Preamble

WHEREAS our vision is of African societies in which education is seen as a human right and distance education means are used to provide access, equitable and flexible opportunities with a reasonable chance of success, to all who need it but particularly the marginalized and the poor.

AND WHEREAS we are convinced that formal engagement and regular networking among institutions involved in distance education facilitates more rational use of resources and enhances innovation, knowledge and dissemination;

FURTHERMORE we are persuaded of the need to be of service to formal and non-formal education institutions of the Southern African region,

NOW THEREFORE the signatories to this Constitution by unanimous resolution resolve to form an Association to be known as the DISTANCE EDUCATION ASSOCIATION OF SOUTHERN AFRICA ("DEASA") in accordance with the terms of this Constitution.
Article 1: Acronyms and Definitions

Unless the context indicates differently, in this Constitution –

1.1 "Association", means the Distance Education Association of Southern Africa (‘DEASA’)

1.2 "Chairperson" means one representative from among member countries forming the Executive Committee (ExCO) so elected by secret ballot following the dissolution of the previous ExCo.

1.3 "Code of Ethics" means the code referred to in article 4.

1.4 "Distance education" includes approaches, methods and practices that are based on open learning principles. It also involves all other forms of technology enhanced learning including online, mobile and flexible learning. It incorporates programmes, courses and modules, formal and non-formal approaches, and covers all education sectors, such as higher education, further education and training, general education and adult education.

1.5 "Distance education institution" means any institution or organisation practicing distance education, and ‘institution’ has a similar meaning:

1.6 "Executive Committee" (ExCO) means the collective representatives from each member country, designated by the institutional members from such a country in accordance with a democratic and accountable procedure determined by such members to govern the DEASA.

1.7 "ODL" means Open and Distance Learning which is a multi-dimensional concept aimed at bridging the time, geographical, economic, social, educational and communication distance between student and institution, student and academics, student and courseware and student and peers. Open and Distance Learning focuses on removing barriers to access learning, flexibility of learning provision, student-centredness, supporting students and constructing learning programmes with the expectation that students can succeed:

1.8 "Southern Africa" means the member states of the Southern African Development Community (SADC), at the time currently belonging to DEASA being Angola, Botswana, Democratic Republic of the Congo, Lesotho, Malawi, Mauritius, Mozambique, Namibia, South Africa, Swaziland, Tanzania, Zambia and Zimbabwe and any other duly admitted member state.
Article 2: Name and Nature

2.1 The name of the association shall be Distance Education Association of Southern Africa ("DEASA"), and all forms of open learning is implied in the understanding of distance education.

2.2 The Association is established as an independent, voluntary, professional, non-profit making and non-sectarian association which is non-political in outlook and philosophy with perpetual succession.

Article 3: Legal Personality and limitation of Liability

3.1 Subject to the legal jurisdictional requirements that exist in Southern African countries, DEASA is a legal person which can act, sue and be sued, and acquire, hold and alienate movable and immovable property in its own name.

3.2 The legal address of the Association shall be the country in which the bank account is held and managed, currently South African and the Unit for Distance Education at the University of Pretoria, Groenkloof.

3.3 The communication address shall be in the country in which the Secretariat is based, currently the Southern Africa Development Community (SADC) Centre for Distance Education (CDE) at the Botswana Open University (BOU) in Gaborone, Botswana.

3.4 A member’s liability for any debt or obligation to the Association is limited to the amount of such member’s outstanding membership fees, advanced conference fees in lieu of holding the annual conference and instances where approved budgets have been exceeded without formal permission from the ExCo, upon the advice of the Treasurer.

Article 4: Signing Powers

4.1 Signing powers for the bank account are vested with the ExCO. The ExCO delegates these signing powers to the following EXCO members:
- Chairperson
- Vice-Chairperson and
- Treasurer or Secretary

4.2 The Chairperson may sign any update or amendment to the Constitution as mandated by the ExCO and the Annual General Meeting (AGM).
Article 5: Code of Ethics

5.1 The General Meeting of DEASA shall maintain a written code of ethics, consisting of inspirational and professional guidelines underpinned by minimum standards of ethical conduct which shall be adhered to by all members.

Article 6: Objects of the Association

The objects of the Association shall be to:

6.1 Enable members to share information, to collaborate in obtaining and developing quality distance education courses in identified areas of need, and to organise relevant professional development activities.

6.2 Advocate authoritatively for ODL in the region with regard to sustainable planning and effective implementation of ODL.

6.3 Lobby assistance from national governments and international organizations to advance the development of distance education in the region.

6.4 Influence policy development in ODL in respective countries and facilitate regional coherence.

6.5 Coordinate and drive regional research and capacity development frameworks, and report on the impacts to the diverse stakeholders.

6.6 Promote high professional conduct and encourage member states to maintain DEASA's Code of Ethics in all sphere of conduct.

6.7 Organise conferences for the purposes of sharing distance education research in the region.

6.8 Strengthen regional distance education networks.

6.9 Promote and encourage the use of technology to enhance teaching and learning through ODL.
Article 7: Membership

7.1 The Association shall have six categories and levels of membership, namely:

7.1.1 Institutional membership is open to distance education institutions and national associations in Southern Africa. In order to qualify for institutional membership, an institution shall:

7.1.1.1 formally apply to the Executive Committee within the timeframes to enable Council endorsement;
7.1.1.2 undertake to uphold and formally sign the Code of Ethics;
7.1.1.3 present written institutional reports as and when required;
7.1.1.4 be prepared and have the capacity to:

(i) participate in the Executive Committee;
(ii) accept secondment for Secretariat duties;
(iii) undertake Honorary Treasury duties;
(iv) participate in working committees and project teams;
(v) host the DEASA Annual General Meetings and Executive Committee Meetings.

7.1.2 Associate membership is open to any institution, whether a distance education institution or not, with an interest in distance education. In order to qualify for associate membership, an institution shall sign the Code of Ethics and promote DEASA’s objectives.

7.1.3 Individual membership is open to present and past staff members of distance education institutions and individuals who have an interest in promoting the strategic objectives and ideals of the association.

7.1.4 Honorary membership may be awarded by resolution of a General Meeting, subject to meeting the quality criteria, to any person who has made an outstanding contribution to distance education. Recipients of such awards are expected to serve in an advisory capacity to add value to the association from their respective spheres of influence and expertise.

7.1.5 Patronage membership may be awarded for strategic reasons to eminent persons for each member state within the SADC region, to actively promote and represent the interests and objectives of the Association.

7.1.6 National association membership maybe membership awarded for strategic reasons to a national body of another country.
Article 8: Application for Membership

8.1 Any application for membership of the Association shall be directed in writing to the Executive Secretary and shall be accompanied by:

8.1.1 The organisation's Constitution and Certificates of Incorporation if any;

8.1.2 Details of the organisation including a background, structure, objectives and the extent of membership;

8.1.3 Details of the Principal Officer of the organisation; and

8.1.4 Any registration fees and/or subscription fees prescribed by the Association.

Article 9: Granting of Membership

9.1 Any application for membership is examined by the ExCo to ascertain whether it complies with the constitutional requirements for the category of membership concerned. If the ExCo is satisfied that an application complies with the requirements, the application shall be submitted to a General Meeting for decision by an ordinary majority of the votes present at the meeting.

9.2 Upon being granted membership, the applicant shall complete and sign the Acceptance Form of the Code of Ethics and return the Acceptance Form together with the annual membership fee.

9.3 A candidate for honorary membership shall be proposed and seconded by two separate institutional members.

9.4 The proposal shall be accompanied by sufficient particulars about the person concerned to enable the ExCo and the AGM to establish whether the person has made an outstanding contribution to distance education.

9.5 The decision to confer honorary membership shall be taken in accordance with the provisions of sub-article (1).

9.6 On accepting honorary membership, the member shall sign the Code of Ethics.

9.7 Patrons shall be identified by member states and presented to the AGM for endorsement.
Article 10: Membership Fees

10.1 There are three categories of membership fee, namely:
   • institutional and national association membership fee
   • associate membership fee and
   • individual membership fee.

10.2 Membership and membership fees are determined by the AGM.

10.3 Membership fee is immediately payable upon acceptance of membership.

10.4 The Honorary Treasurer shall be responsible for reconciling membership accounts and fees payments and for proposing updated membership fees as part of the annual budget proposal.

Article 11: Register of Members

11.1 The Executive Secretary shall keep a register of fully-paid-up and honorary members of the Association in their categories, and shall have the register available at every DEASA General Meeting.

Article 12: Termination of Membership

12.1 A General Meeting of the Association may terminate the membership across all categories for failure to comply with the provisions of this Constitution, for violating the Code of Ethics, and for failure or neglecting to pay membership fees due and payable to the Association:

12.1.1 New members may have their membership terminated for failure to pay membership fees in the immediate year in which they were admitted.

12.1.2 Existing members may have their membership terminated for failure to pay membership fees for two consecutive years.

12.1.3 Voluntary withdrawal from the Association after one month’s notice to the ExCo.

12.1.4 Expulsion upon such grounds and in such manner as the Association may from time to time prescribe.

12.2 Before membership is terminated by the Association, the alleged breach of the provisions of the Constitution or violation of the Code of Ethics shall be investigated and in writing reported on by a committee appointed for that purpose by the Executive Committee.
The member affected by the investigation shall be informed of the charges levied, of the investigation, of any adverse allegations or findings, and be offered a fair opportunity of being heard and responding to such charges and allegations.

After the investigation and hearing referred to in this article, the Executive Committee shall make a recommendation to the general meeting of DEASA about the continued membership of the institution or individual concerned.

**Article 13: Annual General Meetings (AGM)**

13.1 At least one general meeting shall be held every year. The venue for the Association's general meetings shall rotate among member states.

13.2 Subject to article 14(4), every institutional member is represented by one or more duly authorised representatives at every general meeting of the Association.

13.3 The notice of a general meeting with a provisional agenda shall be circulated to all members entitled to attend at least sixty days before the date of the meeting.

13.4 Additional matters to be placed on the agenda shall reach the Executive Secretary not less than fourteen days before the date of the meeting.

13.5 The final agenda shall be adopted at the general meeting.

13.6 The business at a general meeting shall be conducted in the following order:

(a) Constitution of the meeting
(b) Adoption of the agenda
(c) Certification of the Minutes of previous General Meeting.
(d) Matters arising from the minutes.
(e) Membership matters.
(f) The Chairperson's Report.
(g) The Executive Secretary's Report.
(h) The Honorary Treasurer's Report.
(i) Matters raised by the Working Committee(s) or by any member, provided adequate notice has been given in accordance with sub article (5).
(j) Country Reports.
(k) Any other business.

13.7 The quorum at a general meeting is at least 50% of all institutional members. If no quorum is present at a meeting after half an hour of the appointed time, the meeting may proceed but all resolutions taken at such a meeting shall be ratified by a subsequent meeting at which a quorum is present.
13.8 If the Chairperson cannot attend a General Meeting, the Chairperson shall inform the members in advance and arrange for the Vice Chairperson to chair the meeting. In the event that neither the Chairperson nor the Vice Chairperson is present at the meeting, the General Meeting elects a chairperson for that particular meeting from its members present.

13.9 The General Meeting of the Association acting at a duly constituted meeting shall be the ultimate authority on all matters of and concerning the Association and may for the purposes of the attainment of its objects, inter alia have the following powers:

13.9.1 approve and make amendments to this Constitution;
13.9.2 appoint members of the Executive Committee and ratify the appointment of the Committee members;
13.9.3 approve projects to be carried out by and on behalf of the Association;
13.9.4 ratify any decision taken by any organ or official of the Association;
13.9.5 pass by laws pertaining to the conduct of the affairs of the Association;
13.9.6 shall form time to time determine the fees payable by members.

Article 14: Extraordinary General Meeting

14.1 The Chairperson shall call an extraordinary general meeting –

14.1.1 at a written request signed by one-third of all member states who are members of the Association; or
14.1.2 when the Executive Committee is of the opinion that there are pressing issues which warrant an extraordinary meeting.

Article 15: Voting Procedures

15.1 Voting at a general meeting is by show of hands unless the meeting decides that a decision shall be by secret ballot.

15.2 An institutional member has one vote, to be cast on behalf of the institution by a duly authorised representative.

15.3 In the event of a tie, the Chairperson at the meeting has a casting vote.

15.4 When an institution or national association member is unable to attend a meeting, it shall cast a proxy vote in writing and in a way determined by the general meeting.

15.5 Unless this Constitution provides otherwise, decisions at a general meeting are made by at least a 50% majority of the members present, and all members are bound by decisions so made.

15.6 A member with outstanding membership fees at the time of a general meeting shall not vote at that meeting.
Article 16: The Executive Committee (ExCO)

16.1 The Executive Committee shall meet on the day before a general meeting, and again directly after the meeting.

16.2 The Executive Committee consists of:

16.2.1 One representative from each member country, designated by the institutional members from such a country in accordance with a democratic and accountable procedure determined by such members;
16.2.2 the Honorary Treasurer; and
16.2.3 the two persons forming the Executive Secretariat in terms of subsection (2).

16.3 The Executive Secretariat consists of the Executive Secretary and one other person being the Administrative Coordinator, without voting rights, seconded by member organisations or employed on a contract basis.

16.4 At its first meeting after the Annual General Meeting, the members of the Executive Committee elect by secret ballot and absolute majority one of its members as chairperson and vice chairperson. The Honorary Treasurer will be identified from the country where the banking account is held, and will be an ex-officio member without voting powers. If more than one person is nominated for a position, voting takes place in rounds by eliminating the candidate with lowest number of votes until a candidate with an absolute majority emerges.

16.5 A member of the Executive Committee serves for a renewable period of two years.

16.6 At least 50% of the members of the Executive Committee constitute a quorum.

Article 17: Duties of the Executive Committee

17.1 The Executive Committee oversees and administers the affairs of the Association in accordance with the provisions of the Constitution and decisions of the annual general meeting. In the performance of its functions the duties of the Executive Committee are to:

17.1.1 devise ways to promote and publicise the Association to the general public of Southern Africa;
17.1.2 direct and monitor the implementation of the Association as decided by the AGM;
17.1.3 being responsible for all matters pertaining to bilateral and multilateral contracts with other institutions and partnerships;
17.1.4 oversee the finances of the Association and ensure that an audit is conducted annually;
17.1.5 direct, coordinate and supervise the Executive Secretariat;
17.1.6 monitor the activities of all working committees and project teams.
17.1.7 endorse the reports from the Executive Secretariat for presentation to donor agencies and the Association meetings;
17.1.8 process membership applications as provided for in the Constitution; and
17.1.9 perform any lawful function consistent with this Constitution or decisions of the AGM in order to serve and promote the interests of DEASA and distance education.

17.2 The Chairperson, the Honorary Treasurer and Executive Secretary shall visit the conference hosting country prior to the hosting.

17.3 The Executive Committee shall have three annual meetings; two (2) meetings before and one (1) after the AGM.

Article 18: Powers and duties of office-bearers

18.1 Executive Committee members shall:
   a) act as the focal person for DEASA in member states;
   b) represent member states on the executive;
   c) share information on DEASA activities with institutional members;
   d) coordinate the compilation of the country reports and present at AGM;
   e) ensure that member institutions pay membership fees;
   f) coordinate the review of documents as required
   g) coordinate and liaise with the various working committees that may be deemed necessary
   h) elect a chair, vice-chair, and appoint an honorary treasurer and secretariat, and establish any other portfolio as may be necessary.
   i) appoint new office-holders for any vacancy that may arise
   j) remove and replace office-bearers unable to meet the obligations of their portfolio, including country representatives.

18.2 The Chairperson is the official representative of the Association and shall:
   (a) presides over all meetings of the Association;
   (b) maintains contact with all members, with the assistance of the Executive Secretariat;
   (c) co-ordinates the activities of the Executive Secretariat by, amongst others –
       (i) ensuring that all resolutions passed by the Association are implemented;
       (ii) ensuring that the Executive Secretariat, Working Committees and Project Teams prepare and present comprehensive reports on the Association activities at AGM and Executive Committee Meetings.

18.3 The Vice Chairperson shall:
   a) preside over all meetings of the Association in the absence of the Chairperson;
   b) oversees the activities of DEASA Working Committees, including the conference committee.
18.4 The Honorary Treasurer shall:
(a) monitor all financial matters and ensure that proper records of all financial transactions are maintained;
(b) review the finances of the Association and makes appropriate recommendations;
(c) prepare appropriate financial statements and present them to meetings;
(d) ensure that the financial records are audited annually;
(e) develop and maintain financial regulations of the Association.

18.5 Executive Secretariat shall:
Subject to any instructions from the Executive Committee be responsible for the day-to-day activities of the Association in particular:

(a) liaises with the Chairperson and other members of the ExCo, for all matters pertaining to the arrangement and administration of general meetings and Executive Committee meetings, including the recording of proceedings and the keeping and distribution of minutes;
(b) ensures regular contact with members;
(c) receives and process membership applications for consideration by the Executive Committee, General and Annual General Meetings;
(d) liaises with the Chairperson regarding representation of DEASA on relevant fora;
(e) represents DEASA in local, regional and international fora where delegated by the Chairperson;
(f) monitors strategic and operational plans and budgets for the AssociationDEASA;
(g) coordinates and supervises the activities of any other additional staff members of the Secretariat;
(h) facilitates the release of the Association publications, including the DEASA Newsletter and journal;
(i) establishes and maintains the DEASA website;
(j) ensures the maintenance of the server.

18.6 A country representative shall:
(a) Attend ExCo meetings;
(b) Coordinate in-country DEASA activities and discussions;
(c) Assist the Association with the collection of membership fees;
(d) Provide an annual update report on distance education members and activities in the country;
(e) Liaises and supports the SADC-CDE in the capacity building initiatives in ODL in the country.

Article 19: Working Committees

19.1 The Executive Committee may from time to time establish Working Committees and Project Teams on an ad hoc basis to execute DEASA activities and projects.

19.2 To ensure accountability, the powers of a Working Committee or Project Team shall be prescribed by the Executive Committee.
19.3 At least one member of the Executive Committee shall be a member of a Working Committee or a Project Team.

19.4 Where appropriate, the member of the Executive Committee shall be the Chairperson of the Working Committee or Project Team in which such member serves. Where more than one member from the Executive Committee serve in a Working Committee or Project Team, the Committee or Team shall elect one of them to be the Chairperson.

19.5 The Executive Committee may, on a consultancy basis, request the services of persons outside DEASA whose expertise would assist the Working Committee or Project Team.

19.6 Meetings with the Working Committees

19.6.1 There shall be at least one Extended Executive Committee meeting held annually by the members of the Executive Committee and all the task team leaders of the working committees. This will usually be most feasible on the occasion of the annual general meeting and conference.

Article 20: Succession Procedure/Plan

20.1 The Executive Committee members shall serve a maximum term of two (2) years which may be renewed only once.

Article 21: Finance

21.1 The revenue of the Association shall derive from membership fees and from grants, contributions, investment interest and other forms of income that DEASA may receive.

21.2 The Honorary Treasurer collects, receives and processes all fees and other income.

21.3 The Honorary Treasurer shall keep proper accounts and other records of all income, expenditure and other financial transactions, and shall prepare financial statements.

21.4 The Executive Committee shall appoint a qualified person or company to audit the Association's financial records on an annual basis.

21.5 The audited financial statements shall be viewed by the ExCo and then submitted to the AGM for approval.

21.6 For its financial purposes the Association shall operate one or more accounts at recognised financial institutions but still within the same jurisdiction. The Executive Committee may determine the types of account to operate and the financial institution to use.
21.7 All expenditure shall be authorised by the Executive Committee and, in exceptional circumstances, by the Chairperson. Exceptional expenditure authorised by the Chairperson shall be ratified at the next Executive Committee meeting, subject to thresholds agreed by ExCo.

21.8 The Honorary Treasurer and one other designated ExCo committee member shall sign financial documents.

21.9 The financial year of the Association shall run from the first day of July to the last day of June of the following year.

Article 23 Headquarters

23.1 The communication headquarters of the Association shall be any country where the Secretariat is hosted.

23.2 The legal headquarters of DEASA shall be in any country where the bank account is held.

Article 24 Language

24.1 The working language and language of record of the Association is English, members from non-English speaking countries shall be assisted with translation services whenever these are required.

24.2 This Constitution maybe translated into other languages and shall be interpreted in such a manner which prevents conflict with the translation hereof. Should a conflict arises which is incapable of being reconciled as above, then the English text shall prevail.

Article 25 Dissolution

25.1 A motion for the dissolution of the Association shall be passed at an extraordinary general meeting convened in accordance with the provisions of article 13(1)(a) or (b).

25.2 If no quorum is present at the meeting, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be convened within 90 days in accordance with the procedure governing the convening of such general meeting.

25.3 When the dissolution of the Association has been approved, no further action may be taken by the Executive Committee or any office-bearer or official in connection with the aims and activities of the Association, other than to liquidate for cash all assets of the Association subject to payment of all debts of the Association. The balance shall be distributed to the benefit of distance education in such a manner as may be resolved by the general meeting at which the resolution for the dissolution was passed.
Article 26 Interpretation

26.1 Subject to final interpretation by a competent court of law, the interpretation given to this Constitution by the AGM of the Association is final.

Article 27 Amendments

27.1 This Constitution may be amended by resolution at the AGM.

27.2 A motion to amend the Constitution, with an explanation for such an amendment shall be submitted in writing to the Executive Committee at least 60 days before the general meeting where the motion will be served.

27.3 The motion and explanation shall be circulated with the notice of the general meeting and any member state can propose an amendment.

27.4 This Constitution repeals and replaces any previous Constitution and its amendments of this Association.

Article 28 By – Laws

28.1 The Annual General Meeting may make by-laws within the framework of this Constitution for the furtherance of the objectives of the Association, without prejudice to the generality of the foregoing, such by-law may provide for:

28.1.1 appropriate representation from the countries which comprises the Association and rotation of the Chairperson and Meetings of the Executive Committee to ensure in so far as is practicable that the representation within the Association's structures reflects the nature of the diversity of the region.

28.1.2 financial matters, including the keeping of accounts and their audit;

28.1.3 the keeping, circulation and approval of minutes of all meetings;

28.1.4 procedure for the conduct of the Annual General Meetings.
ADOPTED THIS 17th DAY OF MARCH 2018 AT THE EXECUTIVE MEETING OF DEASA HELD AT THE UNIVERSITY OF PRETORIA, GROENKLOOF CAMPUS

CHAIRPERSON’S SIGNATURE: [Signature]

WITNESS: [Signature]
BY-LAWS OF THE DISTANCE EDUCATION ASSOCIATION OF SOUTHERN AFRICA (DEASA)
These by-laws have to be read in conjunction with the constitution of DEASA

BY-LAW 1 of 2018
Granting of Membership (Article 9)

1.1 When an application is made for Institutional Membership, the application letter should be signed by the Head of the Institution and should provide information on the aims and objectives of the Institution, the staff complement, the location, the financing, and the Governance of the institution.

1.2 When an application is made for Associate Membership, the application letter should be signed by the Head of the Institution and should provide information on the aims and objectives of the Institution, the staff complement, the location, the financing, and the Governance of the institution.

1.3 When an application is made by a National Association, the application letter should be signed by the Chairperson and the Secretary of the Association and should provide information on the aims and objectives of the Association, list of members of the Association, the headquarters of the Association, constitution of the Association, financing, and its Governance.

BY-LAW 2 of 2018
General Meetings (Article 13)

2.1 The hosting of the general meetings shall rotate among institutional members in alphabetical order of the names of the countries.

2.2 The order of hosting the general meetings will be validated at each general meeting.

2.3 If an institution (states) that is to host the general meeting is unable to do so for one reason or another, the next one in alphabetical order will be requested by the Executive Committee to host.

2.4 In arranging general meetings, the host country will: look for the venue of the meeting, help the members with accommodation arrangements, coordinate transport for the members, arrange teas and lunch during the meetings, and any other logistics that are necessary for the meeting to be a success and for members to be comfortable.

2.5 The Annual General Meeting shall follow the annual DEASA conference.
BY-LAW 3 OF 2018
VOTING PROCEDURES (ARTICLE 15)

3.1 Honorary members and Associate members of the organisation will not be entitled to vote during DEASA Meetings.

BY-LAW 4 OF 2018
THE EXECUTIVE COMMITTEE (ARTICLE 16)

4.1 The General Meeting shall appoint a DEASA member to conduct the elections of the office bearers after the first day of the Annual General Meeting.

4.2 The official handover of the DEASA assets, namely: documents, files, equipment, plans, reports, financial records, and any other relevant documentation shall take place immediately after the Annual General Meeting.

4.3 The Executive Secretary shall be on a three year contract, and the position shall rotate among the DEASA member states.

BY-LAW 5 of 2018
FINANCE (ARTICLE 21)

5.1 The audited financial statements of DEASA shall be presented at the Annual General Meeting, and if for whatever reason this is not possible, they shall be presented, without default at the following General Meeting.