

Worlddidac Association Statutes

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, Switzerland.

Art. 2 Purpose

1 The purpose of the Association is to protect, represent, and promote the collective interests of its members on national and international levels, while also advancing inclusive, equitable, and quality education in alignment with the United Nations Sustainable Development Goals. The Association achieves these objectives by fostering connections among organizations, companies, and experts, thereby encouraging dialogue, partnerships, and initiatives that advance educational development and promote innovation in education and lifelong learning.

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.

4 The principal language of the Association is English.

5 The Association is committed to upholding and promoting the principles and values of the United Nations, including respect for human rights, gender equality, social justice, environmental sustainability, and the promotion of peace and security. The Association's activities, policies, and operations shall be guided by and aligned with the relevant United Nations Sustainable Development Goals (SDGs) and other applicable UN standards. The Association shall strive to contribute positively to global efforts in these areas and ensure that its work reflects the overarching objectives of the United Nations.

6 The Association is established as a non-profit organization and shall operate exclusively for the promotion of its stated objectives. All income and assets of the Association shall be used solely to further the Association's mission, as outlined in these statutes. No part of the Association's earnings or assets shall be distributed to its members, directors, or officers, except as reasonable compensation for services rendered in pursuit of the Association's goals.

II. Membership

Art. 3 Members

1 Membership is open to companies and organizations from around the world involved in the production, supply, or promotion of products and services within the fields of initial education, training, and continuing

education. In exceptional circumstances, individuals may be invited to become members of the Association.

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 activities of the Association may be granted Partner status. A formal agreement for this partnership may be established, though it is not required.

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 do not have the status of members and may not be elected to Council.

5 There is no legal entitlement to partnership.

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, when there is a valid objection to membership. It may refuse admission without stating reasons.

4 Membership shall be effective once the Association's Secretariat has received the membership fee.

Art. 6 Membership Types and Levels

1 The Association offers three types of memberships, each with two levels determined by the member organization's annual revenue:

A. Silver Membership

- Level 1: Organizations with an annual revenue under CHF 30 million. Members at this level are entitled to one vote in the General Assembly.
- Level 2: Organizations with an annual revenue of CHF 30 million or more. Members at this level are entitled to one vote in the General Assembly.

B. Gold Membership

- Level 1: Organizations with an annual revenue under CHF 30 million. Members at this level are entitled to two votes in the General Assembly.

- Level 2: Organizations with an annual revenue of CHF 30 million or more. Members at this level are entitled to two votes in the General Assembly.

C. Platinum Membership

- Level 1: Organizations with an annual revenue under CHF 30 million. Members at this level are entitled to four votes in the General Assembly.
- Level 2: Organizations with an annual revenue of CHF 30 million or more. Members at this level are entitled to four votes in the General Assembly.

The specific rights, obligations, and benefits associated with each membership type and level shall be further defined in the Association's membership policy and guidelines.

² The Silver Membership is considered the lowest level membership. For purposes of representation silver members are allocated one vote in the General Assembly. Silver members are not eligible to become members of the Council.

³ Gold and Platinum memberships are considered active members of the Association. Gold members are allocated two votes in the General Assembly. Platinum members are allocated four votes in the General Assembly. Both Gold and Platinum members are eligible to hold a seat on the Council.

Art. 7 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.

2 Members who are not in compliance with Article 30 Section 2, have not paid their dues after one reminder via email 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 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. Organization

Art. 8 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. 9 Organization

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 in a digital format (Article 9 and 13 are applicable accordingly)

Art. 10 Summoning of the General Assembly and Elections to the Council

1 The General Assembly is the highest statutory body of the Association. The Director General is responsible for convening the General Assembly and issuing all related documents.

2 The Council or one-tenth of the members may request an Extraordinary General Assembly. They must specify the matters to be addressed and indicate whether the Assembly will be held in person with the members' representatives or by a written procedure.

3 Invitations to each General Assembly must be sent out in advance, specifying the agenda items. For assemblies held in person, invitations must be sent at least sixty (60) days prior, and for electronic assemblies, at least thirty (30) days in advance.

4 Within ten (10) days of receiving the agenda, members may request the inclusion of additional items within the General Assembly's competence on the agenda.

5 For Council elections, the Director General shall announce the list of candidates no earlier than fifteen (15) days after members have been invited to submit their nominations. Each member of the Association is permitted to nominate only one candidate for the Council.

6 Before a General Assembly, every member can cast their vote by email or via the Website. The secretariat will provide all necessary documents 14 days prior to the deadline to hand in votes.

Art. 11 Voting Power and Representation

1 Voting power is membership type dependent. Silver members are allocated one vote in the General Assembly. Gold members are allocated two votes in the General Assembly. Platinum members are allocated four votes in the General Assembly.

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. 12 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 and modification of membership fees

- G. adoption of the strategy and the medium-term action and finance plan
- H. amendment of the Statutes
- I. dissolution of the Association
- J. other business, which the Council or the Director General submits to the General Assembly

Art. 13 Procedures of 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 and shall designate the minute writer.
- 3 The members may 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. 14 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 with 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 and draw up the vote or election record. This shall be made available to the members.

4 The witness shall 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. 15 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 or in a hybrid format, 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. 16 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. 17 Election Procedure (Council)

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

2 The council shall consist of a minimum of six (6) and maximum of ten (10) members, ideally from different countries.

3 Every member can allocate 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 received votes.

4 Country quorum: if two or more Candidates from one country are elected (relevant are the headquarters of the company represented by the Council candidate), the Candidate(s) with less votes cannot automatically be elected to the Council and will be put on a waiting list.

5 Should there still be open positions, the candidate with the next highest number of votes (regardless of the country quorum) shall be considered for this position. However, not more than two (2) members from the same country may be on the council for the same term.

6 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

of the Council. Elected Candidates that could not be allocated to an open position will be put on a waiting list.

Art. 18 Election Procedure (Auditors)

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. 19 Number of Members, Term of Office, Organization and Eligibility for re-election, Filling Vacancies, and ex-Presidents

¹ The Council is composed of six to ten (6-10) voting members who are elected for a two-year term. The positions of Council Members are non-executive. For clarity, "non-executive" means that Council members, including the President, Vice President, and Treasurer, do not have executive responsibility for the day-to-day operations of the Association. They are not authorized to negotiate, sign, or initiate any agreements with third parties. The duties of the three principal Council members are outlined in their job descriptions, which are attached as appendices to these Statutes. The Director General serves as an additional ex officio member of the Council without voting rights. Upon the decision of the Council, he may be excluded from participation in a meeting.

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

3 The Council constitutes itself and allocates the positions of President, Vice-President, and 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 two terms (4 years) on the Council. Exceptionally, in the absence of an interested candidate with two terms of service in the Council, a candidate with only two years of Council membership may be considered for the position of Vice President.

As part of this leadership grooming system, the vice-president is the de facto president elect and will become the next president, as long as they are re-elected to the Council by the General Assembly. In this way the Vice President becomes familiar with the tasks and duties of the President. The members of the Council, however, may revoke the automatic promotion by a majority vote prior to the General Assembly.

Presidency of the Council 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 assume the obligation to become the President or has not shown the capacity for leadership.

In the event of extraordinary circumstances, that the next designated president (current Vice President) cannot fulfill his/her future term, the following options, in this sequence, become valid, upon majority confirmation by the Council:

A. Continuation of the acting President

The current, acting President in office may be asked to extend his/her presidency by one Term in order to ensure continuity.

B. Core Leadership team

The next term acts with a “core leadership” consisting of 1 Vice President, and the Treasurer.

C. New elections

Upon request of at least two (2) council members, an extraordinary election for a new Council President would take place during a Council member meeting. In this case, the position of Vice President may potentially also have to be re-elected.

4 A President shall receive the title of "President Emeritus" (PE) after completing a successful two-year term as President of the Council. The President Emeritus may participate in the Council in a non-voting advisory capacity for an additional two-year period. There can only be one serving PE on the Council at any given time and the PE's participation is by invitation of the Council.

After this two-year advisory period, and subject to Council approval, the President Emeritus may retain this honorary title, in recognition of their valuable contributions to the Association. To continue holding this title, they must have successfully completed the two-year term as President Emeritus on the Executive Leadership Team and have served a total of 10 years on the Council. This title acknowledges their individual efforts, contributions, and engagement on behalf of the Association.

The honorary title of President Emeritus is purely representational and does not confer any official powers. However, it enables the individual to continue serving as an advocate and spokesperson for the Association, in close coordination with the Director General.

5 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. For those who have served as President and Vice President of

the Council, they must wait two terms before being eligible for membership in the Council again.

6 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 to 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 Eligibility for Election

1 Only natural person who are employed by or commissioned by a member may serve on the Council.

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

Art. 21 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 and termination 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. granting and removal of the title of President Emeritus
- J. the resolutions as per Art. 6, Paragraph 3
- K. any further duties that are not allocated to another Statutory Body.

If at least 20% of the members by voting weight don't agree with any of the decisions of the Council, they may bring it forward for voting at the next General Assembly or call for an expedited Extraordinary General Assembly.

Art. 22 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. 23 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. 24 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. 25 Responsibilities of the Vice-President

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

Art. 26 Responsibilities of the Treasurer

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

C) The Director General

Art. 27 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. 28 The Secretariat

1 The Secretariat is based at the Association's head office in Bern, Switzerland. However, staff may be assigned to other locations as determined by the Director General and the Council.

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. 29 The Auditors

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. 30 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 sources.

2 Where there are special reasons, the Council may reduce or waive the membership fee for specific members. The Council may allocate this power to the Director General.

3 To ensure transparency and adherence to Swiss and international standards, the Association's financial statements will undergo periodic audits. These audited statements will be presented to the General Assembly for review and approval.

4 Upon request and with the approval of the Council, the Director General may be authorized to share the association's audited financial reports with external stakeholders, such as UN institutions.

Art. 31 Membership Dues

1 Membership fees are due at the beginning of the new subscription year and they shall be invoiced no later than one month prior to the end of the current 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. 32 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. 33 Financial Year

The financial year shall correspond to the calendar year.

V. Transitional and Final Provisions

Art. 34 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.

4 The Council shall liquidate the Association in this case.

5 The General Assembly shall decide by a simple majority how the Association's capital is to be used. Upon dissolution or liquidation of the Association, any remaining assets shall be allocated to another non-profit organization with similar objectives, in compliance with applicable Swiss law and in alignment with the United Nations Sustainable Development Goals and international standards for non-profit organizations.

Art. 35 Dispute Resolution

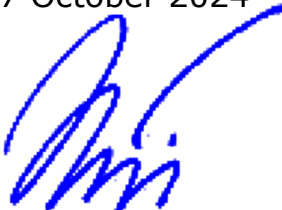
In the event of any dispute or conflict arising between Association and any of its members, the parties shall first seek to resolve the matter through good faith negotiations. If the dispute cannot be resolved through such negotiations within 60 days, the matter shall be submitted to binding mediation administered by the International Chamber of Commerce (ICC) in Paris, in accordance with its Mediation Rules. The decision of the mediator shall be final and binding on all parties involved. ICC costs are shared, while other costs are borne by each party.

Art. 36 Entry into Force and Transition Rules

¹ These Statutes shall come into force immediately after the resolution has been passed by the General Assembly on 7 October 2024 and shall replace the Statutes of 30 December 2022.

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.

Bern, 7 October 2024



Dr. Nader Imani
President



Dr. C. Rodrigo Sáez Muñoz
Director General

APPENDICES A to D

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	<p>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.</p>
Main Functions:	<ol style="list-style-type: none"> 1. Act as Chairman of the Council meetings 2. Act as the Association’s leading representative involving the presentation of the Association’s aims and policies to the outside world. 3. To take the chair at Annual General Assembly Meeting, General Meetings and at Council meetings. With regard to the latter this will involve: <ol style="list-style-type: none"> a. the determination of the order of the agenda b. ensuring that the Council receives accurate, timely and clear information

	<ul style="list-style-type: none"> c. keeping track of the contribution of Council Members and ensuring that they are all involved in discussions and decision making. 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. <ol style="list-style-type: none"> 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. 5. To monitor the performance of the Director General to ensure he or she is meeting the objectives defined by the Council. 6. To ensure effective communication with members of the Association. 7. 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. <ol style="list-style-type: none"> 1. Provide leadership to the Council taking responsibility for the Council's composition and development. 2. Ensuring proper and timely information is provided to the Council 3. Planning and conducting Council meetings effectively 4. Getting all Council Members involved in the work of the Council 5. Ensuring the Council focuses on its key tasks
--	--

<p>Specific Duties:</p>	<ol style="list-style-type: none">6. Engaging the Council in assessing and improving its performance7. Overseeing the election and development of Council Members8. Supporting the Director General9. Ensure the administration of Worlddidac keeps in regular contact with its members to ensure their needs are fully met.10.To provide a conduit for members to ensure their views are represented within the Council.
-------------------------	---

APPENDIX B

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	<p>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.</p> <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>
Main Functions:	<ol style="list-style-type: none"> 1. Act as Alternative Chairman of the Council meetings when required or asked by the President. 2. Act as a senior representative of the Association involving the presentation of the Association’s aims and policies to the outside world. 3. To be an alternative Chair at Annual General Assembly Meeting, General Meetings and at

	<p>Council meetings. And assist with the following activities:</p> <ol style="list-style-type: none">a. the determination of the order of the agendab. ensuring that the Council receives accurate, timely and clear informationc. keeping track of the contribution of the Council Members and ensuring that they are all involved in discussions and decision making.d. at all meetings the Vice President should assist to direct discussions towards the emergence of a consensus view and sum up discussions so that everyone understands what has been agreed. <ol style="list-style-type: none">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.5. To assist to monitor the performance of the Director General to ensure he or she is meeting the objectives defined by the Council.6. To provide assistance to ensure effective communication with members of the Association.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.
--	---

APPENDIX C

Responsibilities of the Treasurer

	<p>Treasurer</p> <p>The Council</p> <p>The Treasurer is appointed by the Council in accordance with the Statutes of the Association.</p> <p>The position is a non-executive as defined in the Statutes of the Association.</p> <p>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 Bern, Switzerland</p> <ol style="list-style-type: none">1. Present the Annual Report and Accounts to the Association’s members at the annual General Assembly.2. Present financial information regarding the management accounts and cashflow projections of the Association at Council meetings.3. Oversee the work of the Association’s Auditors to ensure they present fair and accurate accounts.4. Oversee the work of the Associations accountant to ensure accurate and timely presentation of the management accounts.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.6. Ensure effective communication of financial information to members of the Association.7. Ensure that financial information presented within the Council is appropriately accounted and reported.
--	---

APPENDIX D

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"> 1. To direct the overall activities of the Worlddidac Association ensuring the agreed financial targets are met and Worlddidac achieves meaningful revenue growth. 2. To establish Worlddidac as the leading international education trade association. 3. Ensure the office in Bern is appropriately resourced in terms of personnel, materials, and equipment to meet its objectives. 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.
Specific Duties:	<ol style="list-style-type: none"> 1. To facilitate and manage the Worlddidac exhibitions. 2. To organize Worlddidac international fairs and ensure they serve as platform for producers, distributors, education institutions,

	<p>government departments and relevant end users.</p> <ol style="list-style-type: none">3. To examine new country/regional opportunities for Worlddidac education shows.4. To facilitate and manage the Future Talk conference or any other Worlddidac exhibitions.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.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.7. To facilitate the creation of direct contacts with key educational managers, administrators and governmental officials from a particular countries or international organizations.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.9. Organize trade delegations to gain an insight into new markets and obtain essential information about the economic framework.10. To provide members with weekly business opportunities and a monthly (bi-monthly)
--	---

	<p>newsletter with basic information about activities of the Association.</p> <ol style="list-style-type: none">11.Ensure the administration of Worlddidac keeps in regular contact with its members to ensure their needs are best met.12.Based on a regular dialogue with the members to ensure the services offered by Worlddidac are fit for purpose.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.
--	--

APPENDIX E **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:

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