



**JAMAICAN ASSOCIATION
FOR DISTANCE AND OPEN LEARNING**

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Constitution
of
The Jamaican Association for Distance
and Open Learning
(JADOL)

(As amended August 2001)

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ARTICLE I: NAME

The organization shall be called **The Jamaican Association for Distance and Open Learning**, hereafter referred to as "The Association", with the acronym, **JADOL**.

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

ARTICLE II: REGISTERED OFFICE

The Registered Office shall be located at:

The UWI Distance Education Centre (UWIDEC)
c/o The University of the West Indies, Kingston 7
Jamaica, The West Indies
Tel: (876) 9272-831; Fax: (876) 977-3494
Email: jadol@uwimona.edu.jm

ARTICLE III: AIM

To promote, enhance and develop the practice of distance and open learning in Jamaica for individual, institutional and national development.

ARTICLE IV: OBJECTIVES

In pursuit of the Association's aim, the objectives of The Association shall be:

1. To be an advisory body to the Government, to institutions and the wider community on distance and open learning.
2. To support activities of organizations, agencies and institutions involved in distance and open learning, to encourage co-operation among them and to establish and promote adherence to agreed standards of operations.
3. To set minimum standards for activities and to monitor and ensure their maintenance.
4. To initiate and/or widen educational activities and access through distance and open learning for those individuals unable to participate through

traditional means, so as to enhance growth and development in human resources.

5. To initiate and/or support research and development in distance and open learning, disseminate the results of relevant research and identify appropriate areas in which research and development is particularly needed.
6. To seek to establish a clearing house for information on distance and open learning.
7. To provide and promote a forum for interaction, co-operation and exchange of information and materials among national, regional and international users and providers with related goals, on issues affecting and/or related to the field of distance and open learning.
8. To organize regular discussions, conferences, seminars and/or workshops on various issues in distance and open learning.
9. To publish newsletters and such other publications as The Association shall determine from time to time.
10. To provide and encourage inter-institutional consultancies among members as efficiently and as widely as possible.
11. To seek funding or to engage in fund-raising activities adequate for The Association to carry out its programmes and activities.

ARTICLE V: MEMBERSHIP OF THE ASSOCIATION

V.I: Eligibility

1. Any person, agency, institution or organization, both government and non-governmental, demonstrating an interest in, or an involvement with, distance and/or open learning, shall be eligible for membership and to hold an elected position in accordance with the rules pertaining to specific categories.
2. 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.

V.II: 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 person was accepted as a member
- The date on which the person 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

V.III: Categories of Membership

There shall be eight categories of membership as follows:

Individual

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

- Submits evidence of interest/participation in distance and/or open learning activities
- Pays the relevant membership fees
- Signs the Code of Ethics of The Association
- 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.

Organizational/Institutional

Any agency, institution or organization involved in or supportive of distance and/or open learning shall be eligible for full membership. Such an organization shall be entitled to two designated persons to represent it at meetings of The Association and to participate in all activities, and, at the discretion of the Executive, may be allowed to increase the number of designated persons at a prorated fee as described in the Membership fee schedule, approved annually. The organization shall enjoy all rights and privileges of full membership, EXCEPT the right to hold office on the Executive. Further, it shall be entitled to two votes on matters before The Association.

Organizational Member status shall be conferred provided that the following conditions shall be satisfied:

The organization:

- Presents to The Association relevant reports of its AGM that specifies activities/interest in distance and/or open learning
- Pays relevant membership fees
- Undertakes The Association's activities

- Supports The Association (e.g. through the provision of secretarial or editorial services or other similar services including financial assistance)
- Signs the Code of Ethics

Note: If any person or persons in good financial standing, designated by his or her organization to attend meetings on behalf of that organization, is nominated and elected or co-opted to the Executive, it shall be that individual and not the organization 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 organization at meetings.

Student

Student membership shall be conferred on condition of:

- Satisfactory evidence of enrolment in distance and/ or open learning studies
- Signing the Code of Ethics
- Payment of membership fees

A student member may be co-opted to serve on the Executive or on sub-committees of The Association.

Life

Any person 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 Executive.

Life membership shall be conferred on condition of:

- Payment of the full life membership fee at one time
- Signing the Code of Ethics

Associate

Any foreign or local person, organization, agency or institution, national, regional or international, interested in, but not directly involved in, the practice and/or delivery of distance and 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 nor be allowed to vote on matters before 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
- Signing the Code of Ethics

Subscription Member

Any foreign or local person, organization, agency or institution, national, regional or international, who has an interest in or is involved in distance and/or open learning may be admitted as a Subscription member. Subscription members shall only be entitled to receive the publications normally distributed to members on payment of the requisite subscription fee, and shall not be eligible for election to any office of The Association nor to vote at Annual General Meetings nor be co-opted to sub-committees.

Such members may also be asked to make contributions in various ways, including monetary contributions.

Honorary Members

An Honorary member shall be a person selected by the Executive in recognition of his/her notable and/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.

Ex-officio Members

Any person who has served previously in the capacity of President of The Association shall have the right to be invited to serve as an Ex-officio member.

V.IV: 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.

The schedule of membership fees shall be as follows:

- Individual member J\$ 1,000.00 per year
- Organizational member \$ 2,500.00 per year
- Student member \$ 250.00 per year
- Life member \$ 25,000.00 paid at one time
- Honorary member
- Associate member (To be determined)
- Subscription member (To be determined)
- Ex-officio member (To be determined)

V.V: Administrative Year

The administrative year of The Association shall be from August to July.

V.VI: Termination of Membership

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

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

ARTICLE VI: CHAPTERS

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

ARTICLE VII: 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 video conference.

One of these meetings shall be the Annual General Meeting, which shall be held as a face-to-face meeting. 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 & 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 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 Executive Secretary and 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 VIII: OFFICERS

The Officers of The Association shall be:

- i) President
- ii) First Vice-President
- iii) Second Vice-President
- iv) Immediate Past President
- v) Executive Secretary
- vi) Assistant Secretary
- vii) Treasurer
- viii) Public Relations Officer

The President and two Vice Presidents shall be elected at the Annual General Meeting. The Executive Secretary, Assistant Secretary, Treasurer, Auditor and the Public Relations Officer 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 consecutive two-year 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- Presidents

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

c) Executive Secretary

The Executive 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/she shall act as the Returning Officer of The Association.

d) Assistant Secretary

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

e) Treasurer

The Treasurer shall receive and disburse, under the direction of the Executive, all monies received and shall keep in safe custody vouchers for all monies disbursed.

He/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/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.

f) Public Relations Officer

The Public Relations Officer shall promote the image and goodwill of The Association. He/she shall publicize the activities of The Association.

ARTICLE IX: NOMINATION AND ELECTION OF OFFICERS OF THE ASSOCIATION

1. The Officers, except for the Executive Secretary, Assistant Secretary, Treasurer and Public Relations Officer 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 Meeting, the Executive shall appoint a Nominating Committee of not less than five (5) persons and shall designate a Chairman of that committee. It shall be the duty of the Committee to obtain the consent of those nominated and present the nominations to 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 Chairman 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 X: THE EXECUTIVE

X.I Composition

The Executive shall consist of:

- i) The President
- ii) The First Vice President
- iii) The Second Vice President
- iv) Immediate Past President
- v) The Executive Secretary
- vi) The Treasurer
- vii) The Assistant Secretary
- viii) The Public Relations Officer and
- ix) Not less than three (3) other members, three elected at the Annual General Meeting. Additional members shall be co-opted by the Executive as necessary.

X.II Functions

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

X.III 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.

X.IV Meetings

Meetings of the Executive shall be held at least once every two (2) months provided that at least seven (7) days' notice of such meeting is given to each member. The quorum for the meetings shall be one third of the members. Notice of matters to be brought before the Executive must be given in good time.

X.V Powers and duties of the Executive Committee

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

- i) Supervise the affairs of The Association;
- ii) 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;
- iii) Propose the operating budget of The Association for approval at the Annual General Meeting;
- iv) Nominate Auditors for approval at the next Annual General Meeting;
- v) Appoint members of the Standing Committees of the Association;
- vi) Establish Chapters and *Ad Hoc* Committees as the need arises;
- vii) Ratify the terms of reference of committees;
- viii) Fill vacancies on the Executive arising during the year.

X.VI Removal from office

A member of the Executive shall vacate office:

- i) 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;
- ii) if he/she is found to be of unsound mind, becomes bankrupt or is found guilty of criminal activity;
- iii) if the Executive, with sufficient cause, requests the resignation of the member. If the member is also an elected officer, the resignation is reported to the General Meeting;
- iv) if at a Special General Meeting of members, a resolution is passed by two-thirds members present that the member be removed from office.

X.VII Remuneration

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

X.VIII Standing Committees

- (i) Finance and Fund Raising Committee
To advise the Executive on matters relating to the development and implementation of its financial policies.

- (ii) Membership Committee
To develop and implement policies and plans to increase the membership of The Association and the involvement of members in its activities.
- (iii) Public Relations Committee
To communicate the aim and objectives of The Association and promote the activities of The Association to the members and the general public.
- (iv) Publications 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.
- (v) Research and Development Committee
To plan and co-ordinate the major research activities of The Association and encourage research in areas relating to distance and open learning, as approved by the Executive.
- (vi) 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.
- (vii) Standards Committee
To develop national quality standards that will be the recognized symbol of excellence and consistent quality in all aspects of work in distance and/or open learning undertaken by individuals and organizations.

ARTICLE XI: 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 Treasurer and any one of the following officers:

- a) President

b) Executive 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 August 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 Treasurer and one of the two other signatories named by the Executive.

Appointment of Auditors and Audit of Accounts

The Auditors 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 Auditors to make such examination of financial records of The Association as are deemed necessary, from time to time, for reporting to the members. They 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/records of account to be kept with respect to all financial transactions of The Association.

ARTICLE XII: RULES AND REGULATIONS

The Executive shall have power to make and/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 XIII: 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 Executive Secretary of The Association.

ARTICLE XIV: EXECUTION OF DOCUMENTS

Any two, of the President, Executive Secretary or 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 Executive Secretary to any document/s requiring execution under the Stamp. The stamp shall remain in the custody of the Executive Secretary unless the Executive dictates otherwise.

ARTICLE XV: 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 XVI: 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 in the following manner:

- (a) the mover of the proposed Resolution shall give four (4) weeks' notice thereof in writing to the Executive 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;
- (c) such Resolution shall not pass unless there is an affirmative vote by two-thirds of the members present and voting.

ARTICLE XVII: 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 the members present. If no quorum is realized, the proposal to dissolve The Association shall be submitted to a General Meeting which shall be held one (1) month later and the notice of which must be sent at least thirty (20) days before the day appointed for the meeting.

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