

# **Constitution of The International Council for Open and Distance Education (ICDE)**

[June 2013]

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|-------------------|--|
| <b>Article 1</b>  | <b>Association and Name</b>                      |
| <b>Article 2</b>  | <b>Origins and Status</b>                        |
| <b>Article 3</b>  | <b>Mission and Aims</b>                          |
| <b>Article 4</b>  | <b>Membership</b>                                |
| <b>Article 5</b>  | <b>The Association's Business Structures</b>     |
| <b>Article 6</b>  | <b>The Executive Committee</b>                   |
|                   | <b>Part a) Role, Responsibilities, Structure</b> |
|                   | <b>Part b) Election Procedure</b>                |
|                   | <b>Part c) The President</b>                     |
|                   | <b>Part d) Meeting Rules and Procedures</b>      |
| <b>Article 7</b>  | <b>The Board of Trustees</b>                     |
| <b>Article 8</b>  | <b>The Secretary General</b>                     |
| <b>Article 9</b>  | <b>The Election Committee</b>                    |
| <b>Article 10</b> | <b>Communication with Members</b>                |
| <b>Article 11</b> | <b>Amendments to the Constitution</b>            |
| <b>Article 12</b> | <b>Dissolution of the Association</b>            |
| <b>Article 13</b> | <b>This Constitution</b>                         |

## **Article 1 Association and Name**

The International Council for Open and Distance Education, employing the acronym ICDE, is a non-governmental, non-profit, self-governing educational association, registered in Norway.

## **Article 2 Origins and Status**

- 2.1 ICDE is the global association for flexible learning and teaching, originally founded in 1938 as The International Council for Correspondence Education (ICCE), and updating its name to ICDE in 1982.
- 2.2 ICDE derives its position from:
  - the unique knowledge and experience of its members throughout the world,
  - expertise from this in development and use of new methodologies and emerging technologies,
  - its status within UNESCO as the NGO with formal consultative relations in distance and on-line education.
- 2.3 ICDE members are leading and shaping the future of education worldwide.

### **Article 3 Mission and Aims**

- 3.1 To promote intercultural co-operation and understanding through flexible learning and teaching throughout the world;
- 3.2 To contribute to the development of new methodologies and technologies in order to improve lifelong learning;
- 3.3 To foster international collaboration in flexible learning and teaching;
- 3.4 To support and develop networks for flexible learning and teaching at national, regional and global levels;
- 3.5 To foster collaboration between public and private sector organisations in the area of flexible learning and teaching;
- 3.6 To provide fora where individuals, corporations, institutions, governments and associations can engage in professional interaction in the field of flexible learning and teaching;
- 3.7 To encourage the development of good practice and standards in flexible learning and teaching.

### **Article 4 Membership**

- 4.1 There shall be two types of membership, ordinary and associate.
- 4.2 Ordinary membership shall be available in two categories, individual and institutional, to those engaged in education and training throughout the world.
- 4.3 Honorary ordinary individual membership may be awarded, by decision of the Executive Committee, to individuals who have made distinguished contributions in the field.
- 4.4 There shall be no absolute limitation of access to membership but the Executive Committee shall be entitled to refuse membership or cancel membership at their discretion.
- 4.5 The rights of membership shall be open only to those who are in good standing with the association.
- 4.6 Ordinary members of ICDE are entitled to:
  - take part in the governance of ICDE as specified in this constitution,
  - have access to appropriate membership services,
  - actively participate in and provide support for ICDE activities and events,
  - have the right to make known their affiliation with ICDE.
- 4.7 Membership fees shall be determined by the Executive Committee, following consultation with the Secretary General, and are not refundable.
- 4.8 Associate membership may be offered by the Executive Committee from time to time and for periods of up to 4 years to companies and other bodies and associations which are engaged in or associated with education and training.
- 4.9 The rights associated with the title of associate member will be determined at the time it is offered but shall not involve taking part in the governance of ICDE.

## **Article 5 The Association's Business Structures**

- 5.1 ICDE's business shall be conducted through
- a) the following business bodies:
    - the Executive Committee;
    - the Board of Trustees;
    - the Election Committee;
  - b) its senior officers, namely,
    - the President;
    - the Secretary General;
- and
- c) the Permanent Secretariat, headed by the Secretary General.
- 5.2 Meetings of the business bodies may take place face-to-face or electronically (synchronously or asynchronously).
- 5.3 The results and decisions of meetings of the business bodies shall be published within 25 working days of any meeting to ICDE members through an agreed means, save only that items and discussions deemed to be of a sensitive nature shall be omitted from this publication process.
- 5.4 ICDE does not normally provide financial support for those participating in its business meetings.
- 5.5 The Secretary General shall normally take part in all meetings of the business bodies and shall provide secretariat support to all ICDE business meetings.
- 5.6 Where a position on any of ICDE's Business Bodies is restricted to members of ICDE, that position shall be deemed vacant immediately if the holder ceases, for whatever reason to remain a member of ICDE or the holder ceases to be a member of ICDE in the constituency in which that member was initially elected or appointed.
- 5.7 Where a position on ICDE's Executive Committee becomes vacant exceptionally, by resignation or for whatever reason, that position shall be filled by co-option by the Executive Committee, following consultation with the Election Committee.
- 5.8 Where a position on other ICDE business bodies becomes vacant exceptionally, by resignation or for whatever reason, the appropriate process outlined in the constitution shall be followed.
- 5.9 In all cases where an exceptional vacancy has to be filled, attempts should be made to maintain the previous balance of the business body.
- 5.10 In all cases a person filling a vacancy exceptionally shall hold office to the end of the period originally defined for the previous incumbent.

## **Article 6 The Executive Committee**

### **Part a) Role, Responsibilities, Structure**

- 6.1 There shall be an Executive Committee responsible for making policy decisions in accordance with ICDE's mission and constitution.

- 6.2 The responsibilities of the Executive Committee shall include those specifically noted in the constitution and all other matters not specifically allocated to another business body or the Secretary General.
- 6.3 The ICDE Executive Committee shall be comprised of 6 elected members of whom 1 shall be elected by the individual members and 5 by the institutional members.
- 6.4 Members of the Executive Committee shall take office from 1<sup>st</sup> January in the year after they are elected.

#### **Part b) Election Procedure**

- 6.5 Elections to the Executive Committee shall be held every two years for three members to serve for four years.
- 6.6 The election shall take place by appropriate (electronic) means, as determined from time to time.
- 6.7 The Secretary General shall be responsible for obtaining in advance the approval of the Board of Trustees concerning the proposed process for elections for the subsequent Executive Committee.
- 6.8 Individual members shall elect a candidate for the individual member of the Executive Committee by casting a single vote. Institutional members shall elect to the vacancies for institutional members by casting up to the number of votes which corresponds to the number of vacancies.
- 6.9 The Executive Committee shall appoint the Chair of the Executive Committee from amongst its members, the term of office being coterminous with the individual's current elected term on the Executive Committee.
- 6.10 No person shall serve on the Executive Committee for more than 8 consecutive years without a break of 2 years.

#### **Part c) The President**

- 6.11 The appointed Chair of the Executive Committee will simultaneously be the President of ICDE.
- 6.12 The President has oversight of and responsibility for policy matters and is responsible to the Executive Committee and the membership. The President shall take guidance from the Secretary General in areas for which the Secretary General has a unique responsibility.
- 6.13 The President may delegate responsibilities to members of the Executive Committee from time to time as the President deems appropriate.
- 6.14 The President shall determine, following discussions with members of the Executive Committee and the Secretary General, particular portfolios to be taken on by the other elected members of the Executive Committee, one of which shall include matters of specific regional concern.
- 6.15 The President, as Chair of the ICDE Executive Committee will play a part jointly with the Board of Trustees in the appointment procedures, work planning and appraisal of the Secretary General.

## **Part d) Meeting Rules and Procedures**

- 6.16 The dates of meetings of the Executive Committee shall normally be agreed three months in advance. The Executive Committee shall have at least 3 statutory meetings during each calendar year.
- 6.17 Where a meeting of the Executive Committee involves the election of a Chair of the Executive Committee, this will be completed as the first item of the agenda under the auspices of the Secretary General.
- 6.18 The President and/or the Secretary General may call additional meetings of the Executive Committee.
- 6.19 Resolutions of the Executive Committee shall be arrived at by a majority decision of the members present but must include participation of the President or the Secretary General.
- 6.20 Agenda items shall normally be introduced by the President and/or the Secretary General.
- 6.21 Any member of the Executive Committee may propose items for the agenda of meetings of the Executive Committee.
- 6.22 Where agenda items relate to the personal interests of a member of the Executive Committee, that person shall withdraw from any discussion or decision on that part of the agenda.
- 6.23 The statutory meetings of the Executive Committee shall obtain:
- information on the activities of the ICDE's business since the previous meeting and plans for activities in the subsequent 2 years,
  - financial accounts available since the previous meeting and draft financial plans for the subsequent 2 years,
  - information on such other matters as its members deem to be appropriate from time to time.

## **Article 7 The Board of Trustees**

- 7.1 There shall be a Board of Trustees composed of 5 persons, representing the diversity of cultural, linguistic and geographic regions represented in the ICDE membership, as well as expertise and eminence in relevant fields.
- The responsibilities of the Board of Trustees shall be:
- promoting the interests of ICDE,
  - advising the Executive Committee pro-actively and re-actively on particular matters,
  - appointing the members of the Election Committee,
  - playing a part jointly with the Chair of the Executive Committee in the appointment procedures, work planning and appraisal of the Secretary General,
  - acting formally, on behalf of ICDE, as the legal employer of the Secretary General,
  - maintaining an overview of the conduct of the Secretary General, the President and members of the Executive Committee and any other bodies set up within the structure in the fulfilment of their various duties,
  - undertaking such actions as are deemed appropriate where there are suggestions that activities might be, are being or have been undertaken contrary to the Constitution and/or Norwegian legislation.

- 7.2 The appointed membership of the Board of Trustees shall take office for a period of 4 calendar years.
- 7.3 Invitations for membership and Chair of the Board of Trustees will be made by the President and the Secretary General, after consultation with the Executive Committee.
- 7.4 Membership of the Board of Trustees shall be open to non-members as well as to members of ICDE.
- 7.5 Arising from their particular expertise, individual members of the Board of Trustees may, from time to time and at the invitation of the Executive Committee, be asked to take part in discussion of agenda items of meetings of the Executive Committee but without voting rights.
- 7.6 Meetings of the Board of Trustees shall take place at times determined by the Chair of the Board of Trustees following consultation with the members of the Board of Trustees.
- 7.7 The quorum for a meeting of the Board of Trustees shall be three members and decisions will be taken through a majority of members present.

#### **Article 8 The Secretary General**

- 8.1 The Secretary General, being head of the Permanent Secretariat is responsible for the sound operation of ICDE in accordance with the particular legislative framework in which it operates. ICDE's legal representation and liability is with the Secretary General. In particular the Secretary General shall ensure that:
- ICDE's business is being carried out in accordance with relevant laws.
  - all bodies and their members within the structure are acting in accordance with the terms of any contracts relating to ICDE's operations and activities which may have been entered into from time to time.
- 8.2 The Secretary General shall be responsible for conducting the day-to-day management and business and all legal and financial matters of ICDE in accordance with the policies defined for ICDE by the Executive Committee and the mission and aims stated in the ICDE constitution. The Secretary General represents ICDE in matters regarding its day-to-day activities.
- 8.3 The Secretary General shall be responsible for the management of the Permanent Secretariat. In this capacity, the Secretary General shall render all decisions that are necessary for:
- the setting up and maintenance of sound administrative practices,
  - the employment of staff in the Permanent Secretariat.
- 8.4 The Secretary General shall refer matters of an extraordinary nature to the Executive Committee, unless they are approved in advance. By extraordinary nature is meant matters of an unusual kind, matters of great importance to the organisation and matters with substantial financial implications.
- 8.5 The Secretary General has a right of veto concerning the execution of decisions on financial and legal matters within his responsibilities.
- 8.6 The Board of Trustees and the Chair of the Executive Committee play a joint part in the appointment procedures, work planning and appraisal of the Secretary General.

- 8.7 The Secretary General is formally responsible to the Board of Trustees, acting as employer on behalf of ICDE.

## **Article 9 The Election Committee**

- 9.1 There shall be an Election Committee, the tasks of which are to verify the qualifications of potential candidates and propose candidates for the Executive Committee in a standard format and according to a set of criteria that shall take into account the association's policy and long term objectives and its cultural and linguistic diversity as well as its global representation.
- 9.2 The criteria and methodology of operation of the Election Committee may need to change from time to time but the current criteria and methodology will be made available to members.
- 9.3 The Election Committee shall consist of three members:
- one member from a past Executive Committee/Board of Trustees and who is not a member of the current Executive Committee (appointed by the Board of Trustees for a period of four years),
  - one member who is a well-known expert in ICDE's sphere of interest and has made important contributions to ICDE (appointed by the Board of Trustees for a period of four years),
  - one member representing the host country of the ICDE Permanent Secretariat (appointed by the Board of Trustees on the advice of ODL practitioners in the host country for a period of 4 years) and acting as chair of the Election Committee.
- 9.4 Membership of the Election Committee shall be open to non-members as well as to members of ICDE.
- 9.5 The appointed membership of the Election Committee shall take office for a period coterminous with that of the Board of Trustees.
- 9.6 The Election Committee shall, through the offices of the Secretary General:
- seek nominations for positions on the Executive Committee from ICDE members (Call for Candidates),
  - present its own proposals where it feels that this is appropriate,
  - verify the nominations and construct a list of candidates for the election process,
  - present a nomination list of candidates with their appropriate background details which will be used in the electoral process. (The Election Committee shall endeavour to provide a larger number of names than the number of positions available, thus encouraging a process of election by members.)
- 9.7 The Election Committee shall also invite and seek applications for the position of Secretary General and offer advice on the selection and appointment procedure.
- 9.8 Meetings and deliberations of the Election Committee shall take place when deemed necessary and at the request of the Chair of the Board of Trustees (selection and appointment for Secretary General) or of the Secretary General (nomination and election for Executive Committee).

## **Article 10 Communication with Members**

- 10.1 Information on ICDE's activities shall be made available to members on an on-going basis through the ICDE members only website and other means deemed appropriate

from time to time.

- 10.2 Arising from this proactive flow of information, members will be encouraged to offer comments and make contributions to the policy and practice of ICDE through the establishment of appropriate channels.

### **Article 11 Amendments to the Constitution**

- 11.1 A proposal to amend the constitution must be submitted to the Secretary General. The proposal may be made by an institutional member, by an individual member, or by the Executive Committee.
- 11.2 In the case of a proposal made by an institutional member, the proposal must be shown as being supported by at least 10 institutional members.
- 11.3 In the case of a proposal made by an individual member, the proposal must be shown as being supported by at least 20 individual members.
- 11.4 A proposal made by the Executive Committee must be supported by least 4 of its members.
- 11.5 A proposal to amend the constitution shall be announced to ICDE members within two months of its receipt by the Secretary General. On the advice of the Executive Committee, the Secretary General shall establish a forum for discussion of this proposal and shall indicate a date for the completion of voting on the amendment (declared voting period) not earlier than two months after the initial publication of this amendment to members.
- 11.6 Voting shall be by means approved by the Executive Committee.
- 11.7 Changes to the constitution shall require the support of a simple majority of all voting members of ICDE.
- 11.8 Information on the result of the voting procedure shall be made available to ICDE members within 5 days of the end of the declared voting period.
- 11.9 Approved changes shall come into effect 10 days after the end of the declared voting period.

### **Article 12 Dissolution of the Association**

- 12.1 The association can only be dissolved by a formal decision and voting process, conducted according to the processes determined for changing the constitution.
- 12.2 A decision process on further use and distribution of the remaining assets, properties, and legal estates of ICDE will be set out as part of the voting process on dissolution of the association.

### **Article 13 This Constitution**

- 13.1 This constitution will replace the current constitution of March 2011 and come into effect 10 days after the end of the declared voting period if a simple majority of all voting members of ICDE is in favour. Information on the result of the voting procedure shall be made available to ICDE members within 5 days after the end of the declared voting period.

13.2 There will be a series of Procedures deriving from this Constitution and available to members which provide more specific details about a range of processes currently supporting the implementation of this Constitution.