
CONSTITUTION OF THE EUROPEAN DISTANCE AND E-LEARNING NETWORK

Article 1 - Name

A non-governmental educational association has been established under the name of European Distance and E-Learning Network, with the official abbreviation EDEN.

Article 2 – Aim

The aim of the association shall be to foster developments in open, distance, flexible and e-Learning (hereinafter distance and e-Learning) providing a platform for all the regions and countries of Europe for co-operation and collaboration between institutions, networks, companies and other agencies in the field. The association may also develop links with non-European associations and institutions.

Article 3 – Means of action

Working in conjunction with its members the association will endeavour to

- 3.1 promote co-operation and collaboration between existing institutions and networks involved in providing or using distance and e-Learning both in Europe and on a world-wide basis
- 3.2 organise and support conferences, workshops and seminars to support professional development in the field of distance and e-Learning in Europe,
- 3.3 facilitate and foster research and development in distance and e-Learning
- 3.4 make available information about current developments in distance and e-Learning,
- 3.5 participate in world-wide international co-operation and collaboration, take part in projects promoting such activities and encourage and assist members in the elaboration of collaborative projects,
- 3.6 advise relevant national and international bodies, governmental and non-governmental, regarding education and training through distance and e-Learning methods in Europe.

Article 4 – Membership

4.1 Membership Sections

The members of EDEN shall be allotted to one of two sections: either the Institutions Section or the Network of Academics and Professionals Section.

4.1.1 Institutions Section

The Institutions Section shall have four categories of members:

- institutions,
- national and international associations,
- affiliate members and
- associate members.

4.1.1.1 *Institutions*

Educational and research institutions, companies and other bodies concerned with the provision and/or use of distance and e-Learning materials and methods in one or more European countries.

4.1.1.2 *National and international associations*

National and international associations and organizations – governmental or non-governmental – concerned with the provision and/or use of distance and e-Learning materials and methods or being responsible for the coordination, accreditation or evaluation of such activities.

4.1.1.3 *Affiliate members*

Member institution of an EDEN-member national association nominated for affiliate membership by the national association concerned.

4.1.1.4 *Associate members*

Institutions and associations outside Europe concerned with the provision and/or use of distance and e-Learning materials and methods.

4.1.2 Network of Academics and Professionals Section (hereinafter NAP Section)

4.1.2.1 *Individuals*

Individuals, working in the field of or having personal interest in distance and e-Learning, may become members of the NAP Section.

4.1.2.2 *Nominated NAP members*

Members of the Institutions Section shall be entitled to nominate members to the NAP Section. The Executive Committee specifies the admissible number of nominated members.

4.2 *Access to membership*

4.2.1 The association, open to members from all the countries of Europe, embraces all levels of formal and non-formal education and training, including vocational and non-vocational sectors. It shall be open to credible educational institutions, companies, other bodies and associations as well as individuals.

4.2.2 There shall be no absolute limitation of access to membership, but the Executive Committee of the association shall be entitled to decide on acceptance of new members, and to which category of membership each member shall be referred.

4.3 *Establishment of membership*

4.3.1 Institutions and individuals may apply for membership in writing as specified by the Executive Committee. Membership might be also established by nomination to the Network of

Academics and Professionals Section or as Affiliate member. The Executive Committee shall be entitled to endorse an application or a nomination for membership, which power can be delegated to the President or Vice President of the association. The President or Vice President exercises the right for endorsement of applications and nominations on the Secretary General's recommendation.

- 4.3.2 If an applicant complies with all requirements stated in the application form, membership starts ex post facto by notification of acceptance to the association, subject to receiving the fee payment in due time.

4.4 End of membership

4.4.1 Membership ends:

- by termination without legal successor or death of member,
- by expulsion or withdrawal from the association,
- by failing to meet the financial obligations for more than one year,
- by special cases on affiliate members as designated in 4.4.4.

4.4.2 A member can withdraw from the association after fulfilling all obligations to the association. Notice must be given in writing to the Secretariat, and the withdrawal shall take effect at the end of the financial year in which the notice of withdrawal is received by the Secretariat.

4.4.3 A member of the association can be expelled from membership for acting against the legal rules of its corporate domicil state or state(s) of activity, the constitution of the association, or for failing to meet the financial obligations for more than one year. The Executive Committee shall be entitled to expel a member.

4.4.4 Affiliate membership may also be terminated by sending a notice either via the EDEN-member national association or to the institution itself, including the cessation of functioning of either the national association or the affiliate member. If the affiliate member ceases functioning or withdraws from the national association, its membership ceases.

Article 5 – Governance of the Association

The governance of the Association is managed through the Annual General Meeting and by the Executive Committee and the NAP Steering Committee, supported by the EDEN Secretariat.

- 5.1 There shall be an Annual General Meeting of the association, where all eligible members are entitled to participate.
- 5.2 The association shall be governed by an Executive Committee elected by the Institutions and National and International associations at the Annual General Meeting. This Executive Committee shall be responsible for the overall activities of the association.
- 5.3 The activities of the NAP Section shall be governed by a Steering Committee
- 5.4 The Executive Committee shall establish a Secretariat to take care of the day-to-day business of the association, reporting to the Executive Committee. The Secretariat shall be governed by a Secretary General – appointed by the Executive Committee – who is empowered by the Executive Committee to sign for and represent the association.

Article 6 – Annual General Meeting

- 6.1 There shall be an Annual General Meeting (AGM) of the Institutions Section normally before 1 July at a date and place announced by the Executive Committee at least 21 days in advance. The AGM is the highest legislative organ and ultimate forum of appeal of the association. The

purposes of the AGM shall be to receive reports of activities, budget, election and other business announced by the Executive Committee. Members of the Section may propose to extend the agenda fixed by the Executive Committee to include issues submitted in written form to the Secretariat three days prior to the AGM.

- 6.2 All members of the Institutions Section and Individual members of the NAP Section shall have the right to attend the AGM. Institutions, National and International associations have the right to attend and to speak at the AGM, each of them has one vote. Affiliate, Associate and Individual members, having the right to attend and to speak at the AGM, are not eligible to vote.
- 6.3 Special meetings of the Institutions Section may be convened by the Executive Committee with the obligation to inform in writing all Section members at least 14 days prior to date of special meeting. A meeting can also be convened on request of members made up of not less than one tenth of the total voting rights.
- 6.4 Except if otherwise specified in the present Constitution, all decisions shall be taken by simple majority of votes cast by voting members present. Those present and those represented through a written proxy from another member are eligible to vote. In case of equality of votes, the President shall be entitled to a casting vote.
- 6.5 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. Ten members present in person and entitled to vote shall be a quorum. If an AGM turns to be inquorate, the next meeting is quorate with no regard at the number of participants providing the same agenda.

Article 7 – Executive Committee

- 7.1 The association shall be governed by an Executive Committee consisting of eleven members representing member institutions or national and international associations, and elected at an Annual General Meeting. The elected Chair of the NAP Section automatically becomes a member of the Executive Committee. Among the elected members of the Executive Committee shall be one President and one or more Vice Presidents. The President shall be nominated by the Executive Committee for endorsement by the AGM. The term of office of the President should normally be three years. The Executive shall select and endorse the proposals for the Vice Presidents. The Executive Committee shall be so constituted that it includes a reasonable variety of members from different regions of Europe and sectors of education, research and training.
- 7.2 The term of office of the Executive Committee's member shall be three years. A person co-opted to fill a vacancy in the Executive Committee shall retire at the time of retirement of the original member. The term of office of the Executive Committee's newly elected members begins immediately after the conclusion of the meeting at which they have been elected. No person shall serve more than two consecutive three year term as a member of the Executive Committee. The Annual General Meeting may decide to apply an exception to this rule and to extend the assignment of the President in office in order to ensure that her/his mandate shall not be less than three years. Such extension of the mandate of the President results in the extension of his/her membership in the Executive Committee for the same period of time.
- 7.3 Every voting member of the Institution Section has the right to nominate candidates for election to the Executive Committee. The invitation for nominations shall be included with the announcement of the Annual General Meeting. The Executive Committee shall see that there are nominations of at least one candidate for each of the vacant seats. No person other than an Executive Committee member retiring at the meeting shall be eligible for election to the Executive Committee at any general meeting unless not less than 3 or more than 21 days before the date set for the meeting notice in writing has been sent to the Secretariat Office. The notice must be signed by a member qualified to attend and vote at the meeting for which notice is

given of the intention to propose such a person for election, and notice must also be given in writing by that person of their willingness to be elected.

- 7.4 An Executive Committee member and the Secretary General, on the request of the Executive Committee member, shall at any time summon an Executive Committee Meeting. The decisions of the Executive Committee shall be taken by simple majority of the members present and voting. In the event of an equality of votes, the President shall be entitled to a casting vote. Five members of the Executive Committee shall constitute a quorum. In special cases and if there is a unanimous agreement, the Executive Committee can make a decision on specific matters via other means (written, electronic mail, audio/video), without convening an Executive Committee meeting.
- 7.5 The Executive Committee may appoint sub-committees for any purpose the Committee finds appropriate. Such sub-committees shall report to the Executive Committee.
- 7.6 The Executive Committee shall have the power to appoint any eligible person to be an Executive Committee member to fill an unexpected vacancy.
- 7.7 In exceptional circumstances, a member unable to attend an Executive Committee meeting may nominate and mandate a representative to attend that meeting on his/her behalf. The representative must be of similar rank and status to the elected member.

Article 8 – Steering Committee

- 8.1 A Steering Committee shall be elected to govern the activities of the NAP Section. The Steering Committee shall consist of six members elected by the members of the Section, and one member representing the Executive Committee. None of the elected members shall come from the same country. The term of office shall be three years. A Chair shall be elected from the members of the Steering Committee. No member shall serve more than two consecutive three year term as a member of the Steering Committee.
- 8.2 Election of members of the Steering Committee shall take place by postal ballot (including electronic mail). Nominations for elected positions shall be invited from the members of the section at least four months before the new Steering Committee members are to take up office. The election shall be conducted by the EDEN Secretariat, and a deadline of votes shall be fixed not earlier than four weeks after the mailing of the nominations to the members of the section. The candidates who get the highest numbers of votes, and who do not come from the same country, shall be elected.

Article 9 – Finance

- 9.1 The income of the association consists of subscriptions from members, as well as contributions from any other sources.
- 9.2 The rate and method of payment of subscriptions shall be determined by the Annual General Meeting on the recommendation of the Executive Committee. The subscription rates may differ according to membership category and/or size of the member institution.
- 9.3 The financial year of the association runs from 1 January to 31 December.
- 9.4 An annual budget shall be prepared by the Executive Committee for consideration and approval by the Annual General Meeting.
- 9.5 The accounts of the association shall be scrutinised annually by a duly qualified auditor, appointed at the AGM. A copy of every balance sheet and the auditors report shall be laid before the AGM.

Article 10 – Amendments

- 10.1 The Constitution may be amended or altered at any duly organised meeting of the Institutions Section with the support of at least 75 % of the members present at voting.
- 10.2 A notice of the proposed amendment must be mailed to the entire membership of the association at least 21 days in advance of the meeting to consider the change.

Article 11 - Dissolution

- 11.1 EDEN can be dissolved by decision of the Annual General Meeting or a special meeting of the Institutions Section, called for that purpose. For the dissolution of the association a 75% majority of the members present and voting is required.
- 11.2 The Secretariat shall circulate by letter sent to every member of the association not later than 21 days before the meeting the exact terms of any proposal to dissolve the association.

Article 12 - Adoption

This Constitution was adopted by vote on 29 May 1991 and revised by the Annual General Meeting on 17 June 1992, on 29 June 1995, on 19 June 2002, on 18 June 2003 and again on 17 June 2006.

Valencia, 10 June 2010



Morten F. Paulsen
President, EDEN

Witness to the above signature



Dr. András Szűcs
Secretary General, EDEN