

# 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> Connecting organizations, companies, and experts to encourage dialog, partnership and initiatives to advance educational development and promote innovation throughout Education and Life-long Learning.

<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 mainly to companies and organizations that produce, supply or promote products and services in the field of 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

<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.

<sup>2</sup> 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.

<sup>3</sup> The Council shall then take a definitive decision regarding admission. It may refuse admission without stating reasons.

<sup>4</sup> 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**

<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. Organization**

### **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**

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**Art. 8 Organization**

<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>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 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>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 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.

<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 the earliest 15 days after the members have been invited to make their nominations. Every association member is only allowed one nominee to the council.

**Art. 10 Voting Power and Representation**

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

<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 to Article. 16.)
- B) election of the Auditors (separate election procedure according to 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**

- <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 inform the members via email about the specific voting process. The members themselves are responsible that the correct correspondence Email address is on file with the Secretariat.
- <sup>2</sup> The members shall finalize 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 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, Organization and Eligibility for re-election, Filling Vacancies**

<sup>1</sup> The Council is made up of Ten (10) voting 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, Treasurer and President Emeritus, 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, President Emeritus and a Treasurer among its members. To be eligible for the aforementioned positions (with the exception of the Treasurer which is eligible after one term), the Candidates must in general have served at least ~~one~~ two terms (4 years) on the Council.

The President, Vice president, President Emeritus and Treasurer constitute the Executive Leadership Team which works closely with the Director General in defining and preparing Council relevant topics.

To provide continuity and sustainability while providing a wider participation for leadership, the positions of Vice-President, President and President Emeritus will be considered a leadership pathway of the Executive Leadership Team. Each term will be two years and the participants will serve two years in each position before moving on to the next one. This will help to build seniority and understanding of the operations of Worlddidac to ensure and facilitate effective leadership for the association.

As part of this leadership grooming system, the vice-president is the de facto president elect and will become the next president. He/she is automatically enlisted in the council for the next term and therefore need not be elected by the General Assembly. In this way the Vice President participates in the Executive Leadership team to become familiar with the tasks and duties of the President. The members of the council, however, may revoke the automatic enlistment by a majority vote prior to the general assembly.

Presidency is generally for one 2 year term. Exceptions can be made in extra-ordinary circumstances via a majority vote of the council and may occur in case that the Vice President is unable to continue on with the obligation to become the President or has not shown the capacity for leadership.

<sup>4</sup> A President shall receive the title "President Emeritus" after their successful 2 year term as President and stay on with the council as part of the Executive Leadership Team for another two year period without going through election by the general assembly (providing he/she is still within their 10 year council term).

After this period, the "President Emeritus" shall be able to retain this honorary title and shall continue to carry this title for life as they are considered to be worthy Ambassadors of the association. The conditions for continuing with this honorary title are that they must have successfully completed the two-year period as President Emeritus on the Executive Leadership team and served for 10 years on the council. This title is an acknowledgement for their individual efforts, contributions and engagement in the interest of the association. This post position honorary title is purely for representational purposes and does not provide any powers, but it will also help them to continue to be an advocate for the association and spokesperson on the associations behalf.

The council has the right, by majority vote, to call upon a president emeritus to become a member of the council for one term and serve in whatever capacity necessary.

<sup>5</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>6</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 serve on 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 Organization 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.

If at least 5% of the members don't agree with any of the decisions of the Council they may bring it forward for voting at the next General Assembly.

#### **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**

The responsibilities of the President shall be as defined in Appendix A, which can be changed from time to time as required by the Council.

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

The responsibilities of the Vice-President shall be as defined in Appendix C, which can be changed from time to time as required by the Council.

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

The responsibilities of the Treasurer shall be as defined in Appendix D, which 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 E, 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 Switzerland but staff may be alternatively may be posted in another location as decided by the Director General and the Executive Leadership Team.

<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 specific members.

##### **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. 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 Assembly.

<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 by 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 November 2017 and shall replace the Statutes of October 2016.

<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.

Bern, 21.12.2020



The President:

Dr. Steven McKee



The Director General:

Mr. Danny Gauch

## APPENDICES A to E

### APPENDIX A Responsibilities of the President

The Position	President
Reports To:	The Council
Appointed By:	The President is appointed by the Council in accordance with the Statutes of the Association.
Scope of the Role	The position is a non-executive as defined in the Statutes of the Association.
Overview	The President's primary role is to ensure that the Council is effective in its tasks of setting and implementing the Association's direction and strategy. He has the prime responsibility for the leadership of the Council and the Executive Leadership Team.
Main Functions:	<ol style="list-style-type: none"> <li>1. Act as Chairman of the Council meetings</li> <li>2. Act as the Association's leading representative involving the presentation of the Association's aims and policies to the outside world.</li> <li>3. To take the chair at Annual General Meeting, General Meetings and at Council meetings. With regard to the latter this will involve:             <ol style="list-style-type: none"> <li>a. the determination of the order of the agenda</li> <li>b. ensuring that the Council receives accurate, timely and clear information</li> <li>c. keeping track of the contribution of Council Members and ensuring that they are all involved in discussions and decision making.</li> <li>d. at all meetings the President should direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.</li> </ol> </li> <li>4. To take a leading role in determining the composition and structure of the Secretariat. This will involve regular reviews of the overall size of the Secretariat.</li> <li>5. To monitor the performance of the Chief Executive/Director General to ensure he or she is meeting the objectives defined by the Council.</li> <li>6. To ensure effective communication with members of the Association.</li> <li>7. Ensure that all activities within the Council are appropriately accounted and reported and that</li> </ol>

<p>Specific Duties:</p>	<p>detailed and relevant information is provided to Members of the Association.</p> <ol style="list-style-type: none"><li>1. Provide leadership to the Council taking responsibility for the Council's composition and development.</li><li>2. Ensuring proper information for the Council</li><li>3. Planning and conducting Council meetings effectively</li><li>4. Getting all Council Members involved in the work of the Council</li><li>5. Ensuring the Council focuses on its key tasks</li><li>6. Engaging the Council in assessing and improving its performance</li><li>7. Overseeing the election and development of Council Members</li><li>8. Supporting the Chief Executive/Director General</li><li>9. Ensure the administration of Worlddidac keeps in regular contact with its members to ensure their needs are fully met.</li><li>10. To provide a conduit for members to ensure their views are represented within the Council.</li></ol>
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**APPENDIX B Responsibilities of the President Emeritus**

The Position	President Emeritus
Reports To:	The Council
Appointed By:	The President Emeritus is appointed by the Council in accordance with the Statutes of the Association.
Scope of the Role	The position is a non-executive as defined in the Statutes of the Association.
Overview	The President Emeritus’s primary role is one of mentoring the Executive Leadership Team and the Council members and to assist them in determining and implementing the Association’s direction and strategy. They can stand in for the President when asked to or required.
Main Functions:	<p>The President Emeritus can stand in for the President when asked to or required.</p> <ol style="list-style-type: none"> <li>1. Act as a senior representative of Association and to help communicate the Association’s aims and policies to the outside world.</li> <li>2. To be an alternative Chair or supportive member of the Executive Leadership Team at Annual General Meeting, General Meetings and at Council meetings. And assist with the following activities:             <ol style="list-style-type: none"> <li>a. the determination of the order of the agenda</li> <li>b. ensuring that the Council receives accurate, timely and clear information</li> <li>c. keeping track of the contribution of Council Members and ensuring that they are all involved in discussions and decision making.</li> <li>d. at all meetings the President Emeritus should assist to direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.</li> </ol> </li> <li>3. To take an advising role in determining the composition and structure of the Secretariat (Council). This will involve regular reviews of the overall size of the Secretariat.</li> <li>4. To monitor the performance of the Chief Executive/Director General to ensure he or she is meeting the objectives defined by the Council.</li> <li>5. To ensure effective communication with members of the Association.</li> <li>6. To monitor that all activities within the Council are appropriately accounted and reported and that detailed and relevant information is provided to Members of the Association.</li> </ol>

<p>Specific Duties:</p>	<ol style="list-style-type: none"><li>7. Provide guidance to the Council taking responsibility for the Council's composition and development.</li><li>8. Assistance in planning and conducting Council meetings effectively</li><li>9. Assistance in getting all Council Members involved in the work of the Council</li><li>10. Assistance in ensuring the Council focuses on its key tasks</li><li>11. Assistance to the Council in assessing and improving its performance</li><li>12. Assistance in overseeing the election and development and mentoring of Council Members</li><li>13. Supporting the Chief Executive/Director General and the President and the Vice-President</li><li>14. Monitor and assist in the administration of Worlddidac keeps in regular contact with its members to ensure their needs are fully met.</li><li>15. To provide a conduit for members to ensure their views are represented within the Council.</li></ol>
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**APPENDIX C Responsibilities of the Vice-President**

The Position	Vice President
Reports To:	The Council
Appointed By:	The Vice President is appointed by the Council in accordance with the Statutes of the Association.
Scope of the Role	The position is a non-executive as defined in the Statutes of the Association.
Overview	The Vice President’s primary role is to support the President and where necessary to step in and stand in for the President as required. During this term the Vice President will be the understudy for the President and learn the needed background information and participate in governing activities that will help to prepare him to fulfill the President’s role in the next term.
Main Functions:	<p>The following functions will only be required in the event the President is unavailable or is incapacitated. In the event the President leaves the Association or is in some other way unavailable to fulfil his or her duties then the Council will elect a new president. Until this election can be carried out the Vice President will assume the duties of the President:</p> <ol style="list-style-type: none"> <li>1. Act as Alternative Chairman of the Council meetings when required or asked by the President.</li> <li>2. Act as a senior representative of the Association involving the presentation of the Association’s aims and policies to the outside world.</li> <li>3. To be an alternative Chair or supportive member of the Executive Leadership Team at Annual General Meeting, General Meetings and at Council meetings. And assist with the following activities:             <ol style="list-style-type: none"> <li>a. the determination of the order of the agenda</li> <li>b. ensuring that the Council receives accurate, timely and clear information</li> <li>c. keeping track of the contribution of the Council Members and ensuring that they are all involved in discussions and decision making.</li> <li>d. at all meetings the Vice President should assist to direct discussions towards the</li> </ol> </li> </ol>

	<p>emergence of a consensus view and sum up discussions so that everyone understands what has been agreed.</p> <ol style="list-style-type: none"><li>4. To take a supportive role in determining the composition and structure of the Secretariat. This will involve regular reviews of the overall size of the Secretariat.</li><li>5. To assist to monitor the performance of the Director General to ensure he or she is meeting the objectives defined by the Council.</li><li>6. To provide assistance to ensure effective communication with members of the Association.</li><li>7. To help ensure that all activities within the Council are appropriately accounted and reported and that detailed and relevant information is provided to Members of the Association.</li></ol>
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**APPENDIX D Responsibilities of the Treasurer**

The Position	Treasurer
Reports To:	The Council
Appointed By:	The Treasurer is appointed by the Council in accordance with the Statutes of the Association.
Scope of the Role	The position is a non-executive as defined in the Statutes of the Association.
Overview	The Treasurer’s primary role is to ensure that the Council receives accurate and timely financial information and the financial affairs of the Association are conducted in an appropriate manner subject to the laws and statutes of Switzerland
Main Functions:	<ol style="list-style-type: none"> <li>1. Present the Annual Report and Accounts to the Association’s members at the annual General Assembly.</li> <li>2. Present financial information regarding the management accounts and cashflow projections of the Association at Council meetings.</li> <li>3. Oversee the work of the Association’s Auditors to ensure they present fair and accurate accounts.</li> <li>4. Oversee the work of the Associations accountant to ensure accurate and timely presentation of the management accounts.</li> <li>5. Oversee the work of the Secretariat to ensure adequate financial systems are in place and maintained to ensure accurate financial reporting and wellbeing of the Association.</li> <li>6. Ensure effective communication of financial information to members of the Association.</li> <li>7. Ensure that financial information presented within the Council is appropriately accounted and reported.</li> </ol>

**APPENDIX E Responsibilities of the Director General**

The Position	Director General
Reports To:	The Council
Reporting In:	Director of Business Development
Overview	To ensure the members of Worlddidac Association are able to best promote themselves, products and services through the facilities offered by the association.
Main Functions:	<ol style="list-style-type: none"> <li>1. To direct the overall activities of the Worlddidac Association ensuring the agreed financial targets are met and Worlddidac achieves meaningful revenue growth.</li> <li>2. To establish Worlddidac as the leading international education trade association.</li> <li>3. Ensure the office in Bern is appropriately resourced in terms of personnel, materials, and equipment to meet its objectives.</li> <li>4. Ensure that all activities within the organization are appropriately accounted and reported and that detailed and relevant management information is provided to the Council.</li> </ol>
Specific Duties:	<ol style="list-style-type: none"> <li>1. To facilitate and manage the bi-annual Worlddidac exhibition to be held in Bern Switzerland. The event to be held on even numbered years starting 2018.</li> <li>2. To organize Worlddidac international fairs and ensure they serve as platform for producers, distributors, education institutions, government departments and relevant end users.</li> <li>3. To examine new country/regional opportunities for Worlddidac education shows.</li> <li>4. To facilitate and manage the bi-annual Future Talk exhibition to be held in Bern Switzerland on odd numbered years.</li> <li>5. To manage and develop the Worlddidac Award and ensure its wider promotion outside the education industry to develop its currency as a quality award.</li> <li>6. To ensure Worlddidac operates a website and other forms of web presence, that may be required from time to time, that reflects the aims and objectives of the organization and its members.</li> <li>7. To facilitate the creation of direct contacts with key educational managers, administrators and governmental officials from a particular countries or international organizations.</li> </ol>

	<ol style="list-style-type: none"><li>8. To facilitate access to new markets and business opportunities worldwide through the management of intelligent gathering, direct contact and attendance at seminars and conferences.</li><li>9. Organize trade delegations to gain an insight into new markets and obtain essential information about the economic framework.</li><li>10. To provide members with weekly business opportunities and a monthly (bi-monthly) newsletter with basic information about activities of the association.</li><li>11. Ensure the administration of Worlddidac keeps in regular contact with its members to ensure their needs are best met.</li><li>12. Based on a regular dialogue with the members to ensure the services offered by Worlddidac are fit for purpose.</li><li>13. To work with providers of funding for education, from both the public and the private sectors and promote Worlddidac as a conduit for collaborative ventures with its members.</li></ol>
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## APPENDIX F Worlddidac Code of Conduct

The members of Worlddidac have committed themselves to this Code of Conduct to serve as a quality charter for those seeking education equipment or services on which they can rely.

The Code is intended to serve as a basis for ethical decision making in the conduct of professional work. Secondly, it may serve as a basis for judging the merit of a formal complaint pertaining to violation of professional ethical standards.

It is understood that some words and phrases in a code of ethics are subject to varying interpretations, and that any ethical principle may conflict with other ethical principles in specific situations. Questions related to ethical conflicts can best be answered by thoughtful consideration of fundamental principles, rather than reliance on detailed regulations.

1. Worlddidac Members shall abide by the **Worlddidac Statutes**.
2. Worlddidac Members shall conduct business in accordance to the **Worlddidac Vision, Mission and Values**.
3. Worlddidac Members agree to abide by the following principles:
  - **Fairness:** Present adequate value for money, keep the interests of others in mind and act accordingly.
  - **Quality:** Design durable products that cater adequately to the target group they're intended for, last as long as possible, and build a positive reputation for Worlddidac member companies.
  - **Support:** After sales, support [of equipment/concepts etc.] is important. Worlddidac members should continue to display that they see value in their customers even after the point of sale.
  - **Mission:** Do everything possible in the interest of advancing education.
  - **Originality:** Be inspired but do not **duplicate** products or services from others.
  - **Integrity:** Strive to have a positive impact on education and all involved (do not proactively endorse corruption by **bribing**).
  - **Legality:** Abide by the laws of any jurisdictions you operate in.
  - **Honesty:** Report accurately and don't fake certifications, licenses, or copyrights.
  - **Transparency:** Strive to maintain an honest and open corporate identity and refrain from unnecessarily withholding information.

### Strike System

In order to be able to promise quality business and products from members and maintain a united community, Worlddidac recognizes the need for the possibility to remove any member which acts in opposition to the Code of Conduct, Vision, Mission or Values. A strike system has therefore been implemented as follows:

#### Possible Strikes:

- 5 written complaints from member companies\*
  - must arise from at least 3 **separate** member companies
- A valid court order has been brought against a member regarding a principle covered in the Worlddidac Code of Conduct

- 1 complaint from an end user
  - End user must be an organization and not an individual
- 1 complaint from a governmental body

**Strike Process:**

- 1.** 1st strike: Council is informed and written reprimand issued against member.
- 2.** 2nd strike: Council is informed and written reprimand issued against member.
- 3.** 3rd strike: Member is submitted for membership termination as per the Statues (Art. 6.3).

In addition to the possibility of a member being excluded from the Worlddidac Association as a result of accruing 3 strikes, the Director General has the ability at any time to submit a member for membership termination. In such a situation, the case will be brought before the Council and the Council will have the ability to veto the Director General's submission (thus, cancelling the membership termination process).