



**European Association
for Distance Learning**

**Constitution of the European
Association for Distance Learning**

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European Association for Distance Learning
- An international non-profit-making Association -**

Article 1 – Purpose

EADL is an international non-profit-making association which aims to maximise the contribution market-based distance learning can make to enhance the skills and achievements of the people of Europe.

The Association was founded in 1985 by the European Council for Education by Correspondence (CEC) and the European Home Study Council (EHSC) as the Association for European Correspondence Schools (AECS) and renamed The European Association for Distance Learning (EADL) in 1999.

Article 2– Objects

The objects of the Association are to:

- a. promote learning, wherever and however it occurs;
- b. promote the use of all media to facilitate and enhance the learning process, and to increase its geographical and societal spread;
- c. improve the acceptance of distance learning to achieve parity of esteem with other forms of education;
- d. promote research into the methods of distance learning;
- e. promote open discussion of strategy in the business, marketing, and educational aspects of distance learning within an environment in which commercial sensitivities are respected;
- f. share ideas and good practice, and explore projects and partnerships, with trusted colleagues aware of each other's needs and aspirations;
- g. promote quality and professional and ethical standards in distance learning;
- h. gather and communicate information about new developments in distance learning;
- i. maintain contacts with and co-operate with the European Commission, national government agencies and non-governmental educational organisations and networks, and other bodies directly or indirectly interested in distance learning;
- j. promote and protect the interests of members and learners;
- k. promote the establishment of and co-operation with national councils and associations of distance learning providers, and develop strategic partnerships with them;
- l. do all other things incidental or conducive to the attainment of the above objects.

Article 3 – Membership

EADL membership is open to persons and institutions concerned with the provision of distance learning services, their support and use, and who honour the aims of EADL.

There are four categories of members:

- Ordinary Members
- Associate Members
- National Associations, and
- Honorary Members.

Ordinary Membership

Ordinary membership is open to organisations which are active in the provision of distance learning in Europe and which may be

- a. privately-owned organisations;
- b. non-governmental organisations (such as churches, unions, and associations);
- c. public sector providers sympathetic to the advantages and needs of the private sector.

Ordinary membership is also open to

- d. corporate human resources and training departments;
- e. educational publishers;
- f. developers of educational software; and
- g. educational consultants.

Any such member is subject to and bound by all the rules and regulations of the Association as in force at the time of admission of such member or as altered, revised or amended thereafter. To qualify for Ordinary Membership, an institution shall accept the Constitution and comply with the Bye-Laws, Code of Conduct and Minimum Standards of Quality, and its representative shall sign these documents to confirm acceptance.

National Associations

A national association may apply for National Association membership of the Association. No rights of membership of EADL will accrue to the members of the national association.

Associate Members

Associate members are those who support the aims and activities of EADL. They may be:

1. institutions not eligible for Ordinary Membership, e.g. organisations not based in Europe;
2. individuals. Any individual can become an associate member unless directly connected with an institution which could be but chooses not to be an Ordinary Member.

Honorary Members

Honorary members are individuals approved for life membership at the Annual Meeting on the recommendation of the Executive Committee.

Associate or Honorary Members have the right to attend the Annual Meeting and to speak at the Meeting but not to vote.

Article 4 – Meetings

There shall be an Annual Meeting of the Association, at a date and place which shall be determined by the Executive Committee, normally within six months of the financial year-end.

The purpose of such an Annual Meeting shall be: election of officers, annual reports, budget, and other business as decided by the Executive Committee. Members may propose items for discussion at the Annual Meeting. Such proposals must be filed with the Secretary at least six weeks in advance of the meeting. Notice of the time and place of the Annual Meeting, signed by the Secretary, shall be mailed to each member at least four weeks before the time appointed for the meeting. Special meetings of the Association shall be held at the call of the Executive Committee, or when requested in writing by more than one third of the members.

Members may send one or more representatives to meetings, but only the one who is nominated to be the member's voting representative has the right to vote.

At the Annual General Meeting, those attending shall constitute a quorum. At any other meeting of the Association one-third of the members shall constitute a quorum.

Article 5 – Voting

Each Ordinary and National Association Member has one vote. Except where otherwise specified in this Constitution, all decisions shall be taken by simple majority of the votes cast by voting representatives present.

If for any reason no Annual General Meeting is held in a particular year, any decisions that need to be taken by members shall be proposed to them in writing. Similarly, in the case of a matter arising which, in the judgement of the Executive Committee, requires a decision by members to be taken before the next Annual General Meeting, the Executive Committee shall have the power to refer this matter to members for votes to be cast in writing. The rules applying to votes cast by representatives present at a meeting shall also apply to votes cast in writing.

On a motion relating to the financial budget, if – before or upon the declaration of the result of the vote decided on a show of hands – a poll be demanded by at least three voting representatives, it shall be taken at such time and place and in such a manner as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

On such a poll relating to a financial budget, every Ordinary or National Association Member shall be entitled to votes in proportion to his paid up annual fee. The number of an Ordinary or National Association Member's votes shall be calculated by dividing Euro 100 into the annual fee paid by the member. In the case of Ordinary Members being public sector providers the number of votes shall be limited to five, irrespective of any annual fees paid in excess of 500 Euros.

In the event of any equality of votes, either on a show of hands or on a poll, the chairman shall have the casting vote.

Associate Members and Honorary Members have no voting rights.

Article 6 – Executive Committee

The Association is governed by an Executive Committee consisting of a minimum of five and a maximum of seven members, as follows:

- President
- Two Vice-Presidents
- Treasurer
- Secretary (if no permanent secretary is appointed)
- And up to three other committee members

Executive Committee members shall be elected by the Annual Meeting by secret ballot. At least one member shall come from the national association members. In case fewer than seven members have been elected, the Executive Committee may co-opt additional members as and when required up to the maximum.

No two members of the Executive Committee shall come from the same Ordinary Member.

The President, Treasurer and one of the Vice-Presidents shall be elected separately at the Annual Meeting for a period of three years. The other Vice-President shall be appointed by the Executive Committee from among its members. The Executive Committee may appoint a Permanent Secretary to support its work.

The decisions of the Executive Committee shall be taken by a simple majority of the members present and voting. In the event of an equality of votes, the President shall have the casting vote. Three members of the Executive Committee shall constitute a quorum.

When attending Executive Committee meetings, the Secretary shall have a right to speak but not to vote, unless elected to the Executive Committee in the capacity of an Ordinary or National Association Member.

Article 7 – Finances

Expenses on behalf of the Association shall be financed by annual fees. Annual fees payable shall be determined by the Annual Meeting and for Ordinary and Institutional Associate Members active in the provision of distance learning shall be related to 'fee income'.

Fee income shall mean fees earned by the member from distance learning services, including fees earned by distance learning institutions controlled by the member from a European office for providing tuition in Europe. Fee income shall exclude investment income, and income received from any activity of the member not specifically connected with distance learning, and revenue received from the provision of distance learning services outside Europe.

In the case of Ordinary Members being corporate human resources and training departments, educational publishers, developers of educational software, or educational consultants not directly concerned with the provision of distance learning, annual fees payable shall be the same as for National Associations.

An annual income and expenditure budget, with due regard to the financial health of the association, shall be prepared by the Executive Committee for consideration and approval by the Annual Meeting. The Executive Committee shall have the authority to adopt this budget in its autumn meeting, and to act on it prior to approval by the Annual Meeting.

The accounts of the Association shall be scrutinised annually by a duly qualified auditor, who shall be elected at the Annual Meeting.

The financial year begins on January 1 and ends on December 31.

Article 8 – Official Language

The official language of the Association is English.

Article 9 – Seat

The Association has its seat in Arnhem.

Article 10 – Resignation

Any member may withdraw from the Association after fulfilling all obligations to the Association. Notice shall be given in writing to the Secretary, and shall be presented to the Executive Committee at the first meeting after its receipt. Such withdrawal shall take effect at the end of the financial year in which the notice of withdrawal is presented to the Executive Committee. The withdrawing member shall pay and be liable for payment of dues until the effective day of the withdrawal. The member shall retain all rights and privileges in the Association until the effective date of withdrawal.

Article 11 – Expulsion of Members

Any member contravening the provisions of this Constitution or the Bye-laws, or acting in a manner harmful to the Association may, on the recommendation of the Executive Committee, be expelled from membership by decision of the Annual Meeting by a two-thirds majority of those present and voting. The member in question shall be given reasonable time to prepare any defence material to be considered by the Executive Committee and the Annual Meeting. A member who has been expelled has no claim upon the funds of the Association for repayment of any contribution made, but is liable for any contribution due in the current financial year.

Article 12– Membership Liability

No single member of the Association shall be liable for the debts of the Association in any amount in excess of the membership fee required of such member for the year in which the indebtedness is legally established.

Article 13 – Dissolution

The Association may be dissolved by decision of the Annual Meeting or a special meeting of the members called for that purpose. A two-thirds majority of the members present and voting will be required.

The Secretary shall circulate the exact terms of any proposal to dissolve the Association by registered letter to every member of the Association not later than two months before the meeting.

Upon dissolution of the Association, any sums remaining in the treasury, after payment of all debts and claims against the Association, shall be returned to Members in proportion to their contribution over the last two years.

Article 14 – Amendments

The Constitution may be amended or altered, either in whole or in part, by a majority of two-thirds of the voting members present and constituting a quorum at any duly organised meeting of the Association. The proposed change must be filed with the Secretary at least six weeks in advance of the meeting.

A notice of such proposed amendment, with a copy thereof, shall have been mailed to the entire membership of the Association not less than four weeks in advance of such a meeting which is to consider the change.

Article 15 – Bye-Laws

Bye-Laws shall contain detailed regulations not taken care of in the Constitution itself.

The Bye-Laws, and the amendments, shall be adopted according to the rules laid down in Article 5.

Article 16 – Adoption

This Constitution was duly adopted by a vote of members of the Association on 26 April 1985. Amendments were made on 12 April 1988, 17 May 1990, 25 June 1999, and 30 May 2001. Further amendments were made on 31 July 2002 by the 2002 “Virtual AGM”, to be valid from the year 2002 onwards. These were confirmed by the Hamburg AGM held on 15 May 2003. Major changes reflecting EADL’s new “Vision and Mission” statement were approved by the 2005 AGM held in Helsinki on 16 June 2005.

Bye-Laws of the European Association for Distance Learning

1. Introduction

The description of organisation and procedural practice contained in these Bye-Laws is intended to comply with and to implement the Constitution of the Association.

The Bye-Laws are agreed for the guidance of the Executive Committee and members in general. They are not intended in any way to limit the discretion of the Executive Committee to discharge its responsibilities for government under Article 6 of the Constitution.

2. Executive Committee

The affairs of EADL shall be managed by the Executive Committee in accordance with Article 6 of the Constitution. This Committee shall be the only Committee directly appointed by the Annual Meeting. The Executive Committee shall have and shall exercise complete executive powers, provided that in the exercise of these powers it shall do nothing inconsistent with these Bye-Laws, the Constitution, or general policy as laid down from time to time by members assembled at Annual or Special Meetings.

The members of the Executive Committee shall be elected for a three-year term of office. Normally, two members in rotation shall retire each year. They are eligible for re-election.

Every member has the right to propose candidates, the proposals to be filed with the Secretary not later than six weeks before the day of the meeting. Candidates may also be nominated by the Executive Committee. If there is not at least one candidate nominated by members for each of the vacant seats, the Executive Committee shall make the necessary further nominations.

All nominations shall be mailed to the members of the Association at least four weeks before the day appointed for the Annual Meeting.

The term of office of the newly elected members of the Executive Committee begins immediately after the conclusion of the Meeting at which they have been elected.

3. Sub-Committees

The Executive Committee may appoint Sub-Committees for any purpose which in the opinion of the Committee would be better regulated and managed by means of a Sub-Committee and may delegate to a Sub-Committee as it thinks fit, any functions exercisable by the Executive Committee.

The Executive Committee shall have power to authorise Sub-Committees to co-opt members of EADL who are not members of the Executive Committee, and exceptionally to co-opt non-members of EADL who are specially qualified and willing to contribute to its activities.

All Sub-Committees shall report in writing to the Executive Committee.

4. Vacancies

Whenever a vacancy in any Committee occurs (by death, resignation or otherwise), it shall be filled by decision of the Executive Committee until the next Annual Meeting.

5. Officers of the Association

Subject to the general control of the Executive Committee, the duties and responsibilities of officers shall be as follows:

The President

- To represent EADL at meetings of other organisations and otherwise as requested by the Executive Committee.
- To act as Chairman of the Executive Committee and of Association meetings ensuring the proper conduct of business in accordance with the Constitution and these Bye-Laws.
- To stimulate activity designed to enhance the status of EADL and increase the number of members.
- To keep informed about all activities of other officers and to attend any meetings arranged by them at his discretion.
- To take decisions on matters of urgency, with or without the support of the members of the Executive Committee, who may be consulted by correspondence or invited to attend meetings at his discretion.
- To foster co-operation and promote co-ordination of the activities of other officers of EADL
- To report to each Annual Meeting on the work of the Association throughout the previous year.

The Vice-Presidents

To assist the President by deputising for him as required. In the absence of the President, the longest-serving Vice-President shall take over the President's duties.

The Treasurer

- To keep proper financial records and accounts of EADL income and expenditure.
- To make payment to or on behalf of those authorised to incur expenditure from EADL funds, subject to the provision of satisfactory documentation.
- To supply the Executive Committee with progressive data of payments made from EADL funds.
- To collect annual fees according to the approved scale.
- To take such other action as may seem appropriate to him to safeguard and promote financial interest of EADL.
- To prepare the income and expenditure budget of the Association for presentation to the Annual Meeting.
- To refer to the Executive Committee any requests for payments which are not covered by the agreed budgets, and to keep any surplus funds on deposit only in a manner which has previously been agreed by the Executive Committee.

The Secretary or, if a Permanent Secretary is appointed, the Permanent Secretary

- to keep records of EADL activities, ensuring the observance of the Constitution and these Bye-Laws;
- to make all necessary arrangements for EADL Meetings and for the meetings of the Executive Committee;
- to prepare agendas for all meetings;
- to prepare and issue the minutes of the meetings of the Association and Executive Committee;
- to handle all internal and external EADL communications;
- to collect and disseminate information;
- to recruit new members and process applications for membership; and, in the case of a Permanent Secretary having been appointed,
- to draw up the budget in consultation with the Treasurer;
- to arrange conferences through the R&D Committee and local/professional organisers;
- to carry out any other tasks delegated to him by the Executive Committee as a whole or, with the consent of the Executive Committee, by individual Officers.

6. Other Officers

The Executive Committee may appoint other officers, including a Permanent Secretary, with such powers as it may deem necessary to assist it in carrying out its functions. The Permanent Secretary shall be the only officer who may, at the discretion of the Executive Committee, receive a honorarium.

7. Annual Programme

The Annual Meeting shall normally be held during the month of May or June. Before leaving the place of the Annual Meeting, the Executive Committee shall meet to deal with business arising from the Annual Meeting and to make other necessary arrangements for the ensuing year.

Thereafter, the progressing of business shall be the responsibility of the Executive Committee so that EADL funds can be put to the most effective use and costs of formal meetings kept to a minimum, holding such meetings as may be necessary in order, among other things, to

- receive reports of the officers;
- consider estimates for the next EADL financial year;
- consider the level of annual fees to be recommended to members for approval at the Annual Meeting;
- consider the agenda for the Annual Meeting, which shall include any motions dealing with matters which the Executive Committee wishes to raise.

A meeting of the Executive Committee shall normally be held at the place of and immediately before the Annual meeting.

At this meeting:

- any revisions to the annual report shall be approved;
- the Final Agenda and any emergency motions shall be considered and the Committee's recommendations on all agenda items shall be determined for report to the Annual Meeting.

8. Admission of New Members

Applicants seeking admission to membership shall apply in the first place to the Secretary, who shall make arrangements for an application form to be completed.

8.1. The Secretary shall seek assurances and be satisfied that the applicant:

- accepts the Constitution, Bye-Laws, Code of Conduct and Minimum Standards of Quality of EADL currently in force; and
- signs the EADL Constitution, Bye-Laws, Code of Conduct and Minimum Standards of Quality.

8.2.

- a. Where a system of voluntary state control in the field of distance learning exists, the applicant shall have the appropriate recognition; or
- b. where there is, in the applicant's country, a national association of distance learning providers with admission requirements setting standards which are the same as or stricter than those in the Code of Conduct and Minimum Standards of Quality of EADL, the applicant shall be a member of that association; or
- c. where there is, in the applicant's country, a system of voluntary accreditation by agencies recognized by the Department of Education in that country, the applicant shall have such accreditation.
- d. In the case of Universities or other degree-awarding bodies the application shall establish:
 - that, regardless of the qualifications it offers, the organization is recognized by the appropriate state authorities or by an accrediting agency which in its turn has state recognition in the country or countries where it is registered or from which it operates;
 - that, if degree courses are offered which obtain their ultimate validation by being the degrees of another, properly accredited university, this is clear in all publicity, and the organization offering such courses does not call itself a university unless entitled to do so by dint of having appropriate state recognition or accreditation awarded by an accrediting agency which in its turn has state recognition in the country or countries where the university is registered or from which it operates.

8.3. Exceptionally, and at its absolute discretion, EADL may admit an applicant who does not comply with 8.2. (a), (b) or (c) above provided that the applicant has the support of existing EADL members in the country concerned and has been in the field of distance learning for at least two years.

On completion of the application form and provision of such information as the Executive Committee considers being necessary, the Secretary shall, in consultation with any members from the applicant's country and after making such enquiries as he considers appropriate, submitting a report to the Executive Committee, who shall decide whether to admit the applicant.

9. Payment of Annual Fees

As soon as possible after the Annual Meeting, the Treasurer or the Permanent Secretary shall notify each member of the amount of the annual fee payable as agreed at the Annual Meeting.

Annual fees shall become payable on receipt of this notification.

If a member, after being given notification and receiving a reminder, still does not pay the annual fee determined by the Annual Meeting, the member shall, before the next Annual Meeting, be suspended from membership of the Association. A member who fails to pay for a second year will automatically be expelled and will have to reapply for membership in order to join the Association again.

10. Annual Estimates

The Executive Committee shall examine estimates of anticipated expenditure and income for the current and ensuing years.

On the basis of these estimates and the information provided by members with regard to fee income, the Executive Committee shall determine what rate of annual fee should be recommended for each section of membership and complete a proposal for the budget for the ensuing year.

The Executive Committee shall provide all members with such information as, in the view of the Executive Committee, will enable them to judge the merits of the Committee's recommendations and propose amendments for consideration at the Annual Meeting.

No committee of the Association and no officer shall incur any expenditure for any purpose not provided for in the annual estimates, or any expenditure in excess of the amount provided for the relevant item in the estimates, unless approved by the Treasurer in consultation, if necessary, with the President in the light of exceptional circumstances.

The estimates shall identify the officers responsible for each item of expenditure. All accounts passed to the Treasurer for payment shall be certified by the appropriate officer, who shall produce such vouchers, receipts or other documents as may be required by the Treasurer.

The Treasurer can delegate to the Permanent Secretary such parts of his responsibilities under Article 10 as he sees fit.

11. Travelling and Subsistence Allowances

Members of the Executive Committee and of other duly authorised Sub-Committees shall be entitled to reimbursement of, or a contribution towards, reasonable expenditure incurred by them in attending EADL Committee Meetings and meetings with other bodies or persons where the main purpose is to represent or conduct business on behalf of EADL.

The basis of allowances is as set out below. These represent maximum allowances. Members may claim less, but not more.

Committee members may claim their expenses insofar as they are directly related to meetings, but if they are in any event travelling to an EADL Meeting, they may not claim travelling expenses except for any extra expenses required to attend the committee meeting.

The maximum amount claimable by committee members will be limited to economy class travel and necessary meals and overnight accommodation.

12. Advertising

In advertisements and literature issued to prospective learners, members of EADL may state only that their institution is 'a member of the European Association for Distance Learning' (in English or in their native language) and/or use the emblem of EADL. No other wording may be used without the approval of the Association, and members are expressly forbidden from stating any official position they may hold within EADL.