



Statutes of the Worlddidac Association

I. Name, Seat, and Objectives

Art. 1

Worlddidac - the World Association of Publishers, Manufacturers and Distributors of Educational Materials - is an Association as defined by the Swiss Civil Code Art. 60 ff with its seat in Berne, Switzerland.

Art. 2

The purpose of the Association is the protection, representation and promotion of its members' interests on the international level, especially by improving worldwide access to high quality educational materials.

Art. 3

For the fulfillment of these aims the Association may, among other initiatives, develop the following activities:

- a) Promote the development, the appropriate application and the circulation of educational materials at the national and international levels;
- b) The encouragement of a comprehensive exchange of information between Members, and the maintenance of the professions' standing at the international level;
- c) The gathering of relevant information for Members;
- d) The planning, organization and patronage of events in the Association's field of activity, i.e., exhibitions, symposiums, congresses, seminars, etc;
- e) Co-operation with national and international associations, officials, organizations, and institutions;
- f) Support of protection of copyright and patent rights.

II. Membership

Art. 4

Membership is open to private persons, legal entities, public institutions or national or international associations which develop or provide products, services and solutions from preschool to lifelong learning.

Art. 5

The acceptance of new Members shall be in the competence of the Secretariat, whose decision shall be based on a written application of admission.

The Secretariat may refuse admission without stating reasons.

Applicants who are refused shall have the right to address an appeal to the Secretariat within thirty days after the receipt of the refusal. The appeal shall be considered at the following General Assembly. The respective decision is final.

Art. 6

Membership ceases:

- a) By resignation, handed in three months before the end of a calendar year;
- b) Following bankruptcy or other form of liquidation;
- c) Due to non-payment of dues, following two written reminders. The Secretariat may then revoke Membership. The Membership fee for the current year remains due;
- d) Following a Presidium decision. The reason may be contravention of the Statutes or of a General Assembly decision. The affected Member may appeal to the Presidium through the Secretariat within thirty days. The appeal shall be considered at the following General Assembly. The respective decision is final.

III. Financial Responsibilities of Members

Art. 7

Members shall pay a yearly membership fee, the amount of which shall be decided by Secretariat after the consultation of the Presidium. Payment of the membership fee shall be made within thirty days of receipt of invoice.

National and international associations shall pay a membership fee or service charge, the amount of which shall be decided by Presidium in consultation of the respective associations. Payment of the membership fee or service charge shall be made within thirty days of receipt of invoice.

Art. 8

Only the Association's Assets shall be liable for meeting legal obligations. Members are in no way liable for Association legal obligation.

IV. Executive Bodies of the Association

Art. 9

The Association shall have the following executive bodies:

- a) The General Assembly
- b) The Presidium (Board of Directors)
- c) The Secretariat
- d) The Auditors

a) The General Assembly

Art. 10

The ordinary General Assembly is held every two years. Extraordinary General Assemblies may be convened at any time if the Presidium or the Secretariat so resolve or if requested by at least 20% of the Members, who have agreed on a definite agenda.

Art. 11

The Secretariat informs the Members about the meeting place, date and agenda. Convening notices in writing shall be sent out at least six weeks in advance to the Members and shall detail the meeting place and the date. The agenda shall be forwarded to the Members at least three weeks before the meeting.

Art. 12

Resolutions may only be passed by the General Assembly on items in the agenda. Any Member wishing to propose a motion to the General Assembly must send it in writing to the Secretariat at least four weeks in advance of the date of the meeting.

Art. 13

The President of the Association or should he not be available the Vice-President or should the latter not be available another Member of the Presidium appointed by the President shall chair the General Assembly. The President shall appoint the recorder and at least two scrutineers.

Art. 14

Each Member shall be entitled to one vote at General Assemblies. Any Member can cause himself to be represented by another Member. For representation purposes a proxy in writing shall be necessary which shall have to be lodged with the Secretariat at least six days prior to the date of the meeting. No Member may, however, represent in addition to his own vote more than four other votes at the General Assembly.

Art. 15

The General Assembly constitutes a quorum if at least 10% of all Members are present or represented and those present or represented belong to at least five countries. Elections and votes shall be by simple majority of the present and represented Members. In the case of parity of votes the President casts the deciding vote. Parity of votes in elections have to be decided by drawing lots.

Art. 16

Subject to Article 15 the General Assembly has the following prerogatives:

- a) Approval of Minutes;
- b) Approval of postal decisions, as per Article 24;
- c) Assignment of specific tasks to the Presidium. Consideration of reports on such undertakings;
- d) Approval of the annual report and accounts, including the Auditors' report;
- e) Ratification of Presidium activities;
- f) Election of the President, the Vice-President, the Treasurer and other Members of the Presidium;
- g) Choice of Auditors, as per Article 28;
- h) Nomination and election of Honorary Members;

- i) Decision on appeals against non-acceptance and withdrawal of Membership as per Articles 7 and 8;
- j) Approval of budget;
- k) Approval of change of Statutes;
- l) Approval of possible dissolution of the Association and application of Association funds as per Article 30.

Art. 17

Election and votes shall be by show of hands, unless a secret ballot or vote is ordered by the President, or one third of the present and represented Members ask for it. Minutes shall be prepared of the proceedings and resolutions of the General Assembly.

b) The Presidium

Art. 18

The Presidium shall consist of:

- a) The President
- b) The Vice-President
- c) The Treasurer
- d) At least two other Members.

Art. 19

- a) The General Assembly shall elect the President, the Vice-President, the Treasurer and the other Members of the Presidium for a period of three years. Re-election is possible. The maximum period for a Presidium Member shall in no case exceed twelve consecutive years.
- b) Candidates shall only be eligible for election to the Presidium if they are actively in the employ of a Member. Candidates should have sufficient knowledge of languages to play full part in the proceedings of the Presidium.
- c) In particular cases the General Assembly may elect a member of the Presidium with observer status. The observer has all the privileges and duties of an ordinary member of the Presidium, except the right to vote.

Art. 20

The President represents the membership, advises and supports the Secretariat and monitors the rightful compliance with the statutes and the implementation of the decisions passed by the General Assembly.

The Association is legally bound by the joint signatures of the President and of the Director of the Association.

Art. 21

The Presidium is empowered to seek decisions by postal vote. Such decisions shall be carried by simple majority. In the case of voting parity the President shall have the casting vote. Should a third of the Membership demand it such decisions must be referred to an extraordinary General Assembly. Postal votes shall be minuted at the next General Assembly.

Art. 22

Presidium meetings shall be called by the President as necessary, or at the request of not less than three Presidium Members.

Members of the Presidium have an obligation to attend meetings. Members cannot be represented. Should a Member fail to attend three successive meetings he shall be considered to have resigned. In such a case he shall have the right to appeal to the Presidium for re-instatement. The decision of the Presidium is final.

The Director of the Association takes part in Presidium meetings. He has no vote but is expected to advise on all matters under discussion that have been dealt with by the Secretariat.

Elections and voting shall be by simple majority of those present. In the case of a parity of votes the President casts the deciding vote on a vote being taken; parity of votes in elections are decided by drawing lots.

Presidium decisions may be taken by post, in which case the foregoing rules apply. Postal votes shall be minuted at the next Presidium meeting.

Minutes shall be taken of Presidium proceedings and decisions.

The Presidium may create sub-committees for the handling of special assignments. Such sub-committees may include representatives of Members who do not belong to the Presidium.

Art. 23

The activities of the Members of the Presidium are in principle honorary. The Presidium, however, is entitled, within the limits of the annual budget approved by the General Assembly, to pay an adequate allowance to the President or a delegate of the Presidium for certain time-consuming activities. In the case of expenses incurred in the exclusive service of the Association, travelling expenses, costs of hotels and meals shall also be re-imbursed to the Members of the Presidium.

c) The Secretariat

Art. 24

The Association shall have a Secretariat responsible for the day to day affairs of the Association.

The Presidium shall appoint the Director, who shall manage the Secretariat. The Director shall be responsible to the Presidium, represented by the President. The Director is responsible for the fulfillment of all assignments, working on his own initiative, subject to the provisions of the Statutes. The Director is entitled to appoint a Deputy for the management of operational matters.

The rights and responsibilities of the Director are regulated by a separate contract.

d) The Auditors

Art. 25

The Auditors shall be composed of two accountants, not necessarily Members of the Association. A trust-company can take place of the two accountants. The Auditors shall be elected by the General Assembly for periods of two years. The Auditors may be elected repeatedly, without time limit.

Art. 26

The Auditors shall audit the books and the annual accounts and shall submit a written report thereon to the General Assembly.

V. The Dissolution of the Association

Art. 27

The Presidium or 20% of the Members may put a motion for the dissolution of the Association. The following General Assembly shall discuss such a motion. Within two months of this meeting a further General Assembly shall be called at which the motion shall be further discussed and a final decision taken. Dissolution shall take place if a majority of three quarters of those present are in favour of dissolution.

In such a case the General Assembly shall decide whether the Presidium or specially appointed liquidators shall carry out the dissolution.

In the event of dissolution of the Association its Assets can only be put to charitable uses.

Art. 28

The foregoing Statutes are made out in German and English. The authoritative text is in German.

The foregoing Statutes were adopted at the General Assembly on April 24, 2002. They replace the Statutes April 18, 1997 and come into force on adoption.

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