

# Constitution of The Caribbean Association for Distance and Open Learning (CARADOL)

## ARTICLE I: NAME

The organisation shall be called The Caribbean Association for Distance and Open Learning; hereafter referred to as “The Association”, with the acronym, CARADOL.

The Association shall be registered as a non-profit organisation.

## ARTICLE II: DEFINITIONS

Distance Learning is defined as:

*Planned learning that normally occurs in a different place from teaching and as a result requires special techniques of course design, special instructional techniques, special methods of communication by electronic and other technology, as well as special organisational and administrative arrangements. (1)*

Open Learning is defined as:

*A philosophy of education, which stresses the centrality of Learner choice and the removal of barriers to learning (particularly those inherent in conventional education) where learners can learn whatever they wish, wherever and whenever they choose in whatever way they want: and which is characterised by relaxed entry requirements and the value of experiential learning. (2)*

## ARTICLE III: REGISTERED OFFICE

The Registered Office shall be located at:

The University of the West Indies Distance Education Centre (UWIDEC)  
The University of the West Indies  
Mona Campus, Kingston 7  
Jamaica

- 
- 1 Moore and Kearsley, cited in Marrett, C. and Turner, G. Open Learning in Jamaica. In **Adult Education in Caribbean Universities** edited by Austin and Marrett, UNESCO 2002.
  - 2 Adapted from Koul, cited in Marrett, C. and Turner, G. Open Learning in Jamaica. In **Adult Education in Caribbean Universities** edited by Austin and Marrett, UNESCO 2002, and Irvine, D. *Distance Education and Open Learning: Prospects for Jamaica*. Public Lecture to the Jamaican Association of Distance and Open Learning, December 2002.

#### **ARTICLE IV: VISION STATEMENT**

To develop a learning society in the Caribbean through equity and access to quality education

#### **ARTICLE V: MISSION STATEMENT**

To be an advocate for, and facilitator of the use of Open and Distance Learning as a means of transforming education in the Caribbean with particular reference to the concept of Lifelong Learning, and to serve as a forum or platform for stakeholders to share experiences and have access to opportunities for continuing professionalism in Open and Distance Learning.

#### **ARTICLE VI: OBJECTIVES**

The objectives of The Association include the following:

- 1) To promote and advance the use of Open and Distance Learning as a means of contributing to the developmental goals of the Caribbean
- 2) To foster an understanding of the theory and practice of the Open and Distance Learning and to facilitate research and disseminate information within the Caribbean on Open and Distance Learning
- 3) To work with the relevant sectors or sections in helping regional governments to develop appropriate policies and strategies in the use of Open and Distance Learning in addressing Human Resource Development needs
- 4) To foster communication and partnerships with other regional and international associations and institutions and in particular with the Commonwealth of Learning
- 5) To provide for the professional development of individuals from the region who are involved in open and distance education
- 6) To recommend standards for ensuring quality and professionalism in the practice of open and distance education in the region.

## **ARTICLE VII: FUNCTIONS**

CARADOL strives to attain its objectives by:

- 1) Encouraging networking and communication between relevant organisations and programmes
- 2) Organising workshops, discussions and conferences and creating a forum for debate
- 3) Disseminating information among members and appropriate parties through Websites or other information systems
- 4) Encouraging and maintaining a network of distance educators and the sharing of expertise among members and appropriate parties
- 5) Networking, communicating and sharing expertise between relevant organisations, members and programmes
- 6) Promoting and coordinating joint research projects among members and appropriate parties
- 7) Fostering co-operation and collaborating with governmental and other bodies involved or interested in open and distance learning
- 8) Encouraging the rationalisation and consolidation, where appropriate, of educational, academic and administrative activities, while promoting the optimum use of both private and public resources in distance education, open learning and related activities
- 9) Seeking technical and financial assistance in the region and internationally for the sustainability and promotion of open and distance learning initiatives
- 10) Promoting and performing any other activities which may enhance and ensure sustainability in our open and distance learning efforts within the Caribbean

## **ARTICLE VIII: MEMBERSHIP OF THE ASSOCIATION**

### **VIII: 1 Eligibility**

Any person, agency, institution or organisation, both government and non-government, demonstrating an interest, in, or an involvement with, distance or open learning, shall be eligible for membership and to hold an elected position in accordance with the rules pertaining to specific categories.

Membership in The Association is annual and shall be renewable each year at the time of the Annual General Meeting, or as otherwise specified by the Executive, except in the case of Life Members and ex-Officio Members.

### **VIII: 2 Register of Members**

A Register of Members of The Association, maintained by the Executive or Recording Secretary, shall be kept at the Registered Office of The Association, and shall contain:

- The members' names, addresses and contact information
- The date on which each member was accepted as a member
- The date on which the member last paid membership fees
- Occupation and other relevant affiliations
- Special interests, skills and talents that may be of value to The Association in trying to achieve its objectives

### **VIII: 3 Categories of Membership**

The categories of membership are:

#### ***Full Members***

Any person or institution involved in using, delivering and practicing of distance education (providers of open or distance education initiatives)

#### ***Individual***

Any adult involved in the practice of, or demonstrating an interest in distance or open learning shall be eligible for full membership in The Association. He or she shall be admitted to membership on conditions that he or she:

- Submits evidence of interest or participation in distance or open learning activities
- Pays the relevant membership fees
- Satisfies any other such requirements as specified by The Association

This shall confer on such an individual all the rights, privileges and obligations of membership, including the right to cast a single vote on any matter brought before The Association, and to be elected to hold office on the Executive.

### **Organisational/Institutional**

Any agency, institution or other organisation involved in or supportive of distance or open learning shall be eligible for full membership. Such an organisation shall be entitled to represent it at meetings of The Association and to participate in all activities, and, at the discretion of The Association, be allowed to increase the number of designated persons at a prorated fee as described in the Membership fee schedule, approved annually.

The organisation shall enjoy all rights and privileges of full membership, EXCEPT the right to hold office on the Executive. Further, it shall be on matters before The Association.

Organisational Members' status shall be conferred provided that the following conditions shall be satisfied:

The organisation:

- Presents to The Association relevant reports of its AGM that specifies activities or interest in distance or open learning
- Pays relevant membership fees
- Undertakes The Association's activities
- Supports The Association (e.g.. through the provision of secretarial or editorial service or other similar services including financial assistance)

Note: If any person or persons in good financial standing, designated by his or her organisation to attend meetings on behalf of that organisation, is nominated and elected or co-opted to the Executives, it shall be that individual and not the organisation of which he or she is a member who shall hold office on the Executive. Such an individual can then no longer represent his or her organisation at meetings.

### **Life**

Any member who has demonstrated an interest in, or an involvement with, distance and open learning and who has paid the designated life membership fee at one time, shall be eligible for life membership. Life members shall have the right to one vote on matters brought before The Association, and shall be eligible for election to the Executives.

Life membership shall be conferred on condition of:

- Payment of the full life membership fee at one time

### ***Honorary Members***

An Honorary member shall be a person selected by the Executive in recognition of his or her notable or outstanding contributions to distance education and open learning over a period of time. Such members shall be entitled to all rights, privileges and obligations of membership including the right to cast one vote on any matter brought before The Association.

### ***Associate***

Any foreign or local person, organisation, agency or institution, national, regional or international, interested in, but not directly involved in, the practice or delivery of distance or open learning and additionally, who subscribes to the aims and objectives of The Association, shall be eligible for associate membership. Associate members shall have the same rights and privileges as full members EXCEPT that they may not be elected to any office of The Association. An Associate member may be co-opted to serve on sub-committees of The Association.

Associate membership shall be conferred on condition of:

- Payment of membership fees
- Acceptance of the “no power to vote” clause

### ***Ex-officio Members***

Any member who has served previously in the capacity of President of The Association shall be eligible to serve as an Ex-officio member

### **VIII: 4 Membership Fees**

Membership fees of The Association shall be recommended by the Executive and ratified at the Annual General Meeting. Fees become payable on the first day of August of each year, and shall be subject to review by the Executive and to increase from time to time.

### **VIII: 5: Administrative Year**

The administrative year of The Association shall be from April to March.

### **VIII: 6: Termination of Membership**

Any member whose action in the opinion of the Executive is in breach of the Code of Ethics or is likely to bring The Association into disrepute may have his or her membership terminated by the Executive and shall be so notified in writing by the Secretary.

A member may also voluntarily terminate membership in The Association by addressing a letter to the President through the Secretary stating his or her intention to terminate membership.

## **ARTICLE IX: CHAPTERS**

The Association may establish Chapters as is necessary and in accordance with the Constitution of The Association.

## **ARTICLE X: MEETINGS**

### ***Annual General Meeting***

The Association shall hold at least two regular meetings annually, which may include virtual, electronic methods e.g. computer, audio or videoconference.

One of these meetings shall be the Annual General Meeting, which shall be held as a face-to-face meeting (which may be combined with electronic attendance). The quorum for the Annual General Meeting shall not be less than one-fifth of the total registered members.

Notice of the Annual General Meeting shall be sent to members not less than 30 days before the date of the meeting. The Annual General Meeting shall be held not later than three months after the end of the administrative year and at a location to be determined by the Executive. The meeting shall consider the reports of the Executive, the Treasurer and the Auditors, and shall elect the President, Vice President(s) Auditors and three members of the Executive. The Annual General Meeting shall be the supreme authority of The Association.

### ***Special General Meetings***

- (a) A Special General Meeting may be called at any time by the Resolution of the Executive, or by the President and the Vice President(s) jointly. Notice of such a meeting shall be given not less than fourteen (14) days before the date of the meeting
- (b) A Special General Meeting may also be called, if requested by not less than 20% of the members in good standing. The request shall be made in writing to the Secretary stating the reason for the meeting. The meeting shall be convened within 21 days of the receipt of such a request. The quorum shall not be less than one-quarter of the total registered members.

## **ARTICLE XI: ADMINISTRATIVE STRUCTURE**

The Officers of The Association shall be:

- 1) President
- 2) Vice-President
- 3) Immediate Past President
- 4) Secretary
- 5) Assistant Secretary/Treasurer
- 6) Committee Chairs

The President, Vice President, Secretary, and Assistant Secretary/Treasurer shall be elected at the Annual General Meeting, as well as three members who shall be asked to chair specific committees. The Auditor and remaining Committee Chairs shall be appointed by the elected members of the Executive at its first meeting, which shall normally be held not later than two (2) weeks after the Annual General Meeting.

The Functions of the Officers:

a) President

The President shall normally preside over all meetings of the Executive and all General Meetings and report to the Executive on interim actions taken and be available for consultation on Association matters.

The President shall not occupy office for more than two (2) consecutive terms, each term being 2 years (i.e. a maximum of two terms, or four years consecutively). He or she may become eligible for election again after the passage of one two-year term out of office.

b) Vice-President

In the absence of the President, or if the President is unable to continue in the post, the Vice-President shall perform the duties of the President.



c) Secretary

The Secretary shall issue notices convening all meetings of the Executive Committee and General Meetings and shall be responsible for maintaining a clear and accurate record of the official business of The Association, including:

- 1) Minutes of General, Special and Executive Committee Meetings
- 2) Correspondence of The Association
- 3) The Register of Members

And, additionally shall be responsible for the preservation of all records of The Association in general.

He or she shall act as the Returning Officer of The Association.

(d) Assistant Secretary /Treasurer

The Assistant Secretary/Treasurer shall assist the Secretary in the performance of his or her duties and act for the Secretary in his or her absence.

As Treasurer, he or she shall manage the funds to The Association under the direction of the Finance Committee and shall be responsible for the receipt and disbursement of all funds, and shall keep in safe custody vouchers for all monies disbursed.

He or she shall keep books of accounts of all monies received and paid, and shall prepare periodic statements of accounts for the Executive Committee meetings and shall be responsible for the presentation of audited accounts at the Annual General Meeting. He or she shall make all financial records available to the Executive and Auditor for inspection.

The Treasurer shall keep an up-to-date list of all members, recording payments of subscriptions.

**ARTICLE XII: NOMINATION AND ELECTION OF OFFICERS OF THE ASSOCIATION**

1. The Officers, except for the Committee chairs, shall be elected at the Annual General Meeting.
2. Voting shall be by ballot. Only members in good standing shall vote. Voting by proxy shall be permitted on condition that the instrument appointing a proxy is presented and used.
3. The instrument appointing a proxy shall be the prescribed form.

4. At least five (5) weeks prior to the Annual General Meeting, the Executive shall appoint a Nominating Committee of not less than five (5) persons and shall designate a President of that committee. It shall be the duty of the Committee to obtain the consent of those nominations from the Executive for ratification. The Committee shall be responsible for the conduct of the election including preparing, distributing, collecting and counting of ballots.
5. At the Annual General Meeting the President of the Nominating Committee shall present the slate of candidates for each office and receive from the floor not more than two (2) other nominations for any office.
6. In the event that there is not a majority, the President shall immediately designate a time and place for another balloting.

### **ARTICLE XIII: THE EXECUTIVE**

#### **1. Composition**

The Executive shall consist of:

- a) The President
- b) The Vice -President
- c) Immediate Past President
- d) The Secretary
- e) The Assistant Secretary/Treasurer
- f) Not less than three (3) other members, three elected at the Annual General Meeting who shall be asked to chair specific committees. Additional members shall be co-opted by the Executive as necessary.

#### **2. Functions**

The Executive shall be responsible for the conduct of the affairs of The Association between Annual General Meetings.

#### **3. Election**

All Executive members, shall be eligible for re-election on completion of their term of office except for those conditions that pertain to the President, who shall not be eligible to serve for more than two consecutive terms, each term being two (2) years duration, but who shall become eligible for election again after sitting out one term of office.

#### **4. Meetings**

Meetings of the Executive shall be held at least once every two (2) months electronically or face-to-face, provided that at least fourteen (14) days' notice of such meeting is given to each member. The quorum for the meetings shall be fifty per cent (50%) of the members of the Executive.

## **5. Power and duties of the Executive Committee**

The power and duties of the Executive shall be as follows:

- a) Supervise the affairs of The Association;
- b) Carry out the policies of The Association and pass such general or special regulations as may be considered expedient in order to give effect to such policies;
- c) Propose the operating budget of The Association for approval at the Annual General Meeting;
- d) Nominate Auditors for approval at the next Annual General Meeting;
- e) Appoint members of the Standing Committees of The Association;
- f) Appoint *Ad Hoc* Committees as the need arises;
- g) Ratify the terms of reference of committees;
- h) Fill vacancies on the Executive arising during the year.

## **6. Removal from office**

A member of the Executive shall vacate office:

- a) If the member resigns office giving at least one (1) month's notice in writing to the Secretary of The Association. However, the Executive may waive the period;
- b) If he or she is found to be of unsound mind or is found guilty of criminal activity;
- c) If the Executive, with sufficient cause, requests the resignation of the member. If the matter pertains to an elected officer, the resignation is reported to the General Meeting;
- d) If at a Special General Meeting of members, a resolution that the member be removed from office is passed by two-thirds members present and entitled to vote.

## **7. Remuneration**

Executive and Committee members shall not receive any remuneration for their services, but by resolution of the Executive, subsistence and reimbursable travelling expenses *may* be allowed.

## **8. Standing Committees**

- (a) Finance and Fund Raising Committee  
To advise the Executive on matters relating to the development and implementation of its financial policies.
- (b) Membership Committees  
To develop and implement policies and plans to increase the membership of The Association and the involvement of members in its activities.
- (c) Public Relations Committees  
To communicate the aim and objectives of The Association and promote the activities of The Association to the members and the general public.

- (d) Publication Committee  
To produce and distribute the publications of The Association on a timely basis. Publications shall include, but shall not be limited to: newsletters, bulletins, journals, reports, proceedings and other documents pertinent to the interests of members and fulfilling the aims and objectives of The Association.
- (e) Research and Development Committee  
To plan and coordinate the major research activities of The Association and encourage research in areas relating to distance and open learning, as approved by the Executive.
- (f) Training Committee  
To plan and implement training activities in relevant areas of need for all categories of members and for the wider public, and as approved by the Executive.
- (g) Policy and Standards Committee  
To recommend the development of regional policy and quality standards that will be the recognised symbol of excellence and consistent quality in all aspects of work in distance or open learning undertaken in the region.

#### **ARTICLE XIV: FINANCE**

##### ***General***

The Association shall be financed by membership dues, grants, voluntary subscriptions and donations and may adopt other measures for raising funds. The funds of The Association shall be deposited in a commercial bank decided on by the Executive, which shall also have the right to place funds in an investment account.

Withdrawals from these accounts shall be made on the signature of the Assistant Secretary/Treasurer and any one of the following officers:

- a) President
- b) Secretary

##### **Membership Fees**

Each category of member of The Association, except for that of Honorary Member, shall pay an annual membership fee, which shall fall due on the first day of April of each year.

The quantum to be paid shall be decided from time to time by the Executive.

### ***Signatories***

All cheques or authority for withdrawals from The Association's bank account shall bear the signatures of The Association Secretary/Treasurer and one of the other two signatories.

### ***Appointment of Auditor***

The Auditor of The Association shall be appointed by the Elected Members of the Executive, and shall hold Office until the next Annual General Meeting.

It shall be the responsibility of the Auditor to make such examination of financial records of The Association as are deemed necessary, from time to time, for reporting to the members. The Auditor shall carry out an in-depth audit of The Association's accounts annually and shall prepare audited statements to be presented at the Annual General Meeting, or at any Special Meeting of The Association so called for that or other purpose.

The Treasurer, on behalf of the Executive, shall cause proper books and records of account to be kept with respect to all financial transactions of The Association.

## **ARTICLE XV: RULES AND REGULATIONS**

The Executive shall have power to make or revoke Rules and Regulations for the promotion of the aim and objectives of The Association and for the proper conduct of business, provided that no Rule or Regulation shall contravene the Constitution.

The Annual General Meeting may revoke or amend any Rule or Regulation made or amended by the Executive.

The decision of the Executive on the Rules and Regulations or the interpretation thereof shall be conclusive and binding on all members of The Association unless and until such decision shall be over-ruled by an Annual General Meeting or by a Special Meeting.

## **ARTICLE XVI: EXAMINATION OF RECORDS**

All books, documents and other records of The Association shall be kept at its Registered Office and may be examined by a member in good standing on giving not less than seven days' notice in writing to the Secretary or The Association.

## **ARTICLE XVII: EXECUTION OF DOCUMENTS**

Any two, of the President, Secretary or Assistant Secretary/Treasurer, shall have the authority to sign and stamp documents in the name of and on behalf of The Association. In the event that any two of the above elected officers of The Association are unable to carry out this function, the Executive shall have the power by majority vote to appoint two other members of the elected Executive to sign and stamp documents on behalf of The Association.

The stamp shall bear the logo and registered name of The Association, and shall be affixed by the Secretary to any document requiring execution under the stamp. The stamp shall remain in the custody of the Secretary .

## **ARTICLE XVIII: INTERPRETATION OF THE CONSTITUTION AND REGULATIONS**

On any point where the Constitution or the Regulations are silent or where a conflict of interpretation arises, the decision of the Executive shall be final subject to the over-riding authority of the Annual General Meeting or a Special General Meeting.

## **ARTICLE XIX: AMENDMENTS TO THE CONSTITUTION**

The Constitution shall not be altered or rescinded except by Resolution passed and confirmed by The Association in an Annual General Meeting or at a Special Meeting, or by signed ballot in the following manner:

- (a) the mover of the proposed Resolution shall give four (4) weeks' notice therefore in writing to the Secretary of The Association setting out the intention to amend, alter or rescind any part of the Constitution;
- (b) the Secretary shall set out such proposed Resolution in full in the notice convening such meeting; or
- (c) such Resolution shall not pass unless there is an affirmative vote by fifty per cent (50%) of members eligible to vote.

## **ARTICLE XX: DISSOLUTION OF THE ASSOCIATION**

The Association shall not be dissolved except by Resolution passed at a General Meeting of members in good standing summoned specifically for this purpose, by a voting of not less than two thirds of members in good standing. If no quorum is realised, the proposal to dissolve The Association shall be submitted to a General Meeting which shall be held two (2) months later and the notice of which must be sent at least thirty (30) days before the day appointed for the meeting and be passed on the majority vote of members present and entitled to vote.

If the General Meeting approves the dissolution, the assets of The Association shall be handed over to an organisation with similar aims and objectives to be decided upon by a majority vote at the same meeting, which shall vote the dissolution.