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THE ENABLING INSTRUMENT OF SEAMEO SEAMOLEC

*The amendments of SEAMOLEC Enabling Instrument have
been endorsed as a resolution of the 49th SEAMEO Council
Conference in Jakarta (July 24-27, 2017)*

PREAMBLE

Whereas, in accordance with Article IV (10) of the Charter of the Southeast Asian Ministers of Education Organization, SEAMEO (hereinafter referred to as the "Organization"), the Council of the Organization (hereinafter referred to as the "Council") at its 32nd Conference in Manila, on February 27, 1997, approved the establishment of the SEAMEO Regional Open Learning Centre (hereinafter referred to as SEAMOLEC), as a new SEAMEO Regional Centre to be located in the Republic of Indonesia.

NOW, THEREFORE, the Council has adopted this Enabling Instrument, which is the sole source of authority and rights of this branch of the Organization.

Section I DEFINITIONS

In this Enabling Instrument, unless the context otherwise requires:

1. **Charter** refers to the Charter of the Southeast Asian Ministers of Education Organization.
2. **Organization** means the Southeast Asian Ministers of Education Organization (SEAMEO).
3. **SEAMEO Council** means Southeast Asian Ministers of Education Organization Council. Its member is all Minister of Education of SEAMEO Member and Associate Member Countries.
4. **Centre** means SEAMEO Regional Open Learning Centre (SEAMOLEC).
5. **SEAMEO Secretariat** means the Southeast Asian Ministers of Education Organization Secretariat.
6. **Board** means the Governing Board of the Centre.
7. **Member Country** means any country which is a member of the Organization.
8. **Associate Members** means the Associate Members of Southeast Asian Ministers of Education Organization.
9. **Affiliate Member** means any organization or agency which has been admitted as such by the Council in accordance with Article II of the Charter.
10. **Director** means the officially appointed Director of the Centre.
11. **Host Country** means the Country of Indonesia.
12. **Ministry** means the Ministry that is responsible for education.
13. **Minister** means Minister that is responsible for education in the Republic of Indonesia.
14. **Words** in the singular include the plural and words in plural include the singular; and.
15. **Words** indicating the masculine gender include the feminine gender.

Section II VISION

The Vision of the Centre is “to be centre of excellent and expertise in open and distance learning”.

Section III MISSION

1. The Mission of the Centre is to assist SEAMEO Member Countries in identifying educational problems and finding alternative solutions for sustainable human resource development through open and distance learning and to this end, the Centre shall undertake activities on training, research and development, information and communication technology, clearing house of information, consulting services, sharing of resources, networking, and other related activities within and outside the region.
2. The Centre shall strive to achieve the objectives of the organization as laid down in the Charter.

Section IV RELATIONSHIP WITH THE COUNCIL

1. The Centre is a subordinate body of the organization.
2. Authority is here given by the Organization to the Centre to accomplish its mission as stated in Section III.
3. Subject to the provision of Sub-Section 3 hereunder, anything done or made by the Centre shall be deemed to have been done or made on behalf of the Organization.
4. Notwithstanding the provision in Sub-Section 1 of this Section, the Council reserves the right:
 - a. to control the policy and administration of the Centre;
 - b. to alter, amend, or modify this Enabling Instrument; and
 - c. to review the decision of the Board.

Section V RELATIONSHIP WITH SEAMEO SECRETARIAT AND OTHER CENTRES

1. The Centre cooperates closely with SEAMEO Secretariat in fund raising efforts and other matters as stipulated in the Charter.
2. The Centre may initiate and engage in inter-Centre programmes and activities, with the cooperation of SEAMEO Secretariat when necessary.

Section VI RELATIONSHIP WITH HOST COUNTRY

1. The Government of Indonesia shall serve as the Host Country of the Centre.
2. The funding and business procedure of the Centre shall be separated. The Centre shall administer its own budget.

Section VII MEMBERSHIP

1. The Member Countries of SEAMEO are members of the Centre.
2. Associate/Affiliate Members of SEAMEO may participate in the programmes and activities of the Centre subject to rules and regulations promulgated by the Council.
3. Associate/Affiliate Members shall have the right to send representatives to the Board Meeting and participate in its proceedings but shall have no voting rights.

Section VIII LOCATION

The Centre shall be located in the premises recommended by host country.

Section IX ORGANIZATION OF THE CENTRE

The Centre shall have a Board, a Director, Deputy Directors for Programmes, and Deputy Directors for Administration, other officers and professional staff as may be considered necessary by the Board to enable it to perform its functions well.

Section X GOVERNING BOARD

1. The Minister of Education of each member country shall be entitled to nominate a representative who will be appointed by the President of the Council as a member of the Board.
2. Each member of the Board shall be appointed to serve for a term of three years and will be eligible for reappointment.
3. A member of the Board may be released or removed from office before the end of her or his term by the President of the Council only at the request of the Minister of Education of his country.

4. Where a member of the Board vacated office by reason of removal, death, resignation, incapacity to act owing to illness or otherwise, the vacancy shall be filled by a nominee of the Minister of Education of whom such member of the Board represents and such nominee shall be appointed in accordance with Sub-Section 1 of this Section for the unexpired term of the member of the Board who vacated office.
5. The Director and the Director of SEAMEO Secretariat or his representative shall be ex-officio members of the Board and shall have no voting rights.
6. Any member of the Board may bring one advisor to the meetings of the Board except in the in-camera session. Such advisor shall have no voting right. Expenses incidental to his attendance shall be borne by his government.
7. The board shall meet annually in ordinary session and it may meet in extraordinary session at the request of the Chairman of the Board, Director, one-third of its voting members, or the Director of SEAMEO Secretariat.
8. The meeting of the Board shall be held in Indonesia where the Centre is located unless the Board decides otherwise.
9. The quorum for any meeting of the Board shall be two-thirds of its Member Countries.
10. The Board shall elect a Chairman and Vice-Chairman in accordance with established rules of procedure, who shall serve for a term of three years. No member shall be elected Chairman and Vice-Chairman for two successive terms.
11. In case of temporary inability of a member of the Board to attend a Board Meeting, the Minister of Education whom he represents may designate any person to act as an alternative by notice in writing to the Centre and SEAMEO Secretariat. Such an alternate member shall, during the period of his designation, enjoy all rights and exercise and discharge all the duties of the member of the Board he represents, except that the alternate member shall not exercise the functions of Chairman or Vice-Chairman, as the case may be, unless elected to do so at a meeting of the Board.
12. Each member of the Board, including the Chairman shall have one vote and a decision of the Board shall be made by a simple majority of votes of the members present and voting. In the event of a tie, the Chairman shall have, in addition to his ordinary vote, a casting vote.
13. Should a decision be required when the Board is not meeting, the Director, after prior consultation with the Chairman of the Board, may present the matter in writing to all the members of the Board, and the written decision by a simple majority of the members shall constitute action as though the meeting had been held.
14. Each member country may organize a national committee or body to provide counsel to its country representative to the Board.
15. The Board shall adopt its own rules of procedure.

16. The Board shall have the following functions:
 - a. to determine policies for the operation of the Centre;
 - b. to approve the annual programmes and budgets of the Centre within the framework of the Centre's approved five-year development plan;
 - c. to make the annual evaluation and reviews of the Centre' programmes and budgets to recommend for the Council's consideration, appropriate changes in the five-year plans as may be necessary;
 - d. to approve the nomination of the Director;
 - e. to appoint the Deputy Director;
 - f. to approve the terms and conditions of service of the staff of the Centre;
 - g. to approve the annual report of the Centre before submission to the Council;
 - h. to perform other function necessary or incidental to the proper exercise of the previously mentioned functions.
17. The Board may:
 - a. make by-laws, rules and regulations consistent with the provisions of this Enabling Instrument and Charter of the Organization; and
 - b. delegate from time to time, to the Chair or to the Director, such functions and duties as the Board deems necessary.

Section XI DIRECTOR

1. The Director is the Chief executive and legal representative of the Centre working under the policy direction of the Board.
2. The Centre Director shall be an Indonesian nationality and be nominated by the Minister and endorsed by the Governing Board and formally appointed by the President of the Council.
He/she shall be competent in the area of Centre's specialties. He/she shall be a civil servant.
3. The Centre Director shall serve a tenure of three (3) years and may be reappointed as necessary for another term.
4. Without prejudice to the right of the Council to act on its own initiative, the Director may be released or removed by the Council either at the request of the Minister after consultation with the Board, or at the request of the Board with the approval of the Minister and communicated to the Council.
5. When the Director vacates office because of his release, removal, resignation, incapacity to act owing to illness, or otherwise, the nomination and appointment of his successor shall be made in accordance with Sub-Section 2 of this Section.

6. In the event when the office of Director is vacant, one of his deputies shall be a caretaker to perform, for the time being, the functions of the Director, in the following order:
 - a. If the Deputy Director for Administration is available, then he shall be the caretaker;
 - b. In the absence of the Deputy Director for Administration stated above, the Deputy Director for Programme shall be caretaker.
7. The Director shall assume the responsibility for carrying out programmes of the Centre as approved by the Board.
8. The Director shall operate all accounts of the Centre.
9. The Director shall appoint officers, employees and agents for the Centre according to the procedure and terms and conditions laid down by the Board.
10. The Director shall prepare an annual report of the Centre for the approval of the Board before submission to the Council through Secretariat.
11. In the temporary absence of the Director, one among the Deputy Directors will act on his behalf.
12. The Director may, on behalf of the Centre, receive gifts, requests and subventions in monetary form or in kind, directly from governments, public/private institutions, associations and private persons.
7. In the event when the office of Director is vacant, one of his deputies shall be a caretaker to perform, for the time being, the functions of the Director, in the following order:
 - a. If the Deputy Director for Programme is available, then he shall be the caretaker;
 - b. In the absence of the Deputy Director for Programme stated above, the Deputy Director for Administration shall be caretaker.
13. The Director shall assume the responsibility for carrying out programmes of the Centre as approved by the Board.
14. The Director shall operate all accounts of the Centre.
15. The Director shall appoint officers, employees and agents for the Centre according to the procedure and terms and conditions laid down by the Board.
16. The Director shall prepare an annual report of the Centre for the approval of the Board before submission to the Council through Secretariat.
17. In the temporary absence of the Director, one among the Deputy Directors will act on his behalf.
18. The Director may, on behalf of the Centre, receive gifts, requests and subventions in monetary form or in kind, directly from governments, public/private institutions, associations and private persons.

Section XII DEPUTY DIRECTORS

1. The Deputy Director for Administration shall from amongst the nominees of Host Country and shall be nominated by the Ministry considering the proposal of the Director, endorse by the Governing Board and appointed by the Director of SEAMEO Secretariat.
2. He/she shall be a civil servant.
3. The Deputy Director for Administration shall serve a tenure of three (3) years and may be reappointed as necessary for another term.
4. The Deputy Director for Programme is selected from amongst the nominees of Member State and preferably non Indonesian nationality.
5. The Deputy Director for Programme is nominated by the Ministry that is responsible for education of the respective Member States, selected by the Director, endorsed by the Governing Board and appointed by the Director of SEAMEO Secretariat.
6. The Deputy Director for Programme shall serve a tenure of three (3) years and may be extended as necessary for only one more term.
7. He/she shall be competent in the area of Centre's specialties.

Section XIII BUDGET

Each year, the Director shall prepare the annual budget for approval by the Board, provided that it is within the framework of the five-year development plan approved by the Council.

Section XIV ACCOUNT AND AUDIT

1. Within Indonesia, funds for the Centre shall be deposited in a reputable bank, preferably one which allows for free currency exchange, in account of "the Centre" (hereinafter referred to as "the Account").
2. The Account shall be controlled by the Board and operated by the Director or by an officer duly appointed by him.
3. The Account shall be operated only in accordance with the approved financial procedures and regulations of the Organization.
4. The Account shall be audited by an independent firm of auditors to be appointed by the Board.

Section XV STATUS OF THE CENTRE

1. The Centre shall operate as a regional and international institution.
2. On behalf of the Organization, as a subordinate body of the Organization, the Centre shall possess full capacity to:
 - a. contract;
 - b. acquire, and dispose of, movable and immovable property; and
 - c. institute legal proceedings.
3. The Centre shall enjoy in the territory of each of the Member Countries such privileges and immunities as are necessary for fulfilment of its objectives.
4. The Centre shall have sufficient powers to carry out its mission in Indonesia as well as in each of its Member Countries.
5. The Centre, as stipulated in the Charter, may engage in fund raising and income-generating activities to support the activities of the Centre.

Section XVI STAFF

The Centre's staff shall be appointed by the Director and to assist the Director and the Deputy Directors in carrying out activities pursuant to the mission of the Centre.

Section XVII AMENDEMENT

1. Any proposal for amendment to this Enabling Instrument shall be submitted through the Director to the Board three months before the Board meets, except in exceptional circumstances, the Director may submit the proposal to the Board one month before the Board meets.
2. Any proposal for amendment to this Enabling Instrument shall be made by a two-thirds majority of votes of the members of the Board and shall come into force upon adoption by the Council.

Section XVIII MANAGEMENT OF FUNDS

1. In accordance with the requirements prescribed in the SEAMEO Financial Operations Manual and within the framework of the corresponding five-year plan of the Centre as approved by the Council, the Director shall prepare annual budgets for approval by the Board and confirmation by the Council.
2. Funds for the Centre shall be deposited in reputable banks, preferably those which allow for free currency exchange.

3. The Centre funds shall be disbursed by the Director in accordance with the SEAMEO Financial Operation Manual and the policies established by the Board and on the basis of the approved budget for each fiscal year.
4. All the books of accounts shall be made available any time for examination by any authorized representative of donor governments, member countries, or of other organizations and entities which have contributed to the financial support of the Centre.
5. The audited account shall be reported by the Director to the Board for approval.
6. Without prejudice to the principle of non-profit making, the Centre may engage in approved income-generating activities.

Section XIX DISPUTE SETTLEMENT

Any differences arising out of interpretation or implementation of this Enabling Instrument shall be settled amicably through consultations or negotiations by the Board, without prejudice to the right of the Council to review the ruling by the Board.

Section XX ENTRY INTO FORCE

This Enabling Instrument shall come into force upon adoption by the Council.

Approved and adopted by the Council on this day of March, 2006

March, 2006

Signed by

President of the Council

2017 Amendments Info:

No	Before	No	After
1.	<p>Section I Definitions</p> <p>12) Minister means Minister of National Education of the Republic of Indonesia.</p>	1.	<p>Section I Definitions</p> <p>12) Ministry means the Ministry that is responsible for education</p> <p>13) Minister means Minister that is responsible for education in the Republic of Indonesia.</p>
2.	<p>Section XI Director</p> <p>2) The Director shall be nominated from the Host Country by the Board and approved by the Minister, and officially appointed by the Council.</p> <p>3) The Director shall serve a term of three years. Upon the recommendation by the Board, approval by the Minister and official appointment by the Council, the Director shall be appointed for a further term of three years but shall not be eligible for reappointment for a subsequent term.</p>		<p>Section XI Director</p> <p>2) The Centre Director shall be an Indonesian nationality and be nominated by the Minister and endorsed by the Governing Board and formally appointed by the President of the Council. He/she shall be competent in the area of the Centre's specialities. He/she shall be a civil servant.</p> <p>3) The Centre Director shall serve a tenure of three years (3) and may be reappointed as necessary for another term.</p>
3.	<p>Section XII Deputy Directors</p> <p>1) The Deputy Director for Programme may be appointed by the Board among the nominees of Member Countries.</p> <p>2) The Deputy Director for Administration shall be appointed from the Host Country by the Board.</p> <p>3) The Deputy Director for Programme shall be appointed by the Board for a term of three (3) years subject to renewal only once with the concurrence of the Board. He shall be from a SEAMEO member country other than the host country and shall be recruited from among the nominees</p>	3	<p>Section XII Deputy Directors</p> <p>1) The Deputy Director for Administration shall from amongst the nominees of host Country and shall be nominated by the Ministry considering the proposal of the Director, endorse by the Governing Board and appointed by the Director of SEAMEO Secretariat.</p> <p>2) He/she shall be a civil servant.</p> <p>3) The Deputy Director for Administration shall serve a tenure of three (3) years and may be reappointed as necessary</p>

No	Before	No	After
	<p>submitted by the Ministers of Education concerned.</p> <p>4) The Deputy Director for Administration is appointed by the Board for a term of three (3) subject to renewal only once with the concurrence of the Board. He shall be from amongst the nominees of the Host Country and shall be recruited by the Minister.</p> <p>5) The Deputy Director shall assist the Director in the performance of his duties and shall carry out such other duties as may be assigned by the Director.</p>		<p>for another term.</p> <p>4) The Deputy Director for Programme is selected from amongst the nominees of Member State and preferably non Indonesian nationality.</p> <p>5) The Deputy Director for Programme is nominated by the Ministry that is responsible for education of the respective Member States, selected by the Director, endorsed by the Governing Board and appointed by the Director of SEAMEO Secretariat.</p> <p>6) The Deputy Director for Programme shall serve a tenure of three (3) years and may be extended a necessary for only one more term.</p> <p>7) He/she shall be competent in the area of Centre's specialities.</p>