

The Statutes of Worlddidac Association

Full proposal

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

¹ 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.

² 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

³ The Association is politically neutral and non-denominational.

II. Membership

Art. 3 Members

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

² There is no legal entitlement to membership.

³ Individual persons may be members of the Association.

Art. 4 Partners

- 1 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.
- 2 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.
- 3 Event organizers are considered to be partners.
- 4 Partners may not be elected to Council.

Art. 5 Commencement of Membership

- 1 Anyone wishing to become a member of the Association must submit a written application or fill out the online form 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. 5.1 Membership types and levels

- 1 There are passive (non-voting) and active (voting) levels of membership.
- 2 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)
- 3 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)

⁴ 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

¹ 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).

² 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.

³ 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).

⁴ 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.

⁵ 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

¹ The General Assembly shall adopt its resolutions in the presence of the members' representatives or by a written procedure (online, mail, email, etc).

² 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.

³ 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

¹ The General Assembly is the Association's highest statutory body. The Director General is responsible for calling the General Assembly and issuing associated documents.

² 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.

³ 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.

⁴ 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.

⁵ 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

¹ Voting power is membership level dependent.

² 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.

³ 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) adoption of the strategy and the medium-term action and finance plan
- h) amendment of the Statutes
- i) dissolution of the Association
- j) the resolutions as per Art. 6, Paragraph 3
- k) 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

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

² The Chairman of the General Assembly shall designate the minute writer.

³ 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.

⁴ 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

¹ 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.

² The members shall finalize and hand in completed voting papers to the Association's Secretariat within 15 days of receipt.

³ 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.

⁴ The witness shall periodically check to ensure that the specifications outlined in Section 1 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

¹ 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.

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

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

⁴ 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)

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

² 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)

¹ 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

¹ 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.

² A Council Member may not in any way have a Partner Status as defined under Article 4.

³ 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.

⁴ 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.

⁵ 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

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

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

³ 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) 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. 21 Invitation, Quorum and Voting Power

¹ 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.

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

³ 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

¹ 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.

² 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.

³ Resolutions shall be passed by a majority of the votes cast with the President having a

casting vote.

⁴ 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

¹ 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

¹ 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

¹ 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

¹ The Secretariat is located at the Association's head office in Bern.

² 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

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

IV. Finances

Art. 29 Resources

- ¹ 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.
- ² Where there are special reasons, the Council may reduce or waive the membership fee for individual members.

Art. 30 Due Date

- ¹ Membership fees are due at the beginning of the new subscription year and they shall be invoiced two month prior to the end of the previous subscription year.
- ² The invoice must have been paid by the end of the previous subscription year.
- ³ Members who are in arrears shall be sent a reminder and be excluded from all services and membership rights until the amount is paid.
- ⁴ A re-entry into the Association may only be accepted after all outstanding membership fees from previous memberships have been settled.

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

- ¹ Only the Association's assets shall be liable for the Association's liabilities. The liability of members is excluded insofar as legally possible.
- ² 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

¹ 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.

² 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.

³ 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.

⁴ The Council shall liquidate the Association in this case

Art. 34 Entry into Force and Transition Rules

¹ 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.

² 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 2017 has adopted these Statutes.

The President: Dr. Chula Gangoda