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DECISION OF
APRIL 19, 2023 OF THE BOARD OF TRUSTEES
OF THE "NATIONAL CENTER FOR
PROFESSIONAL EDUCATION QUALITY
ASSURANCE" FOUNDATION (Minutes No 1)

DIRECTOR RUBEN TOPCHIAN

signed by executor

REGISTERED BY THE
STATE REGISTER OF LEGAL ENTITIES OF
THE
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**AMENDMENT OF THE C H A R T E R OF
"NATIONAL CENTER FOR PROFESSIONAL EDUCATION QUALITY ASSURANCE"
FOUNDATION**

**YEREVAN
2023**

CHARTER OF THE “NATIONAL CENTER FOR PROFESSIONAL EDUCATION QUALITY ASSURANCE” FOUNDATION

I. NAME OF THE FOUNDATION

1. “National Center for Professional Education Quality Assurance” foundation (hereinafter referred to as the “Foundation”) is a non-membership and non-commercial organization established on the basis of voluntary property contributions of the Founder and aims to make studies, evaluations, recommendations and review in tertiary education.

2. The name of the Foundation is:

Armenian (full)	«ՄԱՍՆԱԳԻՏԱԿԱՆ ԿՐԹՈՒԹՅԱՆ ՈՐԱԿԻ ԱՊԱՀՈՎՄԱՆ ԱԶԳԱՅԻՆ ԿԵՆՏՐՈՆ» ՀԻՄՆԱԴՐԱՄ
Armenian (abv.)	«ՄԿՈԱՊԱԿ» ՀԻՄՆԱԴՐԱՄ
Russian (full)	ФОНД "НАЦИОНАЛЬНЫЙ ЦЕНТР ПО ОБЕСПЕЧЕНИЮ КАЧЕСТВА ПРОФЕССИОНАЛЬНОГО ОБРАЗОВАНИЯ"
Russian (abv.)	ФОНД "НЦОКПО"
English (full)	"NATIONAL CENTER FOR PROFESSIONAL EDUCATION QUALITY ASSUARANCE" FOUNDATION
English (abv.)	"NCPEQA" FOUNDATION:

3. The Foundation has a trilingual (Armenian, Russian and English) round seal with its name and the image of the RA coat of arms.

II. PLACE OF LOCATION OF THE FOUNDATION

4. The location of the Foundation is 22 Orbeli street, Yerevan, Armenia.

5. The Foundation must have a website at .am domain in Armenian and English.

III. GOALS OF THE FOUNDATION

The goals of the Foundation are as follows:

1. Conduction of the required expertise for accreditation of preliminary professional (vocational henceforth), secondary and higher (professional henceforth) education;

2. Development of criteria and procedures for accreditation and external evaluation of quality of education institutions and academic programs;
3. Submission of Academic Program Accreditation Results and Decision on Accreditation to MoES with the aim of awarding Certificate on Accreditation;
4. Submission of the Results of the academic audit of education institution, Quality evaluation, Accreditation and Decision on Institutional Accreditation to MoES with the aim of awarding Certificate on Accreditation;
5. Publication of ranking indicators of education institutions based on the results of external quality evaluation of education institutions and academic programs;
6. Evaluation of Internal Quality Assurance systems of education institutions and provision of recommendations to education institutions for further development of those systems;
7. Provision of consultancy to education institutions on the development of criteria and methods for students formative and summative assessment;
8. Raising public awareness on the state of the arts of quality assurance of education institution and academic programs;
9. Promotion of the integration into European Network for QA, thus ensuring RA participation in projects;
10. Making analysis of professional education system.

IV. ENTREPRENEURIAL ACTIVITY

7. The Foundation can personally engage in entrepreneurial activities of the following types:
 - 1) the publication of methodical informative materials and books;
 - 2) the organization and implementation of training and qualification enhancement courses for the professional education institutions' staff members;
 - 3) the external review of the quality of academic programmes for accreditation purposes;
 - 4) the review and academic audit of the internal quality assurance systems of professional institutions for accreditation purposes.

V. INFORMATION ON FOUNDERS

8. The founder of the Foundation is the Republic of Armenia represented by the RA Government. The authorized body is the Government staff of the Republic of Armenia (hereinafter referred to as the "State Authorized Body").

(Point 8 amended by N 1290-Ն of October 29, 2009)

VI. MANAGEMENT AND GOVERNANCE OF THE FOUNDATION PROPERTY

9. The Foundation possesses, uses and manages the property owned and acquired thereof, including financial resources, in compliance with its goals and property values.

10. The current management of the property of Foundation is implemented by the Director. The provisions not included in the Law on the Management of the Foundation's Property and in this Charter are defined by the Board of Trustees of the Foundation.

11. The Foundation is responsible for publishing an annual report on the use of its property through mass media and its web-page

VII. BENEFICIARIES OF THE FOUNDATION

12. The beneficiaries of the Foundation are the State Authorized Body in the sphere of education, education institutions and organizations providing professional education in RA, with their staff.

VIII. FORMATION OF THE FOUNDATION BODIES

13. The Foundation's bodies are the Board of Trustees (the Board henceforth) as a supervisory body and the Director for managing daily activities of the Foundation.

14. The Board consists of a President and members. The members of the Board are approved by RA Prime Minister, according to the clause 20 of this Charter. The formation activities of the Board are provided by the State Authorized Body. (Clause 14 edited 11.02.10 N 149-Ն, changed 26.02.2015 N 206- Ն)

15. (Clause 15 is repealed 11.02.10 N 149- Ն)

16. The first composition of the Board is formed for a period of two years, then for 5 years. Before the termination of the period set by the current clause, in case of approval of the new individual composition of the Board presented by the State Authorized Body in accordance with clause 14 of this Charter, the authorization of previous Board members non included in the new composition of the Board, are considered to be terminated according to the point 6 of the 2nd part of article 23 of RA Law on Foundations.

(Point 16 supplemented by N 206-Ն of February 26, 2015, changed by N 5-Լ of April 19, 2023)

17. *(Point repealed by N 149-Ն of February 11, 2010)*

18. *(Point repealed by N 149-Ն of February 11, 2010)*

19. The Foundation's Director shall be elected on a competitive basis. The requirements for a candidate shall be defined by the Board. The contract with the Director for a period of four years shall be signed by the Board chair.

IX. QUANTITATIVE COMPOSITION OF THE BOARD

20. The Foundation's highest management and supervisory is the Board consisting of 9 members.

The composition of the Board shall be formed by:

- 1) 1 member nominated by the Founder;
- 2) 1 member nominated by the Ministry of Education, Science, Culture and Sports of the Republic of Armenia;
- 3) 1 member from the students of higher education institutions operating in the RA;
- 4) 5 members from employer representatives;
- 5) 1 member from the education sector's experts.

The Board composition defined in this point shall act in the manner prescribed by law and this Charter, following the termination of the authorities of the acting Board members.

(Point 20 changed by N 1290-Ն of October 29, 2009, edited by N 149-Ն of November 02, 2010 and N 206-Ն of February 26, 2015, edited by N 5-Լ of April 19, 2023)

20.1. The Board chair shall be elected by the members of the Board from the composition of the Board members by the majority of the total number of their votes.

(Point 20.1 supplemented by N 206-Ն of February 26, 2015)

X. AUTHORITY OF THE FOUNDATION BODIES

21. The authorities of the Board include:

- 1) approval of the Foundation's strategic plan,
- 2) definition of types of entrepreneurial activities carried out by the Foundation,
- 3) approval of the Foundation's budget and its changes, annual financial and activity reports,
- 4) approval of the procedures on management of the Foundation's property,
- 5) decisions on reorganization of the Foundation,
- 6) decision on applying to the Court for liquidation of the Foundation,
- 7) appointment of the Commission on Liquidation of the Foundation, definition of liquidation procedure and deadlines, approval of the midterm liquidation balance, approval of liquidation balance,
- 8) decisions on premature termination of authorities of the members of the Board,
- 9) decisions regarding the election of the Director and other bodies envisaged by the Charter and premature termination of their authorities,
- 10) formation of other bodies of the Foundation envisaged by this Charter,
- 11) decisions on the adoption of additions and amendments to the Charter of the Foundation, changing the Charter, approval of the new editions of the Charter,

- 12) decisions on the creation of commercial companies or participation in them, as well as decisions on the creation of separated subdivisions and institutions and the adoption of the charters of the latter,
- 13) control over the financial-economic activities of the Foundation,
- 14) hearing the reports of the Director of the Foundation once annually,
- 15) supervision of the implementation process of his decisions,
- 16) election of the person who will conduct audit (auditor) of the Foundation,
- 17) approval of the structure of the Foundation,
- 18) approval of the salary scale of the Foundation,
- 19) definition of the Director's working conditions and the requirements for a candidate of director.
- 20) Election of a secretary from its staff with the majority (2/3) of votes
- 21) Fulfillment of other authorities envisaged by RA Law, this Charter, as well as other authorities that have not been reserved for other bodies of the Foundation (Clause 21 changed 11.02.10 N 149-Ն)
22. The President of the Board:
 1. organizes the work of the Board,
 2. gathers the sessions of the Board and chairs them
 3. organizes the recordings of the sessions,
 4. signs an employment contract with the Director,
(Point 21 changed by N 149-Ն of February 11, 2010)
23. The Foundation director shall:
 - 1) manages the property of the Foundation, including financial means, and signs transactions on behalf of the Foundation,
 - 2) represents the Foundation in the Republic of Armenia and abroad,
 - 3) acts without a letter of attorney,
 - 4) issues letters of attorney ,
 - 5) signs contracts, including the ones of employment,
 - 6) opens the Foundation's bank accounts, including foreign currency accounts and other accounts,
 - 7) presents to the approval of the Board the internal regulation of the activities of the Foundation, the charters of the Foundation's separated subdivisions, institutions and commercial organizations established by the Foundation, the foundation's administrative organizational structure, the salary scale,
 - 8) within its authorities issues orders and directions, gives instructions for obligatory fulfillment and supervises their implementation,
 - 9) hires and fires the employees of the Foundation in a stipulated manner,
 - 10) applies means of encouragement and disciplinary responsibility towards staff members,
 - 11) is accountable to the Board,

- 12) makes decisions on making transactions related to the direct or indirect acquisition, alienation or opportunities of alienation of the property with up to 20% cost of the organization's property.

XI. DECISION-MAKING PROCEDURE BY THE BODIES OF THE FOUNDATION

24. The Board's minutes and decisions shall be signed by the President and the secretary of the Board.

25. The Board shall organize its activities through sessions held once every two months or through surveys among its members.

26. The Board shall notify its members in writing of the agenda and the date for its extraordinary sessions at least three working days in advance.

27. The participation of at least more than half of the Board members shall be necessary to ensure the quorum. The Board members can also take part in the sessions online.

28. Based on the Board decision, the sessions can be organized via online surveys. The Board decisions shall be adopted if the simple majority of its members who were informed about the session agenda through internet 10 days beforehand and introduced their perspectives within 7 days, vote in favor.

29. The Board decisions shall be adopted by the simple majority of votes. In case of tie votes the chair's vote shall be decisive.

30. Invited people can take part in Board sessions with the right to consultative vote.

31. The Director's participation in Board sessions with the right of consultative vote shall be mandatory.

32. An email shall be considered to be sent if it has been sent through the last email address received by the Foundation.

33. The Director shall make decisions independently based on interests of the Foundation.

XII. PROCEDURE ON THE LIQUIDATION OF THE FOUNDATION

34. The Foundation can be liquidated only in accordance with the Court decision.

35. The liquidation of the Foundation shall be carried out in accordance with the law.

XIII. OTHER PROVISIONS

36. The sources of Foundation's property and formation of resources can be:

- 1) the founder's contributions;
- 2) donations and contributions from natural and legal persons, here including also donations and contributions from foreign natural and legal persons, and international organizations;
- 3) monetary allocations from the state budget of the Republic of Armenia;

- 4) grants;
- 5) funds received from entrepreneurial activities carried out by the Foundation itself, and by economic companies created by or with the participation of the Foundation;
- 6) fundraising – funds received from activities aimed at raising money (fundraising through cultural, sport, entertainment and other events);
- 7) other ways not prohibited by the law.

(Appendix changed by N 1290-Ն of October 29, 2009, changed, edited by N 149-Ն of February 11, 2010, changed, amended, edited by N 206-Ն of February 26, 2015)