



MEMORANDUM OF UNDERSTANDING ON THE COMMONWEALTH OF LEARNING

As agreed by
Commonwealth Governments
on 1 September 1988; and

As amended, 31 October 1995 and 10 June 2014

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MEMORANDUM OF UNDERSTANDING BETWEEN
GOVERNMENTS OF THE COMMONWEALTH ON
CO-OPERATION IN DISTANCE EDUCATION

The Governments of the Commonwealth,

Recalling the request of Commonwealth Heads of Government at their meeting in Nassau, Bahamas in 1985 to the Secretary-General to explore the scope for new Commonwealth initiatives in the field of open learning;

Reaffirming the welcome given by Heads of Government at their meeting in Vancouver, Canada in 1987 to the report of the Expert Group under the Chairmanship of Lord Briggs established pursuant to that request and recalling their agreement to establish 'a Commonwealth institution to promote co-operation in distance education, which may become the University of the Commonwealth for co-operation in distance education';

Having considered the report of the Working group on Institutional Arrangements for Commonwealth Co-operation in Distance Education;

Noting the conclusions of the review of progress of COL's operations conducted in 1993-94 and decisions reached at the Commonwealth Conference of Education Ministers, held in Islamabad, Pakistan in November 1994, pertaining to the governance and operations of the organisation;

Have reached the following understandings.

I ESTABLISHMENT OF THE COMMONWEALTH OF LEARNING

1 The Commonwealth of Learning (hereinafter referred to as “COL”), which was established in 1988 with its Headquarters in Vancouver in pursuance of a Memorandum of Understanding agreed by Commonwealth Governments on 1 September of that year and of a Headquarters Agreement made between the Government of Canada and the Commonwealth of Learning on November 14 also of that year (for the purposes of which it was therein described as an Agency), is an International Organisation under The Privileges and Immunities (International Organisations) Act of the Laws of Canada, with a legal personality under those Laws, with immunities and privileges for itself and its staff as set out in the Convention on Privileges and Immunities of the United Nations (1946), as accepted by Canada, and with member countries of the Commonwealth, through their Governments, as participants.

II PURPOSE AND FUNCTIONS

2 The purpose of COL is to create and widen access to opportunities for learning, by promoting co-operation between universities, colleges and other educational institutions throughout the Commonwealth, making use of the potential offered by distance education and by the application of communication technologies to education. COL’s activities will aim to strengthen member countries’ capacities to develop the human resources required for their economic and social development, and will give priority to those developmental needs to which Commonwealth co-operation can be applied. COL will work in a flexible manner and be capable of responding effectively to changing needs. It will serve the interests of Commonwealth member countries and of the Commonwealth itself, working in co-operation with Governments and other Commonwealth agencies and educational institutions and doing so in a way that is consistent with the principles that have guided the Commonwealth. In performing its functions COL will seek to ensure the appropriateness of programmes and of distance-education techniques and technologies to the particular requirements of member countries.

3 Within this broad framework, the functions and objectives of COL will include:

- (a) assisting the creation and development of institutional capacity in distance education in member countries;
- (b) facilitating the channelling of resources to projects and programmes in distance education;
- (c) providing information and consultancy services on any aspect of distance education including the selection of appropriate technology;
- (d) undertaking and supporting staff training in the techniques and management of distance education;
- (e) facilitating inter-institutional communication links;
- (f) undertaking and supporting evaluation and applied research in distance education;
- (g) assisting the acquisition and delivery of teaching materials and more generally facilitating access to them;
- (h) commissioning, and promoting the adaptation and development of teaching materials;
- (i) establishing and maintaining procedures for the recognition of academic credit;
- (j) assisting in the development of local support services to students;
- (k) analysing and reflecting on educational issues in order to implement more effectively the activities of COL;
- (l) stimulating and supporting any other activities that fall within COL's areas of interest by such means as may be approved by the Board of Governors.

4 COL will operate through its headquarters, such units in other regions of the Commonwealth as may be set up, and networks of co-operating institutions such as those involved in teaching, information and research.

5 In carrying out its functions COL will respect the integrity and interests of co-operating agencies and institutions, as well as their right to work together independently of COL.

III GOVERNANCE

6 The Board of Governors of COL has general responsibility for determining the principles, policies and priorities that will guide it in its activities and, in particular, has responsibility for carrying out the following functions:

- (a) appointment of the President of COL and determination of the conditions under which he or she and other members of staff serve it;
- (b) review and approval of strategic plans and annual work programmes, monitoring of their implementation and evaluation of their results;
- (c) making of financial regulations, approval of annual budgets and forward budgetary forecasts, and provision of guidance to the President and/or the Chairman on fund-raising activities;
- (d) provision of advice and guidance to the President on any aspect of COL's responsibilities, as laid down in the Memorandum of Understanding; and
- (e) in fulfilment of their accountability to member countries of the Commonwealth, reporting to meetings of Commonwealth Ministers of Education and Heads of Government on the activities of COL over the reporting period and its planned activities for the future, and to such other Ministers as may be agreed and required on matters within the scope of their responsibilities.

7 (a) With effect from 1 January, 1996, all appointments to the Board, other than those of the Chairman and the Commonwealth Secretary-General, shall lapse and the Board shall be reconstituted with the following membership and shall perform its functions in accordance with the following provisions:

- (i) if not already a member of it, the Chairman appointed by the Board
- (ii) one member appointed by name by each of up to nine donor organisations, consisting either of Commonwealth Governments or of other governmental or non-governmental organisations approved by the Board, which the Board determines to have pledged the largest qualifying financial contributions to COL for the funding cycle to which those

contributions relate provided that, in the event fewer than nine Governments or NGOs are determined by the Board to have qualified as major donors, it shall have the power to invite the requisite number of potential major donors to join the Board so as to bring the membership in the Donor category up to a maximum of nine.

For the purposes of this sub-paragraph and paragraph 7(c) the following provisions shall apply:

- (a) a “qualifying financial” contribution is one –
 - (i) that is a minimum of Cdn.\$250,000
 - (ii) for which a pledge has been given and a payment or an arrangement for a payment has been made by a donor organisation before the annual budget meeting of the Board preceding the commencement of the funding cycle to which the contribution relates; and
 - (iii) each instalment of which is paid according to the terms of the pledge, or at such dates as the Board and the donor organisation have agreed; and
 - (iv) of which either the whole is freely usable for the purposes of COL or the lesser part is applicable to programmes indicated by the donor organisation making the contribution and approved by the Board.
- (b) “Funding cycle” means the period from 1 July, 1996, to 30 June, 1998 and thereafter successive periods of three years or such other recurrent periods as the Board may recommend and the Commonwealth Heads of Government may approve.
- (c) If two or more than two donor organisations make equal qualifying contributions and each claims to be entitled by virtue of that contribution to the last seat available for membership, the Board shall determine which one of those donor organisations is entitled to nominate the member, having regard to the amount of freely usable money pledged by each of the respective donor organisations for the forthcoming funding cycle and the amounts of such money made available over the preceding funding cycle.
- (iii) One member appointed by each of four Commonwealth Governments, as decided by Commonwealth Education Ministers, on the recommendation of the Commonwealth Secretary-General made after appropriate consultation and

with due regard to the importance of, and need for, regional spread and rotation of representation.

- (iv) One member appointed by the Commonwealth Secretary-General after appropriate consultation;
 - (v) The Commonwealth Secretary-General or the Secretary-General's representative; with the President participating ex officio.
- (b) in making decisions relating to appointments to the Board due regard will be paid by each appointing authority to the need for the Board to represent adequately all regions of the Commonwealth and for gender balance, and to the importance of its members being able to contribute effectively to its work either as spokespersons for the Government concerned or by virtue of their professional experience in distance education and distance learning, education and training at all levels, business and communications, human resource development, management and finance, publishing, international organisations and Commonwealth affairs.
- (c) (i) Members of the Board appointed under paragraph 7(a)(ii) will assume office on 1 July of the year in which a funding cycle begins and demit office on 30 June in which that cycle ends, except in the case of the initial appointments to the Board, where members will assume office on 1 January 1996 and demit office on 30 June 1998.
 - (ii) Subject to sub-paragraph (iii) below, members appointed under paragraph 7(a) (iii), & (iv) shall hold office for three years beginning on 1 January in the year of their appointment and be eligible for reappointment for a further term of up to three years, but shall not serve a longer consecutive term than six years, inclusive of any years served before the reconstitution of the Board. Where a member does not serve a full term, his or her successor shall be appointed for the unexpired portion of that term.
 - (iii) Initial appointment made to the Board under the following paragraphs shall be for the following terms:
 - under paragraph 7(a)(iii), one for two years, two for three years, and one for four years;
 - under paragraph 7(a)(iv) for three years.

(iv) Members appointed under paragraphs 7(a)(ii) and 7(a)(iii) may appoint alternates to represent them in their absence.

(d) in the exercise of their responsibilities members will at all times have regard to the interests of the Commonwealth as a whole;

(e) the Board may invite up to three persons representing Governments or organisations contributing to or otherwise significantly assisting COL's activities to participate on an advisory basis in the deliberations of the Board;

(f) the Board will meet at least once in each calendar year; eight will comprise a quorum;

(g) the Board will have a Chairman who will be a citizen of a Commonwealth country, and a person of international standing who is able to contribute to and provide leadership for COL, particularly in its relationships with member Governments and other supporters or potential supporters of its activities. The Chairman will be appointed for a term of three years by the Board on the nomination of the Commonwealth Secretary-General made after appropriate consultation, and will be eligible for appointment for a second term of up to three years;

(h) the Board may establish committees including an Executive Committee and Regional Advisory Committees and delegate functions to them;

(i) the Board's decisions will generally be taken by consensus or where necessary by a simple majority of members present and voting, except in respect of financial matters in which case a majority of two thirds of the members present and voting will be required; the Chairman will have an original and a casting vote.

IV ADMINISTRATIVE ARRANGEMENTS

8 The President will be the chief executive officer of COL and will be responsible to the Board of Governors for the administration and operation of COL, for the implementation of its policies and programmes, and for its financial management. The President will be appointed for a fixed term not exceeding five years in the first instance. The President will appoint other members of staff in accordance with such general guidelines as the Board may from time

to time determine, and having regard to the appropriateness of recruiting widely among Commonwealth countries. Appointments of senior staff will be made in consultation with, and with the consent of, the Chairman.

9 When the prospect of activities of COL in the territory of another Commonwealth Government renders it appropriate, COL and such Government will confer and such Government will consider taking steps to accord appropriate immunities and privileges in its territory to COL and its staff.

10 COL will be funded by voluntary contributions from Commonwealth Governments, which will to the maximum possible extent be made in such form as to be freely usable for the purposes of the Commonwealth of Learning, augmented by grants from provinces, states or territories of Commonwealth countries and other appropriate agencies and donors and by income from the provision of services. COL will also be able to seek additional funding from Governments, international agencies, institutions and private sources to finance specific collaborative distance education projects. COL will be empowered to invest and to borrow funds within such limits as the Board may from time to time prescribe, but it will not be authorised to enter into financial commitments which are not covered by firm pledges of funding.

V REVIEW AND FINAL PROVISIONS

11 This Memorandum may be amended from time to time as agreed by the Commonwealth member Governments upon the proposal of the Board of Governors or of a Commonwealth Government.

12 Member Governments may withdraw from this Understanding on giving six months notice in writing to the Commonwealth Secretary-General.

13 Commonwealth Governments will undertake full reviews of the progress of COL periodically at intervals of five years or at such

other times as they may decide either in response to a request from the Board or on their own initiative.

14 The foregoing represents the understandings reached between Commonwealth Governments upon the matters referred to therein. Heads of Government noted the endorsement of the Memorandum of Understanding with effect from 31 October 1995 at their meeting in Auckland, New Zealand in November 1995 and with effect from 10 June 2014 by collective and consensual assent.

