

13. September 2017

Executive Summary of proposed changes to the Statutes

## **I. General Provisions**

### *Art. 2 Purpose*

<sup>1</sup> The purpose of the Association is to improve and harmonize education by promoting the availability of high-quality educational materials and resources while providing its members with optimum access to the world market. The Association protects, represents and promotes the joint (and wherever possible/feasible, also individual) interests of its members on an international level.

## **II. Membership**

### *Art. 3 Members*

<sup>1</sup> Membership is open **mainly** 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 be members of the Association.**

### *Art. 4 Partners & Affiliates*

<sup>1</sup> Anyone wishing to support the purpose and the activities of the Association may be granted the status of a Partner **for which a formal agreement may or may not be set up.**

<sup>2</sup> **National or international associations may affiliate themselves with Worlddidac provided, they agree to follow the same terms & regulations set in these statutes and are considered to be partners.**

<sup>3</sup> **Event organizers are considered to be partners**

<sup>4</sup> **Partners may not be elected to council.**

### *Art. 5 Commencement of Membership*

<sup>1</sup> **Anyone** wishing to become a member of the Association must submit a written application or fill out the online form for admission.

#### **Art. 5.1 Membership types and levels**

<sup>1</sup> **there are passive (non-voting) and active (voting) levels of membership**

<sup>2</sup> **there are five levels of membership based on the desired level of involvement/interaction with the Association:**

- a) Individuals (passive, no vote)
- b) Basic (passive, no vote)
- c) Silver (passive, no vote)
- d) Gold (active, one vote)
- e) Platinum (active, two votes)

<sup>3</sup> the passive membership levels are designed for those who would like to profit from basic advantages the Worlddidac Association's office has to offer and are therefore lower priced. (e.g.: Networking and participation at Exhibitions)

<sup>4</sup> the active membership levels are designed for those who would like to actively shape the future of Worlddidac by contributing towards enhancing education, and are therefore higher priced. (e.g.: influence the world of education, policy making and work in project groups together with development organizations/agencies)

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

<sup>1</sup> Members may terminate their membership by giving at least six months' notice, in writing, before the end of their subscription year (before 2018, subscription year=calendar year).

<sup>2</sup> Members who are not in compliance with Article 30 Section 2, have not paid their dues after one reminder via email with verified delivery and are 4 months overdue, shall automatically lose their right to membership and therefore are subject to reapplication for membership.

<sup>3</sup> A Member may be brought forward for exclusion by the Director General for the Council to decide upon during the next Council Meeting, if:

- a. They have seriously violated the Association's interests
- b. They have been convicted of copyright infringement by a court, or by a national or international authority.
- c. Upon receiving 3 written reprimands for not adhering to the code of conduct (appendix E)

<sup>4</sup> The role of the Council is to veto (majority vote as per definition Art. 21) the proposal according to Article 6 Section 3, if they deem fit. If the Council does not make use of their veto, the member exclusion process will commence; if the Council does veto, the member will not be excluded.

<sup>5</sup> During the exclusion process, the member shall receive the opportunity to submit a written appeal within a period of 30 days, which will be brought forward for voting upon at the next General Assembly, where the members will decide. As a consequence, the member in question loses his right to vote at the next General Assembly.

### **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 (online, mail, email, etc).

<sup>3</sup> Elections will take place in even years by email (Article 9 and 13 are applicable accordingly)

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

<sup>3</sup> Invitations to each General Assembly must be sent out beforehand, specifying the items on the agenda at least ninety (90) days for assemblies held in presence and thirty (30) days for electronic assemblies.

##### *Art. 10 Voting Power and Representation*

<sup>1</sup> Voting power is membership level dependant.

##### *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. 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 inform the members via email about the specific voting process. The members themselves are responsible that the

correct correspondence Email address is on file at the Secretariat.

~~<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>2</sup> The members shall finalise and hand in completed voting papers to the Association's Secretariat within 15 days of receipt.

<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 witness shall periodically check to ensure that the specifications outlined in Section 1 above are being observed and the result has been established correctly. The documents must be retained for a period of five years.

## **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> A Council Member may not in any way have a Partner Status as defined under Article. 4.

<sup>3</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>4</sup> A person may be a member of the Council for a maximum of Five (5) terms, after which they must wait one term before being eligible for reelection.

<sup>5</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. 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) in the interest of the association, while protecting the interests of the members; specification of the membership fees
- i) Any further duties that are not allocated to another Statutory Body.

### **Art. 30 Due Date**

- <sup>1</sup> Membership fees are due at the beginning of the new subscription year and they shall be invoiced two months prior to the end of the previous subscription year.
- <sup>2</sup> The invoice must have been paid by the end of the previous subscription 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.
- <sup>4</sup> A re-entry into the association may only be accepted after all outstanding membership fees from previous memberships have been settled.

### **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 Assembly.
- <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 by a simple majority how the Association's capital is to be used.