ADVICE AND RECOMMENDATIONS

For formal consultations (requests on specific issues), the advice and recommendations of the Scientific Council are adopted by a majority of those present.

7.7 THE EXECUTIVE BOARD OF THE SCIENTIFIC COUNCIL

7.7.1 Role

The Executive Board shall deal with matters delegated to it by the Scientific Council and report thereto.

7.7.2 Composition

The Executive Board of the Scientific Council is composed of the President of the Scientific Council and four members whose appointment is proposed by the President according to the subject fields and regions represented on the Scientific Council.

7.7.3 Mandate

The term of office of the Executive Board members ends at the same time as their term of office in the Scientific Council.

7.7.4 Meeting of Executive Board

It meets when convened by its President, in the presence of its members or remotely, by video conference.

ARTICLE 8 - ECONOMIC AND SOCIAL COUNCIL

8.1 ROLE

The Economic and Social Council is an advisory body responsible for providing guidance on outreach concerning membership, employability and entrepreneurship and societal issues.

8.2 COMPOSITION

The Economic and Social Council is composed of ten members from the socio-economic world in addition to the President, the Rector, the member of the Rectorate in charge of the Economic and Social Council and the Director in charge of the economy at the OIF.

The Board of Directors appoints the ten members of the Economic and Social Council on the recommendation of the Rector, after consultation with the President, and are de facto members of the Regional Commissions of Economic and Scientific Experts (CREES).

They are appointed according to socio-economic sector, the representativeness of the regions of the AUF, gender parity and the socio-economic objectives within the Francophonie.

8.3 MANDATE

The term of office of the members is two years. It is renewable for one term.

8.4 PRESIDING

The Economic and Social Council elects the President from among its members drawn from the socio-economic sector.

The President of the Economic and Social Council ensures the link between the Rectorate, the Board of Directors and the Economic and Social Council and coordinates the work of the members of the Economic & Social Council.

8.5 MEETINGS

Meetings are convened at least once a year by the President, who sets the agenda on the proposal of the Rector.

8.6 ADVICE AND RECOMMENDATIONS

For formal consultations (requests on specific issues), the advice and recommendations of the Economic and Social Council are adopted by a majority of those present.

ARTICLE 9 - NETWORKS COUNCIL

9.1 ROLE

The Networks Council is a consultative body responsible for proposing guidelines for the development of themes for discipline-based or advocacy-based networking within the Francophonie.

9.2 COMPOSITION

The Networks Council is composed of up to ten networks, represented by their President, in addition to the President, the Rector and the member of the Rectorate in charge of the Networks Council. The networks are divided into clusters according to disciplinary or advocacy fields.

The Board of Directors shall appoint the ten members of the Networks Council, upon a proposal by the Rector, after consultation with the President.

The appointments are made according to the importance of the network themes for the AUF.

9.3 MANDATE

Members are appointed for a two-year renewable term.

9.4 PRESIDING

The Networks Council elects a President from among its ten members.

The President of the Network Councils is the link between the Rectorate, the Board of Directors and the Networks Council and co-ordinates the work of the members of the Networks Council.

9.5 MEETINGS

They are convened at least once a year by its President, who sets the agenda on the proposal of the Rector.

9.6 ADVICE AND RECOMMENDATIONS

For formal consultations (requests on specific issues), the advice and recommendations of the Networks Council are adopted by a majority of those present.

ARTICLE 10 - THE STRATEGIC DEVELOPMENT COMMISSION

10.1 RESPONSIBILITIES

The Strategic Development Commission is an advisory body responsible for advising the Board of Directors on the major strategic themes of the AUF.

10.2 COMPOSITION

The Strategic Development Commission is composed of the following members:

- (a) The members of the Executive Board of the Board of Directors
- (b) The President and two members of the Scientific Council
- (c) The President and two members of the Economic and Social Council
- (d) The President and two members of the Networks Council
- (e) The mandated representative of the Secretary General of the OIF
- (f) The members of the Rectorate of the AUF

10.3 PRESIDING

The President chairs the Strategic Development Commission.

10.4 MEETINGS

They are convened at least once a year by the President in consultation with the Rector.

ARTICLE 11 - MEMBERSHIP FEES, RESOURCES AND FINANCIAL MANAGEMENT

11.1 MEMBERSHIP FEES

11.1.1 Amount of the membership fee

The Rectorate shall propose a fee index based on a set of terms and criteria, which shall be renewed annually and validated by the Board of Directors.

11.1.2 Non-payment of the membership fee

Non-payment of the membership fee for three consecutive years shall result in exclusion.

At the express request of a member who is eligible for exclusion, stating exceptional circumstances, the Board of Directors may suspend the application of this article. This suspension allows the member to remain a member without voting rights at the General Assembly.

11.2 RESOURCES AND FINANCIAL MANAGEMENT

The AUF is financed by various resources, including:

- (a) Government grants
- (b) Contractual funds
- (c) Co-financing contracts
- (d) Membership fees from Member States

- (e) Funding from the Single Multilateral Fund (SMF)
- (f) Income from service activities and publication sales
- (g) Grants from national and international bodies
- (h) Contributions from the private sector
- (i) Donations and legacies

The AUF may benefit from non-financial resources, including:

- (j) Secondments and assignment of persons
- (k) The provision of premises and operating space free of charge
- (l) Office furniture and equipment
- (m) And any other benefit in-kind

The subsidies, subscriptions and donations of any kind made to the AUF, can be accepted only in the absence of any subjection or condition incompatible with the Articles of Association and objectives of the AUF.

The management of the resources entrusted to the AUF is carried out according to the provisions of the financial regulation adopted by the Board of Directors.

11.3 EXTERNAL CONTROLS

An external auditor shall be appointed by the Finance Commission every three years following a call for candidates. The external auditor shall present the annual accounts to the Board of Directors for validation.

ARTICLE 12 - AUF HEADQUARTERS

The AUF's headquarters are in Montreal. They can be relocated following a decision of the General Assembly.

ARTICLE 13 - MODIFICATION OF THE ARTICLES OF ASSOCIATION

13.1 PROPOSING AMENDMENTS

Proposals to amend the Articles of Association shall be made either:

- (a) on the initiative of the Board of Directors; or
- (b) on the initiative of the Rectorate, in which case they must be submitted to the Board of Directors at least three calendar months before the date of the General Assembly meeting; or
- (c) on the initiative of at least one fifth (1/5) of the Full Members of the AUF representing at least ten countries, in which case they must be submitted to the Board of Directors six calendar months before the date of the General Assembly meeting.

13.2. ADOPTION OF AMENDMENTS AND CONSULTATION PERIOD

The Board of Directors shall adopt proposed amendments to the Statutes by a two-thirds (2/3) majority of its members.

Such amendments shall be communicated to the Full Members of the General Assembly at least two calendar months before the opening of the General Assembly meeting.

13.3 RATIFICATION

Amendments to the Articles of Association shall be deemed to be ratified by the General Assembly on the day of the opening of the General Assembly meeting if, the Full Members have not objected in writing to the amendments adopted by the Board of Directors within the two months preceding the opening of the General Assembly meeting.

The percentage of members required shall be calculated according to the number of Full Members of the AUF:

- (a) if the AUF has less than 500 Full Members, 50% of the Full Members of the AUF who fulfilled their obligation to pay their dues as defined in Article 11.1.2 must object in writing to the modifications adopted by the Board of Directors,
- (b) if the AUF has between 500 and 999 Full Members, 40% of the Full Members of the AUF who fulfilled their obligation to pay their dues as defined in Article 11.1.2 must object in writing to the amendments adopted by the Board of Directors,
- (c) if the AUF has 1000 or more Full Members, 30% of the Full Members of the AUF who fulfilled their obligation to pay their dues as defined in Article 11.1.2 must object in writing to the amendments adopted by the Board of Directors.

13.4 AMENDMENTS TO ARTICLES

In the absence of ratification (according to Article 13.3), the General Assembly may amend the Articles of Association subject to a two-thirds (2/3) majority of its members present.

ARTICLE 14 - IMPLEMENTATION AND TRANSITIONAL PROVISIONS

14.1 TIMESCALES FOR AMENDMENTS COMING INTO EFFECT

Amendments ratified by the General Assembly shall come into effect immediately, subject to the transitional provisions.

14.2 TRANSITIONAL RULES THAT APPLY

(a) **Article 1 :**

The provisions of Article 1 shall only apply from the contribution for the year 2022.

(b) **Article 3 :**

At the Ordinary General Assembly 2021, members who will be entitled to vote according to the provisions of Article 3 of the 2021 Statutes must be read as «Full Members as defined in Article 1.1 (a) and (b) of the Articles of Association of 2017», who are up to date with their membership fees as defined in Article 10.1 of the Articles of Association of 2021 and who have been in the AUF for at least four years on the eve of the Extraordinary General Assembly 2021 that amends the Articles of Association of 2017.

This particularly applies to the following procedural rules:

- I. Quorum (article 3.6.1)
- II. The calculation of the vote (article 3.6.2)
- III. Eligibility criteria for candidates to the Board of Directors (article 3.6.3)
- IV. Voting rights for the President and the representatives on the Board of Directors (3.6.4)

(c) **Article 7 :**

The provisions of Article 7.2 concerning the composition of the Scientific Advisory Board will come into force on 7 November 2022, in order to allow the members of the Scientific Council who were appointed before the statutory changes at the Extraordinary General Assembly of 2021 to complete their term of office.

