



## **AFRICAN COUNCIL FOR DISTANCE EDUCATION (ACDE)**

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# **THE ACDE CONSTITUTION**

As amended and adopted by the 3<sup>rd</sup> ACDE General Assembly  
Held in Dar es salaam, Tanzania  
15 July 2011

# CONSTITUTION OF THE AFRICAN COUNCIL FOR DISTANCE EDUCATION

## **PART I: PRELIMINARY**

### **1. NAME**

- 1.1. The name of the organization shall be the African Council for Distance Education.
- 1.2. The initials **ACDE** shall be used as the short title wherever appropriate.
- 1.3. The ACDE is a Pan-African organization established and incorporated according to the laws of the Republic of Kenya, with a permanent Secretariat and headquarters in Nairobi, Kenya.

### **2. DEFINITIONS**

- 2.1. In this constitution, unless specifically stated otherwise:

“**ORGANIZATION**”, means the African Council for Distance Education.

“**BOARD**”, means the executive arm of the Council.

“**DISTANCE EDUCATION**”, refers to an individualised educational delivery strategy in which learning takes place away from the host institution and is to be supported by a variety of media.

### **3. MISSION AND GOALS**

- 3.1. **Mission:** The mission of the African Council for Distance Education shall be to promote the use of methods of open and distance learning to increase access to education and training in Africa.
- 3.2. **Goals:** The African Council for Distance Education shall have the following as its goals:
  - (a) to promote open and distance learning, flexible learning and continuing education in Africa;
  - (b) to promote research and training in open and distance learning in Africa;
  - (c) to contribute to the development of policies essential to the advancement of open and distance learning;
  - (d) to foster continental and global collaboration in open and distance learning;

- (e) to provide a forum where individuals, organizations and governments can deliberate on policy matters on open and distance learning;
  - (f) to promote the development of appropriate methods, human capacities and technologies in education and training relevant to open and distance learning.
  - (g) To provide forum for interaction, sharing and dissemination of ideas on open and distance learning.
- 3.3. The Council is a specialist, expert council in collaboration with the Association of African Universities (AAU).
- 3.4. The Council will also seek accreditation as an NGO member of the Economic and Social Council of the African Union (AU), and collaborate with AU in the advancement of education and development in Africa by means of open learning, e-learning and distance education.
- 3.5. The Council will also seek an appropriate status with UNESCO, the International Council for Distance Education (ICDE) and any other bodies as the Board will from time to time determine.

## **PART II: MEMBERSHIP**

### **4. MEMBERSHIP QUALIFICATION**

- 4.1. Membership of the organization shall be universities represented by their Chief Executive Officers and other institutes of higher learning after the payment of an annual membership fee to be determined by the Board of the Organization.
- 4.2. Associate membership may be granted to international, regional and national bodies who share in the main mission of the Organization as stated herein in open and distance learning.
- 4.3. Individual membership may be granted to academics, researchers, professionals and other practitioners in open and distance learning.
- 4.4. The annual membership fee to be paid by universities and other institutions of higher learning shall be determined at the General Assembly of the Organization.
- 4.5. Fees are for the calendar year and must be paid up before the General Assembly to maintain membership.

## **5. REMOVAL OF A MEMBER/DISQUALIFICATION OF MEMBERSHIP**

A member shall cease being a member if:

- (a) He/she fails to pay annual membership fee.
- (b) He/she is removed from membership by a vote of not less than two thirds of the members present at a quorate and provided that a member has been given reasonable opportunity to be heard.
- (c) He/she has given one month notice in writing to the Board of its intention to resign from membership. Upon expiry of such notice, it shall cease to be a member but its liability to contribute to the funds of the organization in the event of its being wound up or dissolved shall continue to for one year from the expiry of such notice.
- (d) The Board may recommend to the Organization the re-admission of a member under conditions that may be determined by the Organization.

## **PART III: THE BOARD OF THE ORGANIZATION**

### **6. POWERS AND FUNCTIONS OF THE EXECUTIVE BOARD**

- 6.1. There shall be an Executive Board which will:
  - 6.1.1 Execute and implement the policies and resolutions of the General Assembly.
  - 6.1.2 Receive reports, approve the Annual Budget and adopt the Financial Statements of the Council.
  - 6.1.3 Serve as the highest governance and policy making forum of the ACDE between General Assemblies, and in that regard, will deliberate upon, determine and execute policy on matters which, in the opinion of the Executive Board, advance the mission and goals of the Council, subject to ratification at the next meeting of the General Assembly.
- 6.2. The Executive Board may cause the constitution of ACDE to be amended provided that 75% of the members of the Council have, by special resolution, approve such amendment(s), provided that the amendment(s) will be presented to the General Assembly for ratification.
- 6.3. There shall be a permanent Secretariat which will serve as the executive headquarters of the ACDE; provided that by resolution of the Executive Board, project offices or units, may be established in any other region in Africa.

- 6.4. The Executive Board shall appoint an Executive Director who will serve as the executive head of the Council, according to the terms and conditions of employment and policy on remuneration as shall have been prescribed from time to time by the Executive Board.
- 6.5. The Executive Director shall:
- 6.5.1 Be head of the Secretariat, and based at the ACDE Secretariat in Nairobi, Kenya;
  - 6.5.2 Be responsible for the administration and management of the Secretariat, and shall report to the Board;
  - 6.5.3 Be responsible for the preparation of budget and financial management of the organization for which he/she reports to the treasurer; and
  - 6.5.4 Be secretary to the Board and ex-officio member of the Board.
  - 6.5.5 Directors/Heads of various units that may be established from time to time will report to the Executive Director.

## **7.0 MEMBERSHIP OF THE EXECUTIVE BOARD**

- 7.1 The Executive Board shall consist of the office bearers of the Council, one regional representative for each of the following five regions of Africa (Northern, Western, Central, Eastern and Southern Africa), who shall all be serving Vice Chancellors, Presidents, Rectors or executive heads of member institutions; and three members drawn from among the general members of the Council in good standing. Where a region will not be represented the Board may appoint a representative from that region.
- 7.2.1 The office bearers of the Council shall be:
- (a) The President
  - (b) The Deputy President
  - (c) The Secretary General
  - (d) The Treasurer

Provided that the office bearers shall be drawn from Vice Chancellors, Rectors, Presidents or executive heads of member institutions.

- 7.2.2.1 The President of the ACDE shall be the executive head of the host institution of the General Assembly at which the election takes place.

- 7.2.2.2 The other office bearers of the Council will as much as possible reflect the regional and linguistic regions of Africa.
- 7.2.2.3 The Executive Director will serve as an ex-officio member of the Executive Board with full powers to deliberate and vote.
- 7.2.2.4 The President may exercise a casting vote in the event of a tie in the meetings of the Executive Board.
- 7.2.3 The members of the Executive Board will serve for a period of three years from one General Assembly to another, and are eligible for re-election, provided that a member elected to fill an occasional vacancy will serve till the expiry of the term of the office of the member at the General Assembly.
- 7.3 The office in the Board becomes vacant if the Board Member:
- (a) Dies;
  - (b) Resigns
  - (c) Is disqualified from holding public office by national law;
  - (d) Is removed from office by resolution of the Executive Board for one or more of the following reasons:
    - i) Serious misconduct, involving behaviour or conduct calculated or likely to place the Council into disrepute;
    - ii) Failure to attend at least three (3) meetings of the Executive Board, without just cause;
    - iii) In the event the member, either ceases to be a member in good standing of the Council; or ceases to hold office appropriate to the category by virtue of which the member held office.
- 7.4 In the event the office of the President becomes vacant for whatever reason, the Executive Board may elect another member from among the Executive Board to serve for the remaining period of the former President.
- 7.5 In such an event (as in 7.4), the Executive Board may appoint another member of the Executive Board in such a manner as to ensure that the regional balance is maintained.
- 7.6 In the event of any member of the Executive Board resigns or for whatever reason ceases to be a member, the Executive Board may appoint another member in such a manner as to maintain the representation of the category from which the vacancy was caused.

## **8. ELECTION OF OFFICE BEARERS OF THE ORGANIZATION**

- 8.1 The Organization during the General Assembly shall elect the office bearers.
- 8.2 Each representative of the region shall be elected by the region to represent it in the Board of the Organization.
- 8.3 The Board shall appoint a Returning Officer for purposes of elections.
- 8.4 Nominations for the offices of the Board shall be called sixty (60) days prior to the General Assembly. The said nominations must be received at the least thirty (30) days before the General Assembly. The ballot papers must be sent to the Council members at least seven (7) days before the General Assembly. The ballot papers shall be returned to the Returning Officer by the first day of the General Assembly.
- 8.5 The results of the elections to the Board shall be announced during the last day of the General Assembly at which the elections are held.
- 8.6 A candidate shall be declared elected by simple majority.
- 8.7 Office bearers shall hold office for a period of two (3) years from the conclusion of the General Assembly at which the announcement of the election results by the Returning Officer is made until the conclusion of the next General Assembly.
- 8.8 Incumbent office bearers of the Organization are eligible for re-nomination and election for another one term of three (3) years.
- 8.9 The term of office for co-opted members of the Executive Board shall be tied to the term of office of the Board which co-opted them.
- 8.10 The voting rights for members shall be as follows:
  - a) Institutional member five (5) votes
  - b) Associate member three (3) votes
  - c) Individual member one (1) vote
- 8.11 The Executive Director shall be the Returning Officer at the General Assembly.

## **PART IV: MANAGEMENT**

### **9. MANAGEMENT STRUCTURE**

The day to day affairs of the Organization shall be managed by the Executive Officer and the Secretariat. The Secretariat may pay all expenses incurred in setting up and registering the organization and may exercise such powers as may be delegated to it by the Board.

No regulations made by the Organization in a General Assembly, shall invalidate any prior act of the Secretariat which would have been valid if such regulations had not been made.

### **10. FIRST APPOINTMENT TO THE BOARD**

The first members of the Board shall be appointed in writing by the subscribers to this constitution, and shall include four persons who shall act respectively as the Chairman, Vice Chairman, Secretary and Treasurer of the Organization, until the conclusion of the first general Assembly. **Provided that** a member of the Board shall be a member of the Organization.

#### **10.1 OTHER APPOINTMENTS TO THE BOARD**

The Board may from time to time co-opt for purposes of carrying out specific tasks or where certain expertise is required any member of the Organization, in case of a vacancy, or by way of addition, to the Board.

### **11. DUTIES OF OFFICE BEARERS**

#### **11.1 The President:** shall:

- a) Chair the General Assembly and Board meetings
- b) Be the spokesperson for the organization, provided that the chairperson/President may delegate the Executive Director to issue statement on behalf of the organization.

#### **11.2 The Vice President** shall:

- a) Shall deputize for the Vice President in the absence of the President or as delegated.
- b) May undertake any other functions as assigned by the Board.

#### **11.3 The Secretary General** shall: :

- a) Be responsible for overseeing relationship with host government



- b) Be the principal governing official for the organization
- c) Convene the meetings of the General Assembly
- d) Report on activities of the organization at the General Assembly.
- e) Be responsible for inviting bids for hosting the General Assembly and announcing the Board's decision of choice.
- f) Be the convener of elections, in consultation with the returning officer.
- g) Present voters role

#### 11.4 **The Treasurer**

In consultation with the Executive Director, the treasurer shall be responsible for:

- a) Presenting to the Board the budget of the organization
- b) Determining subscriptions
- c) Ensuring financial statements are kept in good order and audited.
- d) Reporting to the Board on the financial status of the organization.

## **PART V: MEETINGS AND QUORUMS**

### **12. PROCEEDINGS OF THE BOARD**

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they deem fit. The quorum necessary for the transaction of business shall be not less than half the number of members of the Board for the time being. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes the Chairpersons shall have a casting or second vote.

### **13. BOARD MEETING PROCEDURES**

1. Ordinary meetings of the Board shall be convened by the Chairperson at least twice in a year.
2. The Chairperson shall ensure that the notice of any Board Meeting, specifying date, time, venue and agenda, shall be sent to each member at least thirty (30) days before such a meeting.
3. If the Chairperson is not present to preside at a Board Meeting, the Vice-Chairperson shall preside.

4. Voting rights at Board meetings shall be restricted to the office bearers and regional representatives.
5. The Board members shall have the right to one vote on each issue being decided at Board Meetings.
6. The quorum for conducting business at the meetings of the Board shall be one-half of the members of the Board.

#### **14. CALLING OF MEETINGS**

##### **a) Ordinary Meetings**

All normal meetings of the Board shall be summoned by the Secretary General in consultation with the Chairman, by giving at least 21 days notice accompanied by the proposed agenda.

##### **b) Requisitioned Meetings**

A member of the Board may, and on the request of at least two (2) members of the Board shall, at any time, summon a meeting of the Board by at least twenty one days notice served upon the several members of the Board, with an indication of the proposed agenda.

#### **15. FORMATION OF COMMITTEES**

The Board may delegate any of their powers to Committees consisting of such members of the Board as they think fit, and any Committee so formed shall, in the exercise of the power so delegated, conform to any regulations prescribed by the Board. The meetings and proceedings of any such Committee shall be governed by the provisions of this constitution for the time being regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any rules made by the Board.

#### **16. DISQUALIFICATION OF MEMBERS OF THE BOARD**

The office of a member of the Board shall be vacated:

- i) If a receiving order is made against him/her or he/she makes an arrangement or composition with his creditors.
- ii) If he/she becomes of unsound mind.
- iii) If he/she fails to attend three successive meetings of the Board without valid reasons.
- iv) If by notice in writing to the Organization he/she resigns his/her office.

- v) If he/she is removed from office by resolution duly passed under this constitution.
- vi) If he/she is removed from membership of the Organization pursuant to a resolution of the Organization.

## **PART VI: GENERAL ASSEMBLIES**

The Organization shall in every three years hold a General Assembly as the General Assembly, in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it. General Assembly shall be called Ordinary General Assembly and all other General Meetings shall be called Extraordinary General Meetings.

### **17. ANNUAL GENERAL MEETINGS**

1. The General Assembly of the Organization shall be held once in every three years within ninety (90) days after the expiry of the financial year of the Organization.
2. The date and venue for the General Assembly shall be set by the Board and all members of the Organization notified in writing not later than ninety (90) days before the General Assembly.
3. Elections of office bearers of the board shall be held every three (3) years during the General Assembly.

### **18. MANNER OF CONVENING EXTRAORDINARY GENERAL MEETINGS**

1. The Board may, whatever it thinks fit, convene an Extraordinary General Meeting.
2. The Board shall also, on the requisition of not more than one-third of the members of the Organization, proceed to convene an Extraordinary General Meeting. Provided that the requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office.

### **19. NOTICE OF GENERAL ASSEMBLIES**

Twenty one (21) days' notice at least (exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given), specifying the place, day and hour of meeting of the Organization shall, notwithstanding that it is called by shorter notice than that specified in the constitution, be deemed to have been duly called if it is so agreed by all members entitled to attend and vote thereat. Provided also that the

accidental omission to give notice to or the non-receipt to notice of a meeting by any person entitled to receive such notice shall not invalidate the proceedings of the meetings.

## **20. COMMON SEAL**

1. The common seal of the Organization shall be under the custody of the Secretary General.
2. The common seal shall not be affixed to any instrument except by the authority of the Board, and the affixing of the common seal shall be attested by the signatures of two members of the Board.

## **21. FINANCIAL YEAR**

The financial year of the Organization shall begin on the first day of January and end on 31<sup>st</sup> December or at such other time as the Board may from time to time determine.

## **PART VII: AMENDMENTS TO THE CONSTITUTION**

### **22. AMENDMENTS**

Subject to the provisions of Regulation 21(1) of the NGO Regulations, the Organization may by special resolution passed modify or repeal this constitution or adopt a new constitution or change the name of the Organization, provided that no such alteration, amendment or modification shall be made which shall impair or prejudice the effectiveness of the prohibitions contained in this constitution against distribution of income, property and assets of the Organization to the members.

## **PART VIII: DISSOLUTION AND DISPOSAL OF PROPERTY**

### **23. DISSOLUTION**

- a) The Organization shall not be dissolved or wound up except by a resolution passed at a General Assembly of members by votes of two-thirds of the members present. The quorum at the meeting shall be fifty percent of all the members of the Organization.
- b) If no quorum is obtained, the proposal to dissolve or wind up the Organization shall be submitted to a further General Assembly, which shall be held one month later. Notice of this meeting shall be given to all members of the Organization at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- c) The Organization will not dissolve itself without prior consent in writing from the Non-Governmental Organizations Coordination Board obtained upon a written application addressed to the

Executive Director of the Non-Governmental Organizations Co-ordination Board and signed by three of the officials of the Organization.

- d) Upon dissolution of the Organization, its remaining assets shall be distributed to another organization(s) with similar objectives.