



By-laws

(Version Reviewed by Founding Members 2009/2017)

By-laws

Preamble

Whereas there are signs of growing recognition of the importance of higher education in contexts of conflict, crisis and displacement among some international humanitarian actors, such as UNHCR, practical measures to address the educational needs of displaced young people of higher education age are few in number and lacking in support. Lack of resources, insufficient opportunities for tertiary education in-country, geographic isolation of many refugees, and their sometimes restricted mobility are shaping generations that lack the tools to contribute to peace-building efforts in countries emerging from conflict.

Connected learning in contexts of higher education in conflict and crisis initiatives comprise the development and exchange of knowledge and ideas among students and faculty through the use of information technology to create connected spaces that enable learning not bound by geographical limitations. Connected learning in crisis initiatives not only contribute to expanding access to higher education, but diversify it by offering complementary and carefully aligned alternatives to face-to-face scholarship programmes. Connected learning in crisis is anchored in operational partnerships of academic institutions, international governmental and non-governmental organisations, and providers who offer certified higher education courses and possess firm technical expertise in the sector.

In order to leverage such partnerships for the benefit of refugees and displaced and communities, representatives of UNHCR, Australian Catholic University, InZone/University of Geneva, Kenyatta University, University of British Columbia, York University, Jesuit Worldwide Learning (formerly Jesuit Commons: Higher Education at the Margins), Kepler.org, SNHU, and Purdue University, hereinafter named the “Consortium Founding members” and who also constitute the Consortium’s Executive Board, have come together to form a Connected Learning in Crisis Consortium (abbreviated CLCC).

Article 1: Name, Mission, Seat, Duration, and Language of the Connected Learning in Crisis Consortium

- 1.1 The Consortium constitutes a network of institutions of higher education, the United Nations High Commissioner for Refugees, and organizations whose mission includes the support of higher education for refugees hereinafter called “Connected Learning in Crisis Consortium”. The full name and its



CLCC abbreviation may be used together or separately in identifying the Consortium.

- 1.2 The Mission of the CLCC is to promote, coordinate, collaborate and/or support the provision of quality higher education for refugees, displaced and marginalized communities through connected learning by sharing and disseminating knowledge, experience and evidence; developing innovative and good practice; and ensuring accountability to students and their communities to foster self-reliance.
- 1.2 The seat of the Consortium is Geneva. The seat of the CLCC may be transferred to any other location by decision of the Executive Board.
- 1.3 The CLCC is created for an indefinite period of time and may be dissolved at any time by the General Assembly of Members acting in accordance with its By-laws.
- 1.4 The vehicular language of the CLCC is English.

Article 2: Aims and Objectives of the CLCC

- 2.1 The Connected Learning in Crisis Consortium works towards the following objectives:
 - (i) Coordinate efforts and collaborate on the provision of higher education for refugees, displaced and marginalized communities through connected learning;
 - (ii) Develop innovative and good practice, quality guidelines and sustainable and potentially scalable solutions.
 - (iii) Develop, share and disseminate scientific evidence and M&E models respectful of humanitarian principles.
 - (iv) Raise awareness and advocate for connected learning in higher education for refugees, displaced and marginalized communities.
 - (v) Develop and share innovative pedagogical approaches to delivering technology-supported connected learning.

Furthermore,

- 2.2 Members of the CLCC shall adhere to the Consortium's Quality guidelines.
- 2.3 The CLCC may participate in the activities of other organizations dedicated directly or indirectly to the work of creating programs for higher education learners in contexts of crises.
- 2.4 The Consortium may contribute to the design and implementation of research



projects in the field of connected learning in higher education for learners in contexts of crises.

- 2.5 The Consortium may carry out any and all activities that directly or indirectly support its principal aims and objectives.

Article 3: Funding

3.1 The activities of the CLCC are financed by:

- (i) Grants awarded to the coordinating institutions for the CLCC's core activities;
- (ii) Grants awarded to members of the Executive Board for specific projects that involve one or more of the CLCC's members;
- (iii) Other contributions of the Members, in money or in kind.
- (iv) Any other contributions, from public or private sources, provided to any or all of the members, to support the activities of the CLCC.
- (v) All funding that supports the activities of the CLCC, and/or engages the CLCC, shall be subject to approval by the Executive Board and the General Assembly.

Article 4: Governance

The Consortium is governed by the General Assembly and the Executive Board.

4.1. General Assembly

4.1.1. Composition

The General Assembly is the ultimate decision-making body of the CLCC. It is composed of all Members of the CLCC.

4.1.2. Functions

The General Assembly shall

- (i) Adopt the report of the CLCC's activities as presented by the Executive Board;
- (ii) Approve funding requests and financial reports related to CLCC grants as specified under Article 3.1 i, ii, iii, iv of the CLCC and discharge the Members of the Executive Board;
- (iii) Approve the annual budget presented to it by the Board. In doing so, the General Assembly shall also approve the conclusion of any agreement with third parties, including grant agreements, needed to finance the activities of the CLCC. Such votes of the General



Assembly shall be unanimous;

- (iv) Elect the members of the Standing Committees;
- (v) Approve the designation of new Members;
- (vi) Vote the exclusion of a Member or its suspension;
- (vii) Take note of the withdrawal of a Member;
- (viii) Amend the By-laws;
- (ix) Approve amendments to the Quality Guidelines.
- (x) Decide to dissolve the Consortium;
- (xi) Decide on all matters which are not reserved to other governing bodies.

4.1.3. Procedure

- (i) The General Assembly of Members shall meet at least once a year. The General Assembly is chaired by the coordinating institutions of the CLCC.
- (ii) The General Assembly may exceptionally, upon notice of thirty days by electronic mail or registered letter, be convened at any other time at the request of the coordination institutions or upon the written request of at least fifty percent of the membership of the Consortium.
- (iii) Notices of a General Assembly together with an agenda shall be communicated by the coordinating institutions to the Members not less than thirty days prior to the date of the General Assembly.

4.1.4. Voting

- (i) Members shall designate one or more delegates to attend and vote at General Assemblies. Each Member shall be entitled to one vote at General Assemblies.
- (iii) Unless otherwise stipulated in the present By-laws, resolutions of the General Assembly shall be adopted by a majority vote of all the Members. No resolution may be adopted at any meeting of the General Assembly unless at least one half of the membership of the Consortium is present or represented. If a quorum is not achieved at a meeting that has been convened in accordance with the present By-laws, a new meeting may be convened in accordance with Art. 4.1.3. (iii) and Art. 4.1.4. (i) and the draft resolutions set forth in the notice of meeting may be passed by a majority of the Members present or represented and voting.

- (iv) Voting at General Assemblies shall be by show of hands unless a motion to vote by secret ballot has been requested by a majority of Members present or represented, and excepting decisions to be taken under Article 5 of the By-laws. Voting by telephone or electronic means may be allowed if requested by three-quarters of the Membership. In case of a tie the coordinating institutions have casting votes.

4.2. The Executive Board

4.2.1. Composition

- (i) The Executive Board is composed of the Founding members of the CLCC as designated in the Preamble of the present By-laws. Members of the Executive Board each represent a different Member; at all times, one Executive Board member shall be a refugee learner or graduate of a higher education programme offered by one of the CLCC members.
- (ii) The Executive Board itself by a majority vote may fill vacancies on the Executive Board, which may occur due to the resignation of one of the Founding members. A co-opted member of the Executive Board shall serve until the next meeting of the General Assembly.

4.2.2. Functions

The Executive Board ensures that the aims and objectives of the CLCC are fulfilled, in application of General Assembly decisions and in compliance with the By-laws of the CLCC. The Executive Board has notably the following functions, which are non-transferable and inalienable:

- (i) To propose to the General Assembly a bi-annual work program, detailed annual work programs, as well as the annual budget;
- (ii) To consider applications for membership and submit them to the General Assembly;
- (iii) To make decisions regarding the good management of the Consortium and to inform the General Assembly of such decisions;
- (iv) To verify, and agree upon, the grant reports (financial) and the activities report, before their transmission to the General Assembly;
- (v) To ensure that records are kept in good order and that resources are put to proper use;
- (vi) To propose amendments to the CLCC's Quality guidelines;



- (vii) To promote the activities of the CLCC.

4.2.3. Procedure

- (i) The Board shall be convened by the coordinating institutions at least twice a year. Notices of meeting shall be communicated to Executive Board members by electronic mail at least thirty days prior to the date of the Board meeting. Meetings of the Executive Board may be held by telephone, by videoconference or in any other manner that the Executive Board deems appropriate.
- (ii) Unless otherwise provided for in the By-laws, resolutions of the Board require a simple majority. Members of the Executive Board shall serve for the benefit of the CLCC. Should a Member of the Executive Board be required to deliberate or vote on a matter in which there would be a clear conflict of interest, said Member shall so inform the Executive Board.
- (iii) The coordinating institutions of the CLCC shall jointly preside at Executive Board meetings; in their absence any other member of the Executive Board may chair the meeting.
- (iv) Proxy voting shall be permitted on condition that no Executive Board member may hold more than one proxy.
- (v) Minutes of Executive Board meetings shall be approved by the Executive Board members having participated in such meeting and shall be held in a register available for inspection by the CLCC's Members.

Article 5: Membership – Designation of New Members – Withdrawal

5.1 Except as provided in Article 5.5 below, there will be three categories of membership. The Founders of this CLCC are deemed to be Members.

- i. Founding members
- ii. Associate members
- iii. Observer members

i. Founding members are those who, as designated in the Preamble of the present By-laws, came together to found the CLCC. Founding members also constitute the Executive Board of the CLCC. They have fulfilled all the requirements for admission as laid out in Art. 4.2. below.

ii. Associate members have applied for membership and fulfill all the requirements as laid out in Article 5.2. i, ii, iii, iv, and v.



iii. Observer members are members that fulfill all the requirements as laid out in Article 5.2. i, ii, iv and v, but are still in the process of fulfilling requirements laid out in Article 5.2. iii.

5.2 To qualify for membership, an applicant will need to:

- (i) Be an institution of higher education, an international governmental organization or a recognised non-governmental organization, or another recognised legal entity.
- (ii) Actively develop, operate and/or sponsor a connected learning program in higher education to benefit refugees, displaced and marginalized learners.
- (iii) Meet all Quality guidelines as set forth in the CLCC's Quality Guidelines as may be modified from time to time.
- (iv) Formally agree to comply with the By-laws of this CLCC, and the CLCC's Quality guidelines.
- (v) Meet such other requirements as may be set forth from time to time by the General Assembly or the Board.

5.3 Applications for membership are initially submitted to the Executive Board for its consideration, together with documentation supporting evidence for membership qualification according to Article 4.2. If the Board so agrees, applications shall thereupon be submitted for approval to the General Assembly deciding in accordance with the By-laws. A decision to approve an application for membership shall require a qualified three-quarters majority of the CLCC's membership. Should an application for membership not obtain the required majority, the applicant may file a new request for membership in the second calendar year following the date of a negative decision rendered by the General Assembly.

5.4 A Member may resign from the Consortium upon giving notice of not less than three months by registered mail addressed to the President of the Consortium. A Member's resignation shall not affect financial and other obligations previously specifically assumed by the Member.

Article 6: Suspension and Exclusion of a Member

6.1. A Member may, on proposal of the Executive Board, be excluded from membership by a decision of the General Assembly if it is determined that:

6.1.1. The Member no longer satisfies the CLCC's Quality guidelines and/or the principles set forth in the present By-laws.



- 6.1.2. The Member has failed to comply with its obligations as provided in the present By-laws.
- 6.1.3. A conflict of interest has arisen between the Member in question and one or more other Members of the CLCC or between the Member and the CLCC itself.
- 6.2. A decision to exclude a Member shall require the affirmative vote of three quarters of the full membership of the CLCC not including the Member that is the subject of the exclusion.
- 6.3. The General Assembly is sovereign in determining whether in certain cases the reasons for exclusion as contained in 6.1. may justify a suspension for a period of 12 months, during which time the Member that is the subject of the exclusion will have to provide proof that the causes of the suspension have been rectified. Such a decision shall require the affirmative vote of three quarters of the full membership of the CLCC not including the Member that is the subject of the suspension.

Article 7: Standing and Ad hoc Committees

- 7.1. The following Standing Committees shall be created:
 - (i) Communications Committee
 - (ii) Credentialing, Accreditation and Inter-institutional Coordination Committee
 - (iii) Technology and pedagogy Committee
 - (iv) Projects Committee
 - (v) Research Committee
- 7.2. The Board may establish such other Standing and Ad hoc Committees or Task Forces as may be necessary or useful in order to implement the CLCC's annual work programme and/or to ensure the proper functioning of the CLCC.
- 7.3. Standing Committee chairs and co-chairs are drawn from the members of the Executive Board. Other Standing committee members shall be elected by the General Assembly; nominations for committee membership shall be submitted to the Executive Board who shall forward a list of nominees to the General Assembly for endorsement. Committee membership may be open to persons who are not associated with Members of the Consortium and who have specialized skills or knowledge that would be useful to the work of the Committee. Such members shall not have the right to vote.
- 7.4. Members of Ad hoc Committees/Task Forces shall be proposed by the Board and approved by the General Assembly.
- 7.5. Standing and Ad hoc Committees/Task Forces shall determine their own



procedures that will be subject to the approval of the Board, prior to adoption by the General Assembly. The Terms of Reference of all five Standing committees are found in Annex 3 of the present By-laws.

Article 8: Budget

- 8.1. The Executive Board shall, at least 30 days prior to the General Assembly of Members, submit to the membership a proposed budget. The budget shall include:
- (i) An annual work programme to be annexed to the present By-laws on the date of its approval by the General Assembly;
 - (ii) A summary of sources of revenue needed for the implementation of the work programme, grants of funds from international organisations, non-governmental organisations and other third parties, and fees for services provided by the Consortium to its Members and other parties;
 - (iii) An estimate of costs and disbursements to be incurred by the CLCC.
- 8.2. Approval of the budget requires the affirmative vote of three quarters of the full CLCC membership present and voting.

Article 9: Accounting, and Reporting

- 9.1. The Consortium shall present to the CLCC membership reports on the use and disbursement of grant money on a calendar year basis commencing on January 1st and terminating on December 31st.

Article 10: Representation and Agreements with Third Parties

- 10.1 The Coordinating institutions of the CLCC are the CLCC's designated spokespersons.
- 10.2 The CLCC may also be represented by any other person designated by the Executive Board with respect to external communications.
- 10.3 No contract may be concluded on behalf of the CLCC, or mention the CLCC, without the prior and express approval of the General Assembly.

Article 11: Amendments to the By-laws and Dissolution

- 11.1 Proposals to amend these By-laws or to dissolve the CLCC shall require an affirmative vote of three quarters of the CLCC's membership. Observer



members do not have the right to vote.

- 11.2 In the event of dissolution, the grant-holding consortium members commit to completing all grant-related activities and/or return any unused grant money to the relevant donor.

Article 12: Dispute Resolution

The Board shall designate an ombuds whose role will be to mediate disputes between Members of the Consortium and between Members and the Consortium itself. The qualifications and terms of engagement of the ombuds shall be determined by the Board and follow Standards of Practice laid down by the International Ombudsman Association (IOA).

ANNEX 1: List of CLCC Founding members

ANNEX 2: Quality Guidelines

ANNEX 3: Standing Committee Terms of Reference

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