

# The Statutes of Worlddidac Association

## **I. General Provisions**

### **Art. 1 Name and Head Office**

Worlddidac - the World Association of Educational Suppliers is an Association under the terms of Article 60 et seq of the Swiss Civil Code with its head office located in Bern.

### **Art. 2 Purpose**

<sup>1</sup> The purpose of the Association is to promote the availability of high-quality educational materials and resources providing its members with optimum access to the world market. The Association protects, represents and promotes the joint interests of its members at international level.

<sup>2</sup> The Association's competent statutory bodies decide, within the framework of the available resources, on the measures that are required to fulfil the Association's aims

<sup>3</sup> The Association is politically neutral and non-denominational.

## **II. Membership**

### **Art. 3 Members**

<sup>1</sup> Membership is open to companies and organisations that produce, supply or promote products and services in the field of initial education (at all levels) and training and continuing education.

<sup>2</sup> There is no legal entitlement to membership.

<sup>3</sup> Individual persons may not be members of the Association.

### **Art. 4 Partners**

<sup>1</sup> Anyone wishing to support the purpose and the activities of the Association may be granted the status of a Partner.

<sup>2</sup> Partners do not have the status of members.

#### **Art. 5 Commencement of Membership**

- 1 Anyone wishing to become a member of the Association must submit a written application for admission.
- 2 The Association's Secretariat shall submit the request for membership to the Association's members with a deadline of fifteen (15) days for them to express their objection.
- 3 The Council shall then take a definitive decision regarding admission. It may refuse admission without stating reasons.
- 4 Membership shall be effective once the Council has taken its decision and the Association's Secretariat has received the membership fee.

#### **Art. 6 Termination of Membership**

- 1 Members may terminate their membership by giving at least six months' notice, in writing, before the end of the Association year (= calendar year).
- 2 The Council may expel members if they have seriously violated the Association's interests – in particular, if they have not fulfilled their financial commitments towards the Association despite repeated reminders, or if they have been convicted of copyright infringement by a court, or by a national or international authority.
- 3 A written appeal against the Council's decision, stating the reasons, may be submitted to the General Assembly via the Director General within a period of thirty (30) days of disclosure. The next ordinary General Assembly shall make its decision without stating reasons.

### **III. Organisation**

#### **Art. 7 Statutory Bodies**

The Association shall have the following bodies:

- a) the General Assembly
- b) the Council
- c) the Director General
- d) the Auditors

**a) The General Assembly**

**Art. 8 Organisation**

- <sup>1</sup> The General Assembly shall adopt its resolutions in the presence of the members' representatives or by a written procedure.
- <sup>2</sup> The General Assembly shall be held annually. Every second General Assembly, at the discretion of the Council, should be held in the presence of the members.
- <sup>3</sup> Elections will take place biannually by email (Article 9 and 13 are applicable accordingly)

**Art. 9 Calling of the General Assembly and Elections to the Council**

- <sup>1</sup> The General Assembly is the Association's highest statutory body. The Director General is responsible for calling the General Assembly and issuing associated documents.
- <sup>2</sup> The Council or one tenth of the members may demand an Extraordinary General Assembly. They shall specify the business to be decided upon and shall expressly state if the Assembly is to be held in the presence of the members' representatives.
- <sup>3</sup> Invitations must be sent out to each General Assembly at least ninety (90) days beforehand, specifying the items on the agenda.
- <sup>4</sup> Within ten days of receiving the agenda, members may request that further business within the competence of the General Assembly be included on the agenda.
- <sup>5</sup> For elections to the Council the Director General shall announce the list of candidates 15 days after the members have been invited to make their nominations. Every member is allowed to nominate a maximum of one candidate.

**Art. 10 Voting Power and Representation**

- <sup>1</sup> Each member has one vote.
- <sup>2</sup> Each member may represent a maximum of five (5) other members at a General Assembly held in the presence of the members' representatives, exercising these members' right to vote. The legally valid proxy of members being represented must be deposited with the Secretariat ten days before the General Assembly.

<sup>3</sup> Representation is not permitted in the case of votes on resolutions and elections that are conducted by a written procedure as per Art. 13.

#### **Art. 11 Responsibilities**

The General Assembly has the following responsibilities:

- a) election of the members of the Council (separate election procedure according Article 16)
- b) election of the Auditors (separate election procedure according Article 17)
- c) dismissal of the Council members, and the Auditors
- d) adopting the annual report and the annual accounts
- e) discharge of the Council and the Auditors
- f) adoption of the budget
- g) specification of the membership fees
- h) adoption of the strategy and the medium-term action and finance plan
- i) amendment of the Statutes
- j) dissolution of the Association
- k) the resolutions as per Art. 6, Paragraph 3
- l) other business, which the Council or the Director General submits to the General Assembly

#### **Art. 12 Procedure at the General Assembly in the Presence of Members' Representatives**

<sup>1</sup> The President of the Council shall chair the General Assembly or, in the absence of the President, the Vice-President.

<sup>2</sup> The Chairman of the General Assembly shall designate the minute writer.

<sup>3</sup> The members shall determine who is to represent their vote at the General Assembly. They may issue their appointed representatives with instructions as to how to vote on resolutions and in elections.

<sup>4</sup> Votes on resolutions shall be by a show of hands unless the General Assembly decides on a secret ballot.

#### **Art. 13 Procedure for General Assembly held by a written procedure**

<sup>1</sup> The Director General shall formulate the resolutions to be voted on and shall draw up the voting papers and send these to the members by e-mail. The members shall specify the e-mail address to which the voting documents are to be sent.

<sup>2</sup> The members shall send the completed voting papers to the Association's Secretariat within 15 days of receipt, either by e-mail in the form of a pdf document or by fax. Each e-mail and fax received shall be recorded in a register, printed out, have a date stamp printed on it and be placed in a ballot box.





<sup>3</sup> Once the voting deadline has expired, the Director General shall count the voting papers in the presence of a neutral witness (e.g. auditors) and draw up the vote or election record. This shall be sent to the members.

<sup>4</sup> The Auditors shall conduct periodic checks to ensure that the specifications in Paragraph 2 above are being observed and that the result has been established correctly. The documents must be retained for a period of five years.

#### **Art. 14 Quorum**

<sup>1</sup> A General Assembly held in the presence of the members' representatives shall constitute a quorum if at least ten (10)% of the members are present and if these come from at least five different countries. Members who are represented by proxy count as present.

<sup>2</sup> If the General Assembly does not constitute a quorum, it shall be held by a written procedure as per Art. 13.

<sup>3</sup> If the General Assembly is held by a written procedure, it shall constitute a quorum regardless of the number of participants.

<sup>4</sup> The General Assembly can only pass resolutions on business that has been announced by means of the agenda following the procedure in Art. 9.

#### **Art. 15 Majority for Resolutions**

Resolutions are passed with the majority of votes cast. In the event of parity of votes, the motion shall be deemed to have been rejected.

#### **Art. 16 Election Procedure (Council)**

<sup>1</sup> Concerning the calling of elections to the Council and concerning the election procedure, Article 9 and 13 shall apply accordingly.

<sup>2</sup> Every member has as many votes as there are open positions to be distributed. There is only one vote per candidate allowed.

The open positions are distributed among the candidates in the order of number of votes received. If more than two Candidates from one country are elected (relevant are the headquarters of the company represented by the Council candidate), the Candidates concerned cannot be elected to the Council and will be put on the waiting list. The open position concerned will be allocated to the Candidate with the next highest number of votes, who is not subject to the aforementioned country quorum.

In case of parity of votes of two or more candidates for one single open position, the position will be allocated by lot decision of the President. Elected Candidates that could not be allocated to an open position will be put on a waiting list.



## **Art. 17 Election Procedure (Auditors)**

<sup>1</sup> For the election of the auditors the Provisions of Article 16 apply accordingly. However, there is only one position to be allocated.

## **b) The Council**

## **Art. 18 Number of Members, Term of Office, Organisation and Eligibility for re-election, Filling Vacancies**

<sup>1</sup> The Council is made up of Ten (10) members who are elected for a two-year term in office. The positions of Council Members are non-executive. For the avoidance of doubt non-executive shall mean that members of the Council, including the offices of President, Vice President and Treasurer, shall have no executive responsibility over the day to day affairs of the Association and cannot negotiate, sign or otherwise initiate any agreement with third parties. The duties of the three principal council members are defined by their job descriptions attached as appendices to these statutes. The Director General serves as an additional ex officio member of the Council without voting rights.

<sup>2</sup> The Council constitutes itself and allocates the positions of a President, a Vice-President and a Treasurer among its members. In order to be eligible for the aforementioned positions, the Candidates must in general have served at least one term in the Council. In general and subject to their reelection after one term, these positions can only be held by the same person for three (3) terms.

<sup>3</sup> A person may be a member of the Council for a maximum of Ten (10) years. They may only offer themselves for reelection after a period away of at least two (2) years.

<sup>4</sup> In the event of a vacancy in the Council before the end of the term, the open positions will be filled as follows: Any open position(s) will be filled with candidates from the waiting list, considering the country quorum according Article 16 Section 2 above. This procedure is subject to the approval of the Candidate concerned.

If no such Candidates are available, the Council will act with the remaining members until the end of the term. If the number of members of the Council falls below 6, the Council is obliged to call an election without any delay. There is no quorum needed for this decision.

## **Art. 19 Eligibility for Election**

<sup>1</sup> Only persons who are employed by or commissioned by a member may be members of the Council.

<sup>2</sup> Members of the Council must be able to communicate in English for the purposes of all meetings and communications.



<sup>3</sup> The General Assembly may grant observer status in the Council to a person who does not fulfill the conditions set out in Paragraph 1 above, or for other reasons. This status confers all the rights and obligations on the observer, with the exception of the right to vote.

## **Art. 20 Responsibilities**

The Council is responsible for the elaboration of the Association's strategy and takes decisions regarding the corresponding measures. In general, but not exclusively, it has the following responsibilities:

- a) constitution of the Council
- b) issuing of the Internal Regulations
- c) issuing of the Organisation Chart
- d) determining responsibilities and powers of representation, including the authorization to sign
- e) configuring the Association's accounting, internal financial control and financial planning
- f) appointment of the Director General
- g) preparation of all the business for the General Assembly
- h)
- i) Any further duties that are not allocated to another Statutory Body.

## **Art. 21 Invitation, Quorum and Voting Power**

<sup>1</sup> The Council shall meet at least two (2) times each calendar year at the invitation of the Director General or if three Council members request a meeting. The invitation is to be sent out 15 days prior to the meeting at the latest, specifying the agenda. If possible, the Director General attends the meeting of the Council.

<sup>2</sup> The Council shall constitute a quorum if the majority and at least 4 of its members with voting rights are present.

<sup>3</sup> Each member of the Council has one vote, the President also votes and has the casting vote in the event of a tied vote. Voting by proxy is allowed.

## **Art. 22 Procedure**

<sup>1</sup> If the Council passes a resolution on business that was not on the agenda, a minimum of two Council members may demand, within seven days of receipt of the minutes, that this business be included on the agenda for the next meeting. In this case, the decision will be suspended until the next meeting.

<sup>2</sup> The Council may conduct meetings through written procedure, telephone conference calls, video conferencing, chat room, or by other similar electronic methods in which all those Council Members participating in the meeting may simultaneously hear or read each other's communications during the meeting; or all communications during the



meeting are immediately transmitted to each participating person, and each participating person is able to immediately send messages to all others.

<sup>3</sup> Resolutions shall be passed by a majority of the votes cast with the President having a casting vote.

<sup>4</sup> If a member of the Council fails to attend two meetings in a row, he/she shall lose his/her status of Council member without any further decision being required.

### **Art. 23 Responsibilities of the President**

<sup>1</sup> If as defined in appendix A that can be changed from time to time as required by the Council

### **Art. 24 Responsibilities of the Vice-President**

<sup>1</sup> If as defined in appendix B that can be changed from time to time as required by the Council

### **Art. 25 Responsibilities of the Treasurer**

<sup>1</sup> If as defined in appendix C that can be changed from time to time as required by the Council

## **c) The Director General**

### **Art. 26 The Director General**

1 The Council shall employ a Director General with such duties, for such length of time, and at such compensation as the Council may determine as defined in appendix D which may be modified by the Council from time to time, as required. The Director shall serve as a non-voting, ex-officio member of the Council.

2 The Director General shall be responsible for management and administration of the day-to-day operations of the organization in accordance with these Statutes and the governing policies of the Council then in-effect. The Director General shall have the authority to hire and discharge agents, contractors and employees of the organization, and shall oversee and direct their activities in carrying out its work. The Director General shall serve as a primary resource to the Council and shall be the primary operational spokesperson for the organization.

### **Art. 27 The Secretariat**

<sup>1</sup> The Secretariat is located at the Association's head office in Bern.

<sup>2</sup> The Secretariat reports to the Director General and supports the Association's



statutory bodies in the fulfillment of the Association's duties.

**d) The Auditors**

**Art. 28**

- <sup>1</sup> The General Assembly shall elect two members or a trust / audit company which is qualified as Auditors.
- <sup>2</sup> The Auditors are appointed for a term of office of two years. The Auditors may be re-elected without any limitations.
- <sup>3</sup> The Auditors shall examine the accounting and the annual accounts and submit a written report to the General Assembly.

**IV. Finances**

**Art. 29 Resources**

- <sup>1</sup> The Association shall cover its financial needs through membership fees, fees it receives for services (including income from fairs and exhibitions) and from other income.
- <sup>2</sup> Where there are special reasons, the Council may reduce or waive the membership fee for individual members.

**Art. 30 Due Date**

- <sup>1</sup> Membership fees are due at the start of the financial year. They shall be invoiced in the November of the previous year.
- <sup>2</sup> The invoice must have been paid by the end of the previous year.
- <sup>3</sup> Members who are in arrears shall be sent a reminder and be excluded from all services and membership rights until the amount is paid.

**Art. 31 Liability and Claims on the Association's Assets**

- <sup>1</sup> Only the Association's assets shall be liable for the Association's liabilities. The liability of members is excluded insofar as legally possible.
- <sup>2</sup> Members leaving the Association have no claims on the Association's assets.



**Art. 32 Financial Year**

The financial year shall correspond to the calendar year.

**V. Transitional and Final Provisions**

**Art. 33 Dissolution of the Association and Mergers**

- <sup>1</sup> The General Assembly shall decide with a simple majority whether a motion for the dissolution of the Association is to be included on the agenda for the next General Meeting.
- <sup>2</sup> If the General Assembly decides to put the dissolution of the Association on the agenda, the next General Assembly shall be held in the presence of the members' representatives.
- <sup>3</sup> The dissolution of the Association shall be approved if three-quarters of the votes represented agree to the dissolution resolution. The General Assembly shall decide with a simple majority how the Association's capital is to be used.
- <sup>4</sup> The Council shall liquidate the Association in this case

**Art. 34 Entry into Force and Transition Rules**

- <sup>1</sup> These Statutes shall come into force immediately after the resolution has been passed by the General Assembly in October 2016 and shall replace the Statutes of August 2014.
- <sup>2</sup> Those items on the agenda that are dealt with following the amendment of the Statutes shall be dealt with according to the new rules.

The General Assembly of October 2016 has adopted these Statutes.

The President:

Dr. Chula Gangoda

