

Constitution of the International Council for Open and Distance Education of 2020

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Issued by	ICDE Executive Committee
Recommended by	ICDE Board of Trustees, ICDE Secretariat
Approved by	ICDE Membership
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Pursuant to	Constitution of The International Council for Open and Distance Education (ICDE) of 2013, Article 11.
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Abbreviated title	ICDE Constitution

O R I G I N A L I S S U E D V E R S I O N

§ 1 Name of the Association

The name of the association is the International Council for Open and Distance Education, employing the acronym “ICDE”.

§ 2 Organization

The association is an independent self-governing non-profit non-governmental legal entity. Self-governing means that nobody, including its members and others, are entitled to the association’s assets, or is responsible for its liabilities or obligations. The association shall have its permanent secretariat in Norway.

§ 3 Mission

As the global community of Leaders and Professionals in the field of Open, Flexible, and Distance Learning (OFDL) at all levels, ICDE supports and enables its members to achieve their goals by:

- (a) empowering them to continuously improve, innovate, and remain locally relevant by building relationships, collaborating, learning, and promoting OFDL at national, regional, and global levels,
- (b) leveraging their collective knowledge, expertise, and thought leadership to inform, influence, advocate, and guide policies and the decisions being made by global and regional stakeholders in support of OFDL, and

- (c) enabling them to contribute to, and participate in national, regional and global initiatives in support of OFDL.

§ 4 Membership

Membership is open for all entities and individuals interested the field of open, distance, flexible, and digitally enabled education and learning, in good standing with the association.

Applications for membership are addressed to the association.

Application for membership is decided by the Board, which accepts and refuses applications at its own discretion

The Board may adopt guidelines on how membership applications shall be processed.

§ 5 Rights and Duties of the Members

- i. Members shall pay an annual membership fee decided by the Board.
- ii. Members have the right to vote in Member Referendums and is eligible to be elected to the Board.
- iii. Members may use the initials "ICDE".
- iv. The association's conferences and activities are open to all members unless otherwise decided.
- v. Members who have not paid a due membership fee cannot claim membership rights.
- vi. In case of re-enrolment of a cancelled or excluded member, any remaining and overdue fees shall be paid before new membership is granted.
- vii. Cancellation of membership must be notified before the end of the membership year.
- viii. In special cases, the Board may exempt a member from paying membership fee for a specified period of time.

§ 5a Exclusion of Members

If a member has contradicted the purpose of the association or damaged the reputation of ICDE, the Board may, in severe cases, exclude the member.

Membership is also terminated after two consecutive years of the member not paying the membership fee.

Decisions on exclusion require the support of at least five members of the Board and the Secretary General. A decision on exclusion cannot be appealed.

§ 6 Governance Structure

The association is governed by the following business bodies:

- The Member Referendums (§ 7)
- The Board, headed by the President (§§ 8 and 12)
- The Permanent Secretariat, headed by the Secretary General (§§ 13a and 13b)

In addition, the Board is supported by:

- The Control Committee (§§ 14a, 14b, 14c and 14d)
- The Nomination Committee (§§ 15a and 15b)

§ 7 Member Referendum

A Member Referendum is the highest authority of the association. The Member Referendum is in quorum with the number of voting members who partake, and all members have one vote. The Board shall facilitate the Member Referendums by appropriate electronic means and issue a protocol from the referendum within 10 days.

All decisions are made by a simple majority of the votes received, unless otherwise stated in the Constitution. A tie is decided by the drawing of lots.

If two or more proposals are voted on, the proposal with the most votes will be adopted. In the event of an equality of votes, the President shall be entitled to vote, notwithstanding in Board member elections.

A Member Referendum is convened at the Board's discretion with at least one month's notice or when at least 1/3 of the members require it. The referendum shall be open for one month.

§ 8 The Board

The Board is comprised of six members, hereunder one representing the individual membership, and is the highest authority between the Member Referendums. It shall hold at least four meetings annually, one of which in-person, upon the request of the President or if a majority of the Board members so request.

The Board shall stay informed of the association's financial position and shall ensure that the administration, accounts and asset management are subject to satisfactory control and in accordance with the mission of ICDE in § 3.

The Board shall:

- i. implement Member Referendum resolutions,
- ii. appoint and instruct, if necessary, committees or persons to do particular tasks,
- ii. administer and maintain control of the association's finances in accordance with the current strategic plans, constitution and applicable regulations,
- iv. represent the association externally and promote the interest of the association,
- v. decide the annual membership fee,
- vi. maintain oversight of the conduct of the Secretary General,
- vii. decide on the remuneration of the Secretary General,
- viii. respond to the Control Committee's recommendations in legal and financial matters,

The Board is in quorum when a majority of the board members are present. Decisions are taken by a majority vote. A tie is decided by the vote of the President.

The Board members shall not receive remuneration from the association.

§ 9 Election Procedure

The election of members to the Board shall be initiated annually in June by the Nomination Committee and be completed before the end October the same year. The final slate of elected representatives will be confirmed by the Board asynchronously before the end of November annually.

Election of members to the Board shall be carried out by Member Referendum. Members are required to vote. Election of members to the Board is decided by popular vote. If there are multiple candidates at a tie for one position, it is decided by the drawing of lots.

Individual members shall elect a candidate for the individual member representative by casting a single vote, and 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.

A portion of the Board is renewed bi-annually to ensure knowledge sharing and Board succession planning. Every second year, three (3) Board members shall be elected.

§ 10 Term of Service

Board members serve four (4) year terms beginning January 1st the year after they are elected. Board members may be re-elected for a second term, but may not serve more than eight (8) consecutive years on the board.

If a Board member vacates the Board position before the end of the four (4) year term due to resignation or removal, the Board may appoint a member to the Board for the remaining portion of the vacated term. The representative appointed to the Board will need to go through the standard election process at the end of the original term.

The Control Committee may on its own initiative or on request of the Board put forward a motion for the Board for the removal of an elected Board member in term, which shall be decided by the Board by a unanimous vote – notwithstanding the vote of the Board member subject to the motion.

§ 11 Board Meetings

The Board shall keep minutes from all its meetings. The meeting protocol shall be approved and published for the members within 25 working days of any Board meeting, save only items that are addressed “in camera” by the Board.

§ 12 The President

A President is elected by and among the elected Board members and serves for a two-year period. The President has oversight and responsibility for policy matters and is responsible to the Board and the association’s members.

The President shall take guidance from the Secretary General in areas for which the Secretary General has a unique knowledge and may delegate responsibilities to Board members from time to time as the President deems appropriate.

The President assumes responsibility on behalf of the Board for the appointment procedures, work planning, and appraisal of the Secretary General in consultation with the Board.

§ 13a Permanent Secretariat

The daily operation of the association is carried out by the Permanent Secretariat, which is headed by the Secretary General.

Employees of the Permanent Secretariat are not eligible to be appointed to the Committees and Board of ICDE and may not vote in the Member Referendums.

§13b The Secretary General

The Secretary General is responsible for the sound operation of ICDE in accordance with the applicable legislative framework in which it operates and that the asset management is conducted in a satisfactory manner.

The Secretary General shall be responsible for conducting the day-to-day management and business and all legal and financial matters of the association in accordance with the policies defined by the Board and the mission and aims stated in the Constitution.

In particular the Secretary General shall ensure that ICDE's business is being carried out in accordance with relevant laws, and that 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.

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:

- i. the setting up and maintenance of sound administrative practices,
- ii. the employment of staff in the Permanent Secretariat.

The Secretary General shall refer matters of an extraordinary nature to the Board, unless approved in advance. By extraordinary nature is meant matters of an unusual kind, matters of great importance to the organisation, matters with substantial financial implications and matters relating to the benefits and remuneration of the Secretary General.

The Secretary General shall prepare the association's annual accounts for the Board and make possible the annual audit and undisturbed review by the Control Committee.

The Secretary General reports to the Board and shall take part in all meetings of the Board and provide secretariat support to all Board meetings. The Secretary General has the right to speak and put forward motions for the Board.

§ 14a The Control Committee

The Board shall appoint an independent Control Committee comprising of four persons.

The Control Committee is the associations supervisory body. It ensures that the operations of the association are conducted in accordance with the Constitution and that it is operating within the applicable legislative frameworks.

The Control Committee is responsible for the review and audit of ICDE and submits its annual report to the Board with the recommendation to approve or not to approve the annual accounts and fiscal statement.

The Control Committee shall oversee that:

- i. the funds of ICDE are used in accordance with laws and regulations,

- ii. the funds of ICDE are used in relation to the activities decided by the Board,
- iii. the financial dispositions of ICDE are in accordance with the Constitution,
- iv. the Secretary General has established sound routines for financial control,
- v. the annual accounts and report give a true and fair view of ICDEs operations,
- vi. the Board is insured against liability (that a Liability Insurance Policy is valid).

The Control Committee shall advise the Board on the Secretary General's annual remuneration. It shall consider whether it is consistent with Norwegian law and is fair and comparable to similar roles in Norway in relation to the public annual salary settlement.

The Control Committee is responsible to appoint a registered or state authorized public external auditor for the purpose of assisting the Committee in carrying out its work and responsibilities, hereunder performing the annual audit of the annual accounts of ICDE.

The Control Committee has tasks that go beyond what an external auditor is concerned and must therefore carry out its own information gathering and checks in addition to the auditor's work. The Control Committee shall deliver its report to the Board by February every year and shall make available a public summary statement of its findings and recommendations for the ICDE members by incorporation in the annual report.

§ 14b Members of the Control Committee

The Control Committee is appointed by the Board and shall consist of four persons, where:

- i. at least one member is a permanent resident of the host country,
- ii. at least one member is an attorney-at-law (or an associate) in the host country,
- iii. at least two members have previously been elected or appointed ICDE officials.

The members of the Control Committee cannot simultaneous be members of the Board or other Committees, cf. § 6.

The Control Committee elects a Chairman and Deputy Chairman among themselves. The Control Committee is appointed for four years and is subject to the limitations in § 10.

§ 14c Control Committee Member Appointment Moratorium

When the candidates for the Control Committee is selected for appointment, the Board shall by electronic means provide the members of ICDE with a list of the person(s) it desires to appoint. If a majority of the members of ICDE inform the Board that it is against such appointment within 14 days, the person(s) will be ineligible for appointment to the Control Committee for a period of four years.

§ 14d Meetings of the Control Committee

The Control Committee shall meet, virtually or in person, at least twice a year and more often if one of its members or the ICDE President so requests. The Chairman of the Control Committee calls the meetings.

The Chairman of the Control Committee keeps minutes from all meetings. The minutes shall be signed by the members of the Committee after each meeting, and a copy shall be forwarded to the President.

The Control Committee has a duty of confidentiality and reports directly to the Board unless otherwise specified herein.

§ 15a The Nomination Committee

The Board shall appoint a Nomination Committee with the task to verify the qualifications of potential candidates and propose candidates for the Board. This shall be presented to the Board 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 and gender representation.

The criteria and methodology employed by the Nomination Committee shall be made available to members.

The Nomination Committee, supported by the Permanent Secretariat, shall:

- i. seek nominations for positions on the Board from ICDE members,
- ii. present its own proposals where it believes that this is appropriate, hereunder re-election,
- iii. verify the nominations and construct a list of candidates for the election,
- iv. present a nomination list of candidates with their appropriate background details,
- v. be given access to relevant protocols and meeting minutes of the Board,
- vi. verify eligibility of nominees in accordance with the terms of service in § 10.

The Nomination Committee shall also advise the Board in seeking applications for the position of Secretary General and offer advice on the selection and appointment procedure.

§ 15b Members of the Nomination Committee

The Nomination Committee is appointed by the Board and shall consist of three persons serving for four years, of which

- i. one has previously been an elected or appointed official of ICDE,
- ii. one is a well-known expert in ICDE's sphere of interest,
- iii. one is a resident of the host country of the ICDE Permanent Secretariat.

The Nomination Committee elects a Chairman among themselves. The Nomination Committee members are appointed for four years and is subject to the limitations in § 10.

§ 16 Amendments to the Constitution

Amendments to this Constitution is subject to a Member Referendum, and where a 2/3 majority of the votes cast is required.

§ 17 Signature and Legal Representation

The Secretary General may represent the association in all matters that are part of the day-to-day management.

In matters that are of an unusual nature or of great importance, the President and the Secretary General may jointly represent the organization by co-signature.

If the Secretary General or President have gone beyond their authority, the disposition is not binding on the association. The Board jointly represents the association in all circumstances.

§ 18 Dissolution of the Association

The association can only be dissolved by unanimous Board resolution followed by a Member Referendum, and where a 2/3 majority of the votes cast is required.

After the dissolution and debt settlement, the assets of the association shall be donated to a non-profit organization in line with the mission in § 3.

No members are entitled to the association's funds or assets.

The Control Committee shall take the role as the Dissolution Board and liquidate and dissolve the association in accordance with this Constitution and applicable regulations.

§ 19 Interim Transition Articles

- (a) This Constitution will replace the former Constitution of June 2013 and enter into force January 1st, 2021. In the interim the former Constitution shall remain in force.
- (b) The current Executive Committee members shall be adopted as Board members.
- (c) The current President shall be adopted as President.
- (d) The Board shall notwithstanding this Constitution entering into force 1st of January 2021, appoint a Control Committee within three months after the formal adoption of this Constitution. It shall appoint two persons for four years, and two persons for two years for the purpose of § 14b. The persons appointed for two years shall be appointed among the incumbent members of the ICDE Board of Trustees under the 2013 Constitution and are not subject to § 14c.
- (e) The Board shall notwithstanding this Constitution entering into force 1st of January 2021, appoint a Nomination Committee within three months after the formal adoption of this Constitution. It shall appoint two persons for four years, and one person for two years for the purpose of § 15b. The person appointed for two years shall be appointed among the incumbent members of the ICDE Election Committee under the 2013 Constitution.

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