

# ADESSA



ASSOCIATED DISTRIBUTORS OF EDUCATIONAL  
SUPPLIES IN SOUTHERN AFRICA

*making education happen*

## ASSOCIATED DISTRIBUTORS OF EDUCATIONAL SUPPLIES IN SOUTHERN AFRICA

### CONSTITUTION

2011

#### 1. NAME:

The name of the association shall be "Associated Distributors of Educational Supplies in Southern Africa", hereinafter referred to as "ADESSA" and/or "the Association".

This association is not for gain and may if so decided by the Management Committee apply for registration as such

#### 2. AIMS AND OBJECTIVES:

ADESSA's main aims and objectives are to:

- 2.1 promote sound and ethical business practices amongst its members
- 2.2 ensure high quality and good value in products and services for education amongst its members
- 2.3 communicate effectively with government, fellow members and educational institutions
- 2.4 promote best practices for the use of Information, Communication and Technology (ICT) in education
- 2.5 encourage and foster strategic partnerships
- 2.6 offer a range of services which promote, protect, unite and inform and serve members in various ways.

#### Ancillary Objectives

ADESSA's ancillary objectives are to:

- 2.6.1 ensure streamlined communication allowing members to lobby and advise on important educational issues;

- 2.6.2 research markets and important issues and circulate the information to members;
- 2.6.3 ensure high quality, safe, value for money products and services for education;
- 2.6.4 promote price advantages to suppliers;
- 2.6.5 take the industry forward in line with developments in education and training;
- 2.6.6 prevent unethical business practices;
- 2.6.7 market research results;
- 2.6.8 provide reliable service and support;
- 2.6.9 promote established and ethical companies;
- 2.6.10 provide relevant tools to enhance South African education;
- 2.6.11 make Members aware of the needs and requirements of the curriculum;

### **Links to local Communities:**

- 2.6.12 promote the involvement of Members in community training and workshops;
  - 2.6.13 engender social responsibility amongst its members;
  - 2.6.14 encourage Members to be involved in sponsorships and learnership programs;
  - 2.6.15 encourage Members to be involved in skills training and development strategy;
- 2.7 do anything necessary to achieve or to further enhance the above aims and objectives and ancillary objectives.

### **3. MEMBERSHIP:**

3.1 Membership is open to the following:

- 3.1.1 All those organisations/persons who are already members of ADESSA at the time of passing of this constitution
- 3.1.2 Such other organizations/persons who apply for membership and are approved by the Management Committee

3.2 In order to be eligible for membership applicants must:-

- 3.2.1 be independent of their customers and not enjoy any special status with them which has not been achieved by a commercial process
- 3.2.2 be subject to normal trading arrangements and be commercial in outlook and operations
- 3.2.3 be trading fairly and must have done so for at least two years prior to gaining Membership
- 3.2.4 be able to show that they are financially sound and to produce a valid current Tax Clearance Certificate from the South African Revenue Services if required

- 3.2.5 derive revenue from the sale of goods and services to the South African education and training market and have done so for a minimum of 2 years prior to application
- 3.2.6 be in a position to supply details of satisfied customers who have purchased their products or services during the previous 2 years
- 3.2.7 provide evidence, if requested, of their ability to fully comply with the Code of Practice as set out by the Association.
- 3.2.8 have a South African base and either be South African registered companies or a firm based solely in South Africa for a period of at least 2 years prior to application

3.3 A Member shall be entitled to attend all Member's meetings of the Association and to take part in events organised by ADESSA, have the right of vote at the Annual General or any Special General Meeting of the Association and may appoint a proxy to act on his/her behalf at such meetings.

3.4 The Committee reserves the right of admission to any non-members to meetings and functions held under their control, without voting rights.

### **3.5 Termination of Membership**

Membership may be terminated by the MANCOM on the grounds that:-

- 3.5.1 Membership fees are more than one month in arrears.
- 3.5.2 A Member has contravened any of the criteria for membership and remained in contravention after being given 14 days written notice to remedy such contravention.
- 3.5.3 Such other grounds as MANCOM may by vote of 60% of its members present at any MANCOM meeting decide.
- 3.5.4 Any Member who has been deprived of Membership may re-apply for membership at a later date subject to complying with criteria for Membership.

## **4. FINANCE:**

ADESSA's administration and financial year shall extend from 1 March of each year to 28 February of the following year and all subscriptions shall be calculated from these dates.

The following fees are payable by members;

- 4.1 A once-off initial membership joining fee as fixed by the AGM of the Association
- 4.2 A monthly or annual subscription as fixed at an AGM of the Association.
- 4.3 **Payment of Subscriptions:.**

Membership fees and subscriptions are payable annually or monthly in advance.

Members opting to pay the subscription fee on a monthly basis shall pay their subscriptions by no later than the 7<sup>th</sup> day of each month. Annual payments shall be due and payable by no later than the 7<sup>th</sup> of the month of joining the Association, thereafter fees are payable by no later than the 7<sup>th</sup> of March of each year. A period of grace of one month will be granted, following which, members still in arrears may have their names struck from the membership roll.

#### **4.4 Annual Accounts:**

Provisional accounts drawn on normal accounting principles together with a Treasurer's Report for the year under review shall be tabled for adoption at each AGM. Such Annual Accounts shall not be required to be audited. Any 10 members of the Association present in person or by proxy at any AGM may require that such Accounts be audited in which event MANCOM shall forthwith appoint independent auditors to conduct an audit and circulate the results thereof to Members. A Special Meeting shall then be called by MANCOM to adopt such Accounts. In calling for such independent Auditor the meeting shall raise a special membership levy to finance such audit.

### **5. ORGANISATION:**

The Association will be operated on the basis of a Main Management Committee (MANCOM) responsible for the general administration of the Association, and which shall be responsible to the general Committee of Members.

#### **5.1 Annual general meeting (AGM):**

**5.1.1** The AGM of the Association will be held during March or April of each year upon written notice of such meeting having been given to all members at least fourteen (14) days prior to the meeting and such notice will include an agenda for the meeting. Members wishing to have further matters placed on the agenda must notify the Committee, in writing at least three (3) days prior to the meeting.

**5.1.2** At each AGM reports will be delivered by;

**5.1.2.1 The Chairperson:** on the activities of ADESSA during the preceding year.

**5.1.2.2 The Treasurer:** a statement of accounts and a report on the financial dealings of ADESSA for the year.

**5.1.3** A quorum for an AGM will consist of 10% of the voting members of the Association - inclusive of proxies held - and if a quorum cannot be raised at this meeting it shall be reconvened at a date not more than two weeks

later and any number of voting members present at this reconvened meeting shall be deemed to form a quorum.

## **5.2 Committee members:**

- 5.2.1** All members shall be entitled to attend and vote at any General or Special Meeting of the organization. Voting shall be by show of hands of eligible voting members unless any member requests a poll in which case the Chairperson shall conduct a poll accordingly. All issues shall be decided by majority vote. Any member organization shall be entitled to one vote only but may have as many persons employed by the organization as it wishes attending the meeting. The MANCOM may admit non-members to meetings but they shall not be entitled to vote.
- 5.2.2** A Chairperson of the MANCOM Committee shall be appointed from time to time by the MANCOM Committee. Such Chairperson shall be a person independent of and not in any way employed by any constituent member and may be a person specifically employed by the Committee for that purpose on such terms and conditions as to employment, remuneration, title and period of office as the MANCOM Committee may determine. Such Chairperson shall be a Member and Chairperson of the MANCOM Committee. Should the post of Chairperson become vacant the Vice Chairperson shall take the position of Chairperson until a new Chairperson has been appointed.
- 5.2.3** The MANCOM shall consist of up to a maximum of 8 members elected by the general Committee at the AGM plus the Chairperson. The MANCOM shall from amongst its Members elect a Vice Chairperson, Treasurer and Secretary. All decisions of the MANCOM shall be of majority vote and elected members shall hold office until the next AGM.
- 5.2.4** Nominations for MANCOM Committee Members will be accepted from the floor at AGMs and are subject to acceptance of nomination by the nominee. Should more than the stipulated number be nominated a vote by show of hands will be held. Officers elected at an AGM take office as from the end of that meeting. Should a post fall vacant prior to an AGM, the MANCOM may co-opt any member to fill such post until the ensuing AGM.
- 5.2.5** Each elected Committee Member will have the right to exercise one vote in all ADESSA matters under discussion, with the Chairperson holding a casting vote in the event of a deadlock.
- 5.2.6** The MANCOM shall, without reference to the general membership of the Association, have the power to appoint or co-opt additional committee members, without voting rights, to assist in conducting the business of ADESSA.
- 5.2.7** The MANCOM shall meet on a regular basis, but not less than once every third month and a quorum at such meeting will consist of 50% of the voting members of the Committee. A committee member who fails to attend two consecutive committee meetings without due cause may be required to relinquish their post. A committee member shall have the right, upon one (1) month's written notice to the Chairperson, to resign membership of the

Committee. Such meetings may be held via a conference call or similar electronic communication.

**5.2.8** MANCOM Members undertake to declare any possible conflict of interests should such conflict arise and may not vote on any matter where such conflict occurs.

**5.2.9** Excepting where such expenditure forms part of a pre-agreed budget expenditure, the Chairperson may not involve the Association in any transaction with a monetary value in excess of R5 000 without first obtaining the sanction of the members of the Management Committee.

### **5.3 Special general meeting (SGM):**

**5.3.1** The MANCOM shall convene a Special General Meeting (SGM) upon receipt of a written request to do so signed by at least one half of the paid up members of the Association which request will set out in detail the matter/s to be raised at the SGM.

**5.3.2** The MANCOM of ADESSA is entitled to call an SGM at any time.

**5.3.3** Notice of an SGM shall be given to members in terms of notice of an AGM as per 5.1.1 above. The terms of paragraph 5.2.1 above shall apply to an SGM.

## **6 GENERAL:**

Membership is valid for the administration year, or the part thereof paid for. Proof of membership will be an ADESSA receipt of payment signed by a serving Committee member.

## **7. POWERS OF THE ASSOCIATION:**

7.1 For the furtherance of its aims and objectives, the Association shall have the power :-

7.1.1 To open and operate banking, investment and/or savings accounts;

7.1.2 To invest or employ such funds, which are not immediately required by the Association;

7.2 To utilise the income and assets of the Association that are applied solely towards the promotion of its aims and objectives, with no portion thereof being paid or transferred in any way to any member, excepting that nothing herein shall prohibit the payment of bona fide remuneration to anyone in consideration of any services actually rendered to the Association;

7.3 To appoint an Auditor if deemed necessary;

7.4 To sue or be sued in the name of the organization;

7.5 To own and acquire movable property and other possessions;

7.6 To enter into such contracts, agreements and arrangements necessary or incidental to the furtherance of its objects.

7.7 To do all such things as may be necessary to properly achieve the objects of the association and to carry out the functions set out in this Constitution.

## **8. CONTRACTUAL CAPACITY**

The Organisation shall:-

- 8.1 Exist in its own right, separately from its Members.
- 8.2 Still continue to exist even when its membership changes and there are different office bearers.
- 8.3 Members or office-bearers of the Organization shall have no rights in and to the property or the Organization by virtue to their position as such, nor shall they be personally liable for any loss suffered by any person as a result of any act or omission in good faith while performing functions for or on behalf of the Organisation.

## **9. LEGAL PROCEEDINGS:**

Neither the Association nor any member on behalf of the Association shall institute legal proceedings without leave of the Committee, whose discretion shall be absolute. In the event that legal proceedings are instituted against the Association, and/or against a member in his capacity as a member, the Committee shall provide guidelines for conduct of the proceedings.

## **10. DISSOLUTION OF THE ASSOCIATION:**

In the event that the Associated Distributors of Educational Supplies in Southern Africa be dissolved by majority vote at either an AGM or SGM, all funds held in bank or other accounts will, after any outstanding debts are paid and an audit carried out, be evenly distributed between the paid up members of the Association.

## **11. AMENDMENTS TO THE CONSTITUTION**

Amendments to this Constitution shall only be made at an AGM or SGM after proper notification of such proposed amendments has been given to all members.