

ODLAA Constitution

As adopted at the Biennial General Meeting 22 July, 1993, and amended at the

- Biennial General Meeting 21 September, 1995
- Biennial General meeting 29 September, 1997
- electronic Annual General Meeting, 1998
- electronic General Meeting, 11-17 June 2002
- electronic Annual General Meeting, 27 September–4 October 2002
- Annual General Meeting, 10 November, 2005
- electronic Special General Meeting, 22 September – 3 October 2006
- electronic Annual General Meeting, 11-15 December, 2006
- electronic Annual General Meeting, 7-11 April, 2014
- electronic Annual General Meeting, 7-8 May 2019

1 NAME

The association will be named Open and Distance Learning Association of Australia Inc. herein after referred to as ODLAA. ODLAA is a professional association of members interested in the practice and administration of distance education and open learning. It is a nonprofit organisation managed by an Executive Committee of members operating in a voluntary capacity.

2 AIMS AND OBJECTIVES

2.1 To advance the practice and study of open, flexible and distance learning, education and training in Australia by:

- 2.1.1 encouraging and supporting participation by members of the Association in professional development programs
- 2.1.2 supporting research and development programs in the region
- 2.1.3 informing and advising policy makers and government authorities of professional perspectives in matters relating to distance education.

2.2 To foster communication between open, flexible and distance learners, educators and trainers by:

- 2.2.1 the provision of workshops, forums, conferences and seminars on aspects of distance education
- 2.2.2 the dissemination of information about the practice and study of distance education
- 2.2.3 encouraging and supporting communication between members and other distance educators.

2.3 To maintain and extend links with other national and international associations with related aims and objectives by:

- 2.3.1 regular exchanges of information in the form of newsletters and conference proceedings
- 2.3.2 exchanges of information using teleconferences and other communications technologies
- 2.3.3 encouraging the participation of members in the activities of such other associations.

3 MEMBERSHIP

3.1 Membership shall be open to all persons interested in the practice and the administration of open, flexible and distance learning, education and training.

3.2 There shall be four categories of membership:

- 3.2.1 Standard membership
- 3.2.2 Student membership
- 3.2.3 Life membership
- 3.2.4 Institution/Organizational membership

3.3 *Standard membership* shall be open to all persons and confers on those individuals all of the rights, privileges and obligations of membership, including the right to cast a single vote on any matter brought before the Association.

Student membership shall be open to all students enrolled in a graduate course with a specific focus in Open and Distance Education and confers on those individuals all of the rights, privileges and obligations of membership, including the right to cast a single vote on any matter brought before the Association.

Life membership shall be awarded to persons granted this form of membership in accordance with Item 3.5. Life members shall not have the right to vote on matters brought before the Association or be eligible for election to the Executive Committee of the Association.

Institution/Organizational membership shall be open to institutions or organizations with goals that are aligned with that of ODLAA. However institutions or organizations shall not have the right to vote on matters brought before the Association or be eligible for election to the Executive Committee of the Association.

3.4 A membership fee schedule shall be determined annually and approved by the Executive Committee.

3.5 A nomination of an ODLAA member to Life Membership may be made by any three other ODLAA members. Such nomination shall be forwarded to reach the Secretary at least 60 days prior to a General Meeting. Nominations shall be considered by the Executive Committee and recommendations made by it to the General Meeting. A recommendation will be carried if supported by a majority of Association members voting at a General Meeting. No more than two Life Memberships shall be awarded at any one General Meeting.

3.6 ODLAA may also enter special relationships with organisations. The Executive may negotiate to extend the benefits of membership, excluding voting rights and journal distribution, to organisations demonstrating alignment with the objectives of ODLAA. Such organisations will be known as 'affiliates'.

3.7 The Executive Committee shall cause a Directory of members to be kept in which shall be entered the names and addresses of all admitted to membership of the Association.

4 GOVERNING BODY

The governing body shall be a General Meeting of members to be held annually, at the Forum of the Association or by other means as deemed appropriate by the Executive Committee.

4.1 The following business shall be transacted at every annual general meeting:

- presenting the statement of income and expenditure, assets and liabilities of the Association for the last financial year
- presenting the auditor's report on the financial affairs of the Association of the last financial year, and presenting the auditor's statement for adoption
- appointment of an auditor.

4.2 The quorum at any general meeting shall be double the number of the Executive Committee plus one. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting,

- if convened at the requisition of the Executive Committee, shall lapse
- in any other case it shall be adjourned to such other day and time as the Executive Committee may determine.

If at the adjourned meeting a quorum is not present within half an hour of the commencement time, the members present shall be a quorum. For the purpose of this rule, 'member' includes a person attending as a proxy.

4.3 The Secretary shall convene all general meetings of the Association by giving not less than one calendar month notice of any such meeting to the members of the Association. The notice of any such general meeting shall clearly state the nature of the business to be transacted.

4.4 If it is deemed necessary, the Secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:

- being directed to do so by the Executive Committee, or
- being given a requisition in writing by not less than one-third of the members presently on the Executive Committee, or not less than double the number of the Executive Committee plus one of members of the Association.

This notice shall state the reasons why such a special meeting is being convened and the business to be transacted.

4.5 Procedure at every general meeting shall be governed by these rules:

- the President shall preside as chairperson, or if there is no president, the Vice-president or members shall elect one of their number present to act as chairperson
- the chairperson shall maintain order and conduct the meeting in a proper and orderly manner
- in the case of meetings held in-the-flesh (meetings where members are invited to be bodily present) every question, matter and resolution shall be decided by a majority of votes, including proxies. Voting shall be by show of hands unless one fifth of members present demand a ballot. Where meetings are held electronically or where a resolution is put to the members by postal ballot, each matter will be adopted if more votes are received for the motion than votes against. The Executive shall also have power to conduct mixed-mode general meetings, but where postal voting is allowed in a mixed mode process, amendments to motions will not be accepted from the floor.
- every member present (including proxies in the case of meetings held in-the-flesh) shall be entitled to one vote, and in the case of an equality of votes the chairperson shall have a second or casting vote.

- however, no member shall be entitled to vote at any general meeting if the member's subscription is more than 1 month in arrears at the date of the meeting
- the instrument appointing a proxy shall be in writing, bearing the member's signature. The form must be delivered to the Secretary by hand, mail or fax before the meeting commences.
- where it is desired to afford members an opportunity of voting for or against a resolution the instrument for appointing a proxy shall be in the following form:

NOTICE OF PROXY

..... a member of ODLAA do hereby appoint (or the Secretary in the absence of a designated member of ODLAA), to be my proxy at the General Meeting to be held on the day of , I direct that my proxy vote be used in favour/against (delete as appropriate) the resolution.

Signed Date Name (please print)

- The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting to be recorded in a manner which is available for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- The minutes, to be kept on record, of every general meeting shall be signed by the chairperson of that meeting or by the chairperson of the next succeeding general meeting.

5 THE EXECUTIVE

5.1 There shall be an Executive Committee of the Association.

5.2 The members of the Executive Committee will be responsible for the conduct of the affairs of the Association for a period of two years from the date of their election.

5.3 The Executive Committee shall comprise the following positions elected at the AGM for two year terms:

- President
- Vice President
- Secretary
- Treasurer / membership secretary
- Publications Officer
- Member Representative 1
- Member Representative 2
- Member Representative 3
- Member Representative 4

In order to maintain continuity the intention is that half the Executive positions should be elected in alternate years, thus:

- elections for President and Vice President should alternate;
- elections for Treasurer and Secretary should alternate;
- two Members should come up for election each year.

In addition to the elected executive, the following three nominees are invited to participate in Executive meetings as non-voting members:

- Nominee of the host institution of the next conference
- Nominee of the editorial board of DE
- Immediate Past President.

The terms of office of Executive Committee Members and Office Bearers expire after two years. Members of the Committee may resign from office by submitting their resignation in writing to the Secretary or President. A member of the Committee may be asked to step down on the unanimous resolution of the other members of the Executive, if that member has lost the confidence of the Committee, or if the member's continuance on the Committee will, in the view of the Executive, render it unable to effectively perform its duties.

5.4 The following provisions shall apply to the election of members of the Executive Committee:

5.4.1 At least two calendar months prior to the date set for the General Meeting the Executive Committee shall cause to be sent to each member of the Association a notice to the effect that written nominations of members to fill Executive positions will be received by the Secretary up to but no later than the date therein specified. This date will be the closing date for nominations and must be no less than one calendar month prior to the date set for the General Meeting. No person shall be eligible to be elected to the Executive Committee unless at the closing date for nominations that person is a financial member of the Association and has been nominated in writing by two members of the Association

5.4.2 In the event of the number of candidates nominated for election to a position on the Executive Committee being the same as the number required the candidates nominated to such positions shall be deemed to be elected. If no candidate is nominated in respect of any position or the number of nominations falls short of the full number required the positions so affected will be declared vacant at the General Meeting and a call for nominations may be made from the floor of the General Meeting.

Should voting be necessary to fill such positions it shall be by secret ballot.

5.4.3 In the event of the number of candidates for election to the Executive Committee being in excess of the number of vacancies,

(a) The election shall be by ballot and at least one calendar month prior to the General Meeting the Secretary shall post to every member entitled to vote at the General Meeting a printed ballot paper containing in alphabetical order the names of the candidates for election to the Executive Committee and with such ballot paper there shall be enclosed an envelope addressed to "The Scrutineers" care of the Secretary and a smaller envelope marked "Ballot Paper".

(b) Votes shall be recorded by striking out on the ballot paper the names of the candidates for whom it is not wished to vote. Every member voting shall vote for as many candidates as there are vacancies to be filled and no more.

(c) Ballot papers shall be placed in the smaller of the envelopes sent out by the Secretary and marked "Ballot Paper" and such envelope when sealed shall be placed in the larger envelope addressed to "The Scrutineers". The signature of each member voting shall be recorded in the space provided under the flap of the larger envelope before sealing same.

(d) Members may, if they so desire, send the envelopes containing their ballot paper to the Scrutineers care of the Secretary by post or other means but so that they will be received by the Secretary prior to the close of the poll.

(e) The poll shall close at five o'clock in the afternoon, Eastern Time, on the seventh day prior to the day on which the General Meeting is to be held.

(f) Two or more Scrutineers shall be appointed by the Secretary and they shall take charge of the ballot immediately it has closed. They shall count all the votes properly recorded and, keeping the results secret, shall convey the same to the President before the General Meeting and the poll shall be declared at that meeting. Elected members shall hold office from the conclusion of the General Meeting at which the election is declared.

(g) In the case of two or more candidates receiving an equal number of votes the President shall have a second or casting vote.

5.4.4 Notwithstanding anything contained in this Article the Executive Committee may, from time to time by resolution passed at a meeting of the Executive Committee at which not less than two-thirds of the members for the time being of the Executive Committee are present and vote in favour of such resolution, prescribe such other methods of conducting the ballot and of recording votes on the ballot as the Executive Committee in its sole discretion decides.

5.5 The Executive Committee will create portfolios according to the needs of the time, and allocate them among members of the Committee. Members may hold one or more portfolios.

5.6 The Executive Committee shall have power to co-opt members for the purpose of carrying out particular functions or tasks.

5.7 Any casual vacancy which may occur on the Executive Committee shall be filled by a member elected by the Executive Committee to serve until the next General Meeting.

5.8 The President shall not hold that office for more than two consecutive terms.

5.9 The Secretary shall not hold that office for more than two consecutive terms.

5.10 The duties of the Executive Committee shall be to conduct the affairs of the Association between General Meetings and, in particular:

- to assist the Convenor in the organisation of the Forum
- to disseminate information of common interest to members
- to conduct such financial transactions and other duties as may from time to time be required by the Association
- to prepare the agenda for the General Meeting and for such other meetings as the Committee may arrange.

5.11 A quorum for the Executive Committee shall be the President and two members. Decisions shall be taken by a simple majority of all those present and voting. The President shall have a deliberative vote. In the event

of an equality of votes the President shall have the Casting vote. In the absence of the President the President's nominee will assume the role of President.

5.12 The Executive Committee shall meet at least once every four calendar months to exercise its functions. The Executive must decide how a meeting is to be called and the way in which notice is given to members.

5.13 Motions arising at Executive meetings shall be decided by a majority of votes, and in the case of equality of votes, the motion shall be deemed to be in the negative.

5.14 Minutes of the Executive Committee shall be the responsibility of the Secretary. These minutes shall be recorded in a manner which is open for inspection at all reasonable times by any financial member who does previously apply to the Secretary for that inspection.

5.15 A special meeting of the Executive Committee shall be convened by the Secretary on the agreement of not less than one-third of the members of the Executive, and not less than 14 days notice given which shall clearly state why such special meeting is convened and the business to be transacted.

6 FINANCES

6.1 The funds of the Association shall consist of such membership subscriptions as may be regulated by the Association from time to time, together with special grants, contributions and other forms of income as the Association may receive. The funds of the Association must be kept in the name of the Association in a financial institution decided by the Executive Committee. Cheques and electronic fund transfer for payment from the Association must be signed/authorised by one member of the Executive and a nominee of the ODLAA Secretariat, as authorised by the Executive Committee.

All expenditure shall be approved or ratified at the Executive Committee meetings.

6.2 A statement of Income and Expenditure shall be prepared by the Treasurer and presented duly audited to the Association at the Annual General Meeting.

6.3 The Treasurer shall be required to prepare an Annual Budget for consideration by the Executive.

6.4 The Executive Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

6.5 The financial year of the Association shall close 31 December in each year.

6.6 If there is cause to terminate the Association any surplus assets must not be distributed among members but must be given to another association incorporated under the Act which has similar objectives to the Association and also has rules which prohibit the distribution of the entity's income and assets to its members.

6.7 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers. No part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes.

6.8 Payments to committee members

6.8.1 In section 6.8 —

committee member includes a member of a subcommittee;
committee meeting includes a meeting of a subcommittee.

6.8.2 A committee member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —

- (a) in attending a committee meeting or
- (b) in attending a general meeting; or
- (c) otherwise in connection with the Association's business.

7 JOURNAL

The Association shall publish the journal Distance Education. The journal will be managed by a Committee of Management, of which the President of ODLAA shall be ex officio chairperson, in accordance with the Management Document approved by the ODLAA Executive. The Executive Editor(s) shall submit a report to each Forum.

8 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

8.1 Term used

8.1.1 Term used: member

In section 8 —

member, in relation to a member who is expelled from the Association, includes former member.

8.2 Disciplinary action

8.2.1 Suspension or expulsion

8.2.1.1 The committee may decide to suspend a member's membership or to expel a member from the Association if —

- (d) the member contravenes any of these rules; or
- (e) the member acts detrimentally to the interests of the Association.

8.2.1.2 The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.

8.2.1.3 The notice given to the member must state —

- (a) when and where the committee meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;

8.2.1.4 At the committee meeting, the committee must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and

- (b) give due consideration to any submissions so made; and
- (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.

8.2.1.5 A decision of the committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

8.2.1.6 The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.

8.2.1.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Committee's decision under rule 8.2.1.6, give written notice to the secretary requesting the appointment of a mediator under section 8.4.2.

8.2.1.8 If notice is given under rule 8.2.1.7, the member who gives the notice and the committee are the parties to the mediation.

8.2.2 Consequences of suspension

8.2.2.1 During the period a member's membership is suspended, the member —

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

8.2.2.2 When a member's membership is suspended, the secretary must record in the register of members —

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

8.2.2.3 When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

8.3 Resolving disputes

8.3.1 Terms used

8.3.1.1 In section 8.3 —

grievance procedure means the procedures set out in section 8.3;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

8.3.2 Application of section

8.3.2.1 The procedure set out in section 8.3 (the grievance procedure) applies to disputes —

- (a) between members; or
- (b) between one or more members and the Association.

8.3.3 Parties to attempt to resolve dispute

8.3.3.1 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

8.3.4 How grievance procedure is started

8.3.4.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —

- (a) the parties to the dispute; and
- (b) the matters that are the subject of the dispute.

8.3.4.2 Within 28 days after the secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.

8.3.4.3 The secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

8.3.4.4 The notice given to each party to the dispute must state —

- (a) when and where the committee meeting is to be held; and
- (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.

8.3.4.5 If —

- (a) the dispute is between one or more members and the Association; and
- (b) any party to the dispute gives written notice to the secretary stating that the party—
 - (i) does not agree to the dispute being determined by the committee; and
 - (ii) requests the appointment of a mediator under section 8.4.2,

the committee must not determine the dispute.

8.3.5 Determination of dispute by committee

8.3.5.1 At the committee meeting at which a dispute is to be considered and determined, the committee must —

- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
- (b) give due consideration to any submissions so made; and
- (c) determine the dispute.

8.3.5.2 The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.

8.3.5.3 A party to the dispute may, within 14 days after receiving notice of the committee's determination under rule 8.3.5.1(c), give written notice to the secretary requesting the appointment of a mediator under section 8.4.2.

8.3.5.4 If notice is given under rule 8.3.5.3, each party to the dispute is a party to the mediation.

8.4 Mediation

8.4.1 Application of section 8.4

8.4.1.1 Section 8.4 applies if written notice has been given to the secretary requesting the appointment of a mediator —

- (a) by a member under rule 8.2.1.7; or
- (b) by a party to a dispute under rule 8.3.4.5(b)(ii) or 8.3.5.3.

8.4.1.2 If section 8.4 applies, a mediator must be chosen or appointed under section 8.4.2.

8.4.2 Appointment of mediator

8.4.2.1 The mediator must be a person chosen —

- (a) if the appointment of a mediator was requested by a member under rule 8.2.1.7 — by agreement between the Member and the committee; or
- (b) if the appointment of a mediator was requested by a party to a dispute under rule 8.3.4.5(b)(ii) or 8.3.5.3 — by agreement between the parties to the dispute.

8.4.2.2 If there is no agreement for the purposes of rule 8.4.2.1(a) or (b), then, subject to rules 8.4.2.3 and 8.4.2.4, the committee must appoint the mediator.

8.4.2.3 The person appointed as mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

- (a) a member under rule 8.2.1.7; or
- (b) a party to a dispute under rule 8.3.4.5(b)(ii); or
- (c) a party to a dispute under rule 8.3.5.3 and the dispute is between one or more members and the Association.

8.4.2.4 The person appointed as mediator by the committee may be a member or former member of the Association but must not —

- (a) have a personal interest in the matter that is the subject of the mediation; or
- (b) be biased in favour of or against any party to the mediation.

8.4.3 Mediation process

8.4.3.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

8.4.3.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

8.4.3.3 In conducting the mediation, the mediator must —

- (a) give each party to the mediation every opportunity to be heard; and
- (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

8.4.3.4 The mediator cannot determine the matter that is the subject of the mediation.

8.4.3.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

8.4.3.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

8.4.4 If mediation results in decision to suspend or expel being revoked

8.4.4.1 If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 8.2.1.7; and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

9 AMENDMENTS TO THE CONSTITUTION

The Association shall have the power to amend the Constitution, by special resolution, at a general meeting held either in-the-flesh, online, by postal ballot, or some combination of these modes. At least four weeks before the scheduled date of the meeting, the Secretary shall send all members a notice of each special resolution (one which is designated as a special resolution and which, to be passed, must be supported by at least three-fourths of the members present at that meeting, or participating in the vote on that particular resolution, whichever number is greater). In the case of meetings held in-the-flesh, proxies will be counted. (Any member who is unable to participate in the meeting may authorise another member to vote as proxy on a proposed amendment to the Constitution, in conformity with the procedures described in section 4.5.)

10 COMMON SEAL

10.1 The Executive Committee shall provide for a common seal and for its safe custody.

10.2 The common seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by two members of the Executive Committee.