



ASSOCIATED DISTRIBUTORS OF EDUCATIONAL SUPPLIERS IN SOUTHERN AFRICA

CONSTITUTION

2004

1. NAME:

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

This association is not for gain.

2. AIMS AND OBJECTIVES:

ADESSA's objectives are to:

- promote sound and ethical business practices
- ensure high quality and good value in products and services for education
- communicate effectively with government, fellow members and educational institutions
- promote best practices for the use of Information, Communication and Technology (ICT) in education
- encourage and foster strategic partnerships

ADESSA aims to offer a range of services, which promote, protect, unite and inform it's members in various ways. These include:

Links to the National and Local Government

- Ensuring streamlined communication allowing members to lobby and advise on important educational issues;
- Research markets and important issues and circulating the information to members;
- Fostering relationships and encouraging strategic partnerships
- Ensuring high quality, safe, value for money products and services for education
- price advantages

- Working to take the industry forward in line with developments in education and training
- Prevention of unethical business practices
- Market research results

Links to the Educational and Training institutions promoting our members and publishes that are:

- Committed to reliable service and support
- Established, ethical companies (not “fly-by-night” operations)
- Able to provide relevant tools to enhance South African education
- Aware of the needs and requirements of the curriculum

Links to local Communities.

ADESSA members are committed to be actively:

- Involved in community training and workshops
- Aware of their social responsibility
- Involved in sponsorships and learnership programs
- Involved in skills training and development strategy

3. MEMBERSHIP:

In order to maintain the credibility of the Association and its Code of Practice, ADESSA has strict eligibility criteria against which each application is compared. ADESSA publicises the criteria to the buyers of our member's products and services to heighten awareness of ADESSA's and our member's commitment to the education and training market.

Membership is open to any person and or organisation, subject only to the limitations laid down in this Constitution.

Organisations wishing to join ADESSA must:

- be independent of their customers and not enjoy any special status with them which has not been achieved by a commercial process
- be subject to normal trading arrangements and commercial in outlook and operations
- be trading fairly and have done so for two years prior to gaining Membership
- be able to show that they are financially sound and to produce a valid current Tax Clearance Certificate from the South African Revenue Services.
- 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
- be in a position to supply details of satisfied customers who have purchased their products or services during the previous 2 years
- provide evidence, if requested, of their ability to fully comply with the Code of Practice as set out by the Association.
- have a South African base and either be South African registered companies or firm based solely in South Africa for a period of 2 years prior to application

Membership is available as:

Ordinary members:

An Ordinary Member is one who is entitled to attend meetings of the Association and who may 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.

Associate members:

An associate Member is either one who could not fully comply or fit with the criteria for membership, but does have an invested interest in Education. This member will be entitled to attend meetings of the Association, may take part in the events organised by ADESSA, but do not have any voting powers at a General Meeting or any Special General Meeting of the Association.

- Associate membership may be reviewed annually on request by the member or the committee.
- The Committee reserves the right of admission to any non-members to meetings and functions held under their control.

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;

- **Ordinary Member:** A monthly or annual subscription as fixed at an AGM of the Association.
- **Associate Member:** A monthly or annual subscription as fixed at an AGM of the Association.
- **Entrance Fee:** An once-off fixed amount as fixed at an AGM of the Association
- **Payment of Subscriptions:.**
 - A person joining or rejoining ADESSA after the expiry of more than six months of the current
 - administrative year shall only be liable for half of that years subscription.
 - Membership fees and subscriptions are payable in advance.

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

Audited Accounts:

Provisional accounts and a report by the Treasurer shall be tabled at each AGM and may be adopted subject to audit within two months, and such audited accounts will be presented for ratification at the second monthly meeting following the AGM.

5. ORGANISATION:

The Association will be operated on the basis of a Main Committee responsible for

the general administration of the Association.

- **Annual general meeting (AGM):**

- 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.
- At each AGM reports will be delivered by;
 - **The Chairman:-** on the activities of ADESSA during the preceding year.
 - **The Treasurer:-** a statement of accounts and a report on the financial dealings of ADESSA for the year.
- 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.

- **Committee members:**

- At the AGM the voting members must elect a Chairman and such officers as are required to run the Association. Appointments to these posts will be for a period of two (2) years and there is no limit on the number of times a member may be re-elected to serve the Association.
- Nominations for Committee Members will be accepted from the floor at AGMs and are subject to acceptance of nomination by the nominee. Should more than one nomination be received for any post 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 falls vacant prior to an AGM, the Committee will call a Special General Meeting in the same manner as required for an AGM and at which the position will be filled.
- Each elected Committee Member will have the right to exercise one vote in all ADESSA matters under discussion, with the Chairman holding a casting vote in the event of a deadlock.
- The Committee 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.
- The Committee shall meet on a regular basis, but not less than once every third month and a quorum at such meeting will consist of two thirds of the voting members of the Committee. A committee member who fails to attend two consecutive committee meetings without due cause will automatically relinquish their post. A committee member shall have the right, upon one (1) month's written notice to the Chairman, to resign membership of the committee.
- Committee Members undertake to declare any possible conflict of interests should such conflict arise and may not vote on any matter where such conflict

occurs. In the event of this causing a deadlock within the Committee, the matter under consideration will be put forward at an AGM or SGM for the members to vote on, such vote then being binding on the Committee.

- Excepting where such expenditure forms part of a pre-agreed budget expenditure, the Committee may not involve the Association in any transaction with a monetary value in excess of R1000 without first obtaining the sanction of the members at an AGM or SGM.
- **Special general meeting (SGM):**
 - The Committee shall convene a 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.
 - The Committee of ADESSA is entitled to call an SGM.
 - Notice of an SGM shall be given to members in terms of notice of an AGM as per 5.2.1 above. The terms of paragraph 5.2.3 above shall apply to an SGM.
- **Ordinary meetings:**

Ordinary Meetings shall be held on a quarterly basis as a forum for the members of the ADESSA

6 GENERAL:

- Membership is valid for the administration year, or the part thereof paid for. Proof of membership will be a ADESSA receipt of payment signed by a serving Committee member.
- Any matters voted on at AGMs and SGMs will be decided by a simple majority, inclusive of any proxies held, and such decision will be binding on all members.
- **Suspension of membership may result from;**
 - Non-compliance with any of the conditions of this Constitution.
 - A member making public statements in which ADESSA's association is either mentioned or implied, other than where such statements have been authorised by the Committee.
 - In all cases mentioned above a member may be suspended from membership of the Association for a period deemed fit by the Committee. Where necessary, a special Committee meeting shall be called at which the member concerned shall be given the opportunity to present their case.
- **Loss of membership shall result from;**
 - Any action or statement by a member that brings the name of ADESSA, into disrepute.
 - Any action by a member that recklessly endangers other members and/or members of the public.

- Any criminal act against the ADESSA.

In all cases mentioned above a member shall lose membership of the Association. Where necessary, a special Committee meeting shall be called at which the member concerned may be given the opportunity to present their facts relevant to the case. Loss of membership may be either permanent or for a term to be decided by the Committee sitting at that time, and shall be binding on future Committees.

7. POWERS OF THE ASSOCIATION:

- For the furtherance of its aims and objectives, the Association shall have the power :-
 - To open and operate banking, building society and/or savings accounts;
 - To invest or employ such funds, which are not immediately required by the Association;
 - To protect the members from liability and to ensure that the income and assets of the Association be 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;
 - To publish and distribute to members a regular newsletters which will contain reports of proceedings and activities of ADESSA and to advise members of the public on the activities and aims of the Association.
 - To appoint an Auditor.

8. 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.

9. DISSOLUTION OF THE SOCIETY:

In the event that the Associated Distributors of Educational Suppliers 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.

10. 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.

AMENDMENTS

AS AMENDED AND APPROVED at the AGM held ON 29 March 2006

The following amendment to the constitution of ADESSA is proposed:

Amendment to Clause 3 – Membership by deleting the following :

“Associate members:

An associate Member is either one who could not fully comply or fit with the criteria for membership, but does have an invested interest in Education. This member will be entitled to attend meetings of the Association, may take part in the events organised by ADESSA, but do not have any voting powers at a General Meeting or any Special General Meeting of the Association.

- Associate membership may be reviewed annually on request by the member or the committee. “

AS AMENDED AND APPROVED at the AGM held on 20 April 2007

The following amendment to the constitution of ADESSA is proposed:

Amendment to Clause 6 – Organization as follows:

“Committee members:

Excepting where such expenditure forms part of a pre-agreed budget expenditure, the Committee may not involve the Association in any transaction with a monetary value in excess of R5000.00 without first obtaining the sanction of the members at an AGM or SGM. “