



STATUTES

1. CONSTITUTION AND AIMS

1.1 TITLE CONSTITUTION

The European Speech and Language Therapy Association (ESLA) is the umbrella organisation for professional associations of speech and language therapists in Europe. ESLA is a non-governmental and non-profit organisation incorporated in the form of an association governed by Belgian law as an AISBL (International Association under Belgian Law).

The term speech and language therapist is the term used in the European Union Directive 2005/36, dated 7 September 2005, in reference to professionals working within the field of speech and language therapy and speech and language pathology. The term SLT will be used throughout these statutes.

1.2 HEAD OFFICE

The Head Office for ESLA is located in Brussels, Belgium.

The location of the registered headquarters head office may be altered to any other location in Belgium on the basis of a decision made by the Board of Directors.

1.3 VALUES

The values and activities of ESLA are based on the principles of respect for human dignity, freedom, democracy, equality, the rule of law and respect for human rights as stated in the:

- United Nations Universal Declaration of Human Rights,
- European Convention for the Protection of Human Rights and Fundamental Freedoms,
and
- Charter of Fundamental Rights of the European Union.

1.4 LANGUAGE

These statutes were originally drawn up and written in English and then translated into French. The statutes must always be kept up to date in both languages.

In case of interpretation difficulties between the two versions, the English version will prevail.

1.5 AIMS

The aims of ESLA are to:

- a. Support the development of the size and scope of the profession in Europe

- b.** Commits to policy making in Europe
- c.** Establish quality standards for SLT and promote their implementation
- d.** Be the reference organisation for all SLT related matters in Europe
- e.** Collaborate with partner organisations in and outside Europe for the benefit of the profession and its practice
- f.** Represent, advise and support its members on clinical, educational and political matters
- g.** Promote excellence in initial and continuous education in the field of SLT
- h.** Promote and disseminate scientific knowledge in the field of SLT
- i.** Encourage cooperation and collaboration between its members and with partners
- j.** Promote and protect the public image of SLT and SLTs amongst the general public, policy makers and users.

2. MEMBERSHIP

2.1 FULL MEMBERSHIP

Those eligible for full membership of ESLA are national associations exclusively representing SLTs, and subsections of associations and federations, on the condition that the subsection exclusively represents SLTs and can function independently from the association and/or federation it is part of.

Full membership also requires associations/ subsections to:

- Be accepted through a majority vote by ESLA members
- Meet ESLA's minimum standards for education
- Comply with ESLA's ethical framework
- Share the values of ESLA as stated in article 1.3
- Be registered in a country geographically placed in Europe

2.2 OBSERVER MEMBERSHIP

SLT associations that do not meet the requirements for full membership can apply for observer membership. Observer membership is granted upon approval by the General Assembly. Observer members will pay an annual subscription fee determined by the General Assembly. Observer members may be excluded if they do not pay the membership fee despite being sent two reminders by registered letter or by e-mail with confirmation of receipt.

2.3 MEMBER OBLIGATIONS

Member associations must be respectful of the aims and objectives of ESLA and respect the official decisions taken within the organisation. Member associations must follow ESLA's statutes and ethical principles, subject to the obligations imposed on them by their own national legislation.

2.4 APPLICATION AND ADMISSION

Applications for full membership must be submitted in writing. The General Assembly will decide whether to grant a request for admission as a full member based on proposal from the Board of Directors. Full membership will be declined if the application does not meet the membership criteria stated in article 2.1. ESLA does not need to justify a decision not to accept an application but must state that the application does not meet the membership criteria. A decision not to accept an

application cannot be appealed. Reapplication is possible. Membership commences on the day the membership is granted by the General Assembly.

2.5 RESIGNATION

A notification that a member wishes to resign from ESLA should be submitted in writing or per e-mail to the Board of Directors. Resignation from the organisation comes into effect when this notification is received and does not require any decision-making by ESLA. The membership terminates at the end of the month in which the notification of resignation is received. Paid membership fees will not be refunded. Should resignation be received after the 31 March, the member will still be requested to pay any outstanding membership fee on a pro rata basis.

All working documents produced on behalf of ESLA are the intellectual property of ESLA and should be returned to the Board of Directors upon resignation.

2.6 EXCLUSION

A member association may be excluded from ESLA if the association:

- no longer meets the requirements stated in article 2.1,
- has breached its obligations under article 2.3,
- has not paid its membership fee despite being send two reminders by registered letter or by e-mail with confirmation of receipt.

The decision to exclude a member association can be made by the ESLA General Assembly based on a two-thirds majority vote of those present.

Before adopting any exclusion measure against a member, the Board of Directors will contact the member to request an explanation. After having considered the explanations, the Board of Directors will make a recommendation to the General Assembly. The member will have the right to give explanations at the General Assembly. A decision to exclude a member will be communicated to the member by the chair of ESLA Board of Directors. The decision of the General Assembly is sovereign and cannot be appealed.

All working documents produced on behalf of ESLA are the intellectual property of ESLA and should be handed over to the Board of Directors upon exclusion.

2.7 RE-ENTRY

Re-entry to ESLA by a former member may be granted according to the rules of application stated in articles 2.1 and 2.2. If the applicant association was excluded due to unpaid member fees, then the outstanding debt must be settled according to article 2.5, unless otherwise decided by the General Assembly.

2.8 ASSOCIATE MEMBER

Associate membership is open to non-profit associations and institutions that have an interest in European speech and language therapy. Associate membership is granted upon admission by the Board of Directors. Associated members have a consultative status but no voting rights. Associate

members will be excluded from ESLA if their membership fee is not paid despite being sent two reminders by registered letter or by e-mail with confirmation of receipt

3. GOVERNANCE

3.1 OPERATION

The operation of ESLA is executed in accordance with the statutes through the operation of the

- General assembly (article 4)
- Board of Directors (articles 5-6)
- and
- Nominations Committee (article 7)

3.2 MINUTES

Formal minutes will be taken at meetings of the General Assembly, the Board of Directors, and the Nominations Committee. Minutes of the meetings will be made available to the public within one month of each General Assembly.

3.3 FISCAL YEAR AND FINANCIAL STATEMENTS

The fiscal year for ESLA coincides with the calendar year. A financial statement must be prepared by the accountant in collaboration with the Board of Directors and presented to ESLA's General Assembly on an annual basis.

4. GENERAL ASSEMBLY

4.1 HIGHEST DECISION-MAKING BODY

The General Assembly is the highest decision-making body of ESLA and meets once a year before the end of May. The agenda, the time and location for the General Assembly is decided by the Board of Directors.

4.2 QUORUM

The General Assembly is deemed to have reached decision-making capacity when a minimum of two thirds of the full members are represented.

Decisions are adopted by a relative majority. In the event of an equal number of votes being cast for and against a proposal, the Chair of the Board of Directors has the casting vote.

4.3 EXTRAORDINARY GENERAL ASSEMBLY

An Extraordinary General Assembly shall be convened in the event of changes to the ESLA statutes or if a decision needs to be made concerning the dissolution of the Association.

4.4 ADDITIONAL GENERAL ASSEMBLY

The Board of Directors may convene an Additional General Assembly if special circumstances arise. The Board of Directors is also required to convene an Additional General Assembly upon receipt of a written request or per e-mail by at least one third of the number of member associations and/or the auditors. An Additional General Assembly must be held within 60 days of the request.

4.5 ELECTIONS

Elections for the Board of Directors will be held every third year at the General Assembly. If vacant positions on the Board of Directors arise between elections, by-elections for the mandates that have become vacant should be arranged at the annual General Assembly. A person elected for a position on the Board of Directors through by-election is elected for the remaining duration of the ongoing mandate.

4.6 REPRESENTATIVES

The General Assembly consists of one appointed representative per member association. Members of the Board of Directors cannot be appointed as representatives. Member associations with representation on the Board of Directors may send a co-opted representative to the General Assembly. Members are eligible to send additional non-voting representatives to the General Assembly up to a total of two representatives at their own expenses.

4.7 INVITATION, CALL FOR REPRESENTATIVES AND PROPOSALS FOR AMENDMENTS OF STATUTES

Invitation to the General Assembly, a call for reports from appointed representatives and proposals for amendments of the statutes shall be sent to the member associations no later than ten weeks before the meeting. The names of and contact information for the appointed representatives of the member associations should be reported to the Board of Directors no later than eight weeks before the General Assembly. Changes to the representation of member associations can be made up until the opening of the General Assembly. The meeting agenda and proceedings shall be sent to the member associations no later than five weeks before the meeting. All relevant documents pertaining to the General Assembly shall be sent to the member associations and the appointed representatives.

The Invitation for an Extraordinary General Assembly shall be sent to the member associations no later than six weeks in advance of the meeting. The names of and contact information for appointed representatives of the member associations should be reported to the Board of Directors as soon as possible after receiving the invitation to the Extraordinary General Assembly. Changes to the representation of member associations can be made up until the opening of the Extraordinary General Assembly. The agenda and all relevant documents pertaining to the Extraordinary General Assembly shall be sent to the member associations and the appointed representatives.

4.8 AGENDA

Mandatory items on the agenda the General Assembly include:

- Finalisation of voting list and mandates
- Approval of meeting announcements
- Election of meeting president
- Election of meeting secretary
- Election of two vote counters, and adjusters of the minutes of the meeting, from the representatives present
- Activity reports (from the Board of Directors)
- Auditors' reports
- Vote on freedom from liability
- Motions
- Propositions

- Budget, membership fees and savings
- Election of Chair of the Board of Directors (every three years)
- Election of other members of the Board of Directors (every three years)
- Election of two auditors chosen amongst the members and one alternate auditor for the next term of office (every three years)
- Election of Nominations Committee (every three years).

Motions from member associations, submitted in writing to the Board of Directors no later than eight weeks before the General Assembly, shall be included on the agenda and considered accordingly. A written deliberation on the motion shall be given by the Board of Directors, to be included in the proceedings.

If an item not included on the agenda is raised at the meeting, this item may be added to the agenda if at least three quarters of the representatives' present vote in favour of it. Such items shall be raised at the opening of the meeting. At an Extraordinary General Assembly, only items on the prepared agenda may be considered.

4.9 VOTING

Full members have the right to vote at the General Assembly. Each full member has one vote. Voting can be done by a show of hands, by recorded roll call vote or secret ballot. The General Assembly will decide on the voting method for each business item.

4.10 RIGHT OF ATTENDANCE, PARTICIPATION AND VOTE

Appointed representatives of member associations have the right to attend, speak, propose motions and vote at the General Assembly.

Members of the Board of Directors and elected auditors have the right to attend, speak and present propositions at the General Assembly.

Individual members who are not appointed representatives of the member associations, observer members, ESLA staff and associate members have the right to attend and speak at the General Assembly, but do not have the right to vote.

Invited guests have the right to attend and speak at the General Assembly, if the Assembly does not decide otherwise, but do not have the right to vote.

5. BOARD OF DIRECTORS

5.1 RESPONSIBILITIES

The ESLA Board of Directors constitutes the presiding authority of the activities of the organisation in accordance with these statutes and the decisions of the General Assembly. Between General Assemblies, the ESLA Board of Directors is the highest decision-making body of ESLA.

5.2 COMPOSITION

The ESLA Board of Directors consists of a Chair of the Board and a maximum of six additional Board members, all from different countries. A member association may only hold one position on the Board

at any one time. A member on the Board of Directors can serve a maximum of two consecutive mandates in one position.

If a member of the Board of Directors loses their mandate within the Member Association from which they are appointed their mandate on the ESLA Board of Directors will be terminated, unless a decision made otherwise by the Board of Directors. A maximum of two members on the Board of Directors can be non-SLTs. The Board of Directors is elected by the General Assembly for a term of office of three years. The Board of Directors is competent to act when the president of the meeting (Chair of the Board or Vice Chair of the Board) and at least four of the members of the Board are present.

Should the number of Board members decrease to less than five with more than six months, remaining until the next General Assembly, the Board of Directors must arrange by-elections per correspondence (by email) or convene an Extraordinary General Assembly to conduct new elections of Board members.

5.3 DUTIES

The Board of Directors lead the activities of ESLA in accordance with the statutes and with decisions taken by its corporate bodies.

The duties of the Board of Directors are to:

1. Ensure that the activities of ESLA meet its statutory objectives,
2. Prepare items to be considered at the General Assembly,
3. Prepare the agenda for the General Assembly,
4. Execute the decisions of the General Assembly,
5. Make decisions on matters of importance or principle between two General Assemblies where the decision is not incumbent upon the General Assembly,
6. Administer the assets of the organisation,
7. Manage communication with and information to member associations,
8. Appoint task forces for the execution of specifically mandated and time bound tasks.

6. CHAIR OF THE BOARD OF DIRECTORS

6.1 ROLE

The Chair of the board of Directors' acts in the name and on behalf of the association and in particular represents it in all the acts of the civil life and has all powers to engage it. Moreover, the Chair has standing to sue on behalf of the association, both in demand and in defence, without the need for a prior warrant and may only be replaced by an agent acting under a special power of attorney.

In the absence of the Chair of the Board, the Vice-Chair should assume the responsibilities of the Chair. Whenever both Chair and Vice-Chair of the Board are unable to attend, the members of the Board of Directors present shall elect their own Chair for that meeting.

7. NOMINATIONS COMMITTEE

7.1 NOMINATIONS COMMITTEE

ESLA will have a Nominations Committee elected by the General Assembly. Its task is to, when necessary, prepare the elections that will take place at a General Assembly. The Nominations Committee consists of a minimum of three and a maximum of five representatives, none of whom can be members of the Board. A convenor of the elected committee shall be appointed by the General Assembly.

8. FINANCIAL ARRANGEMENTS

8.1 MEMBERSHIP FEES AND BUDGET

The ESLA finances including subscription fees and budget will be reported annually at the General Assembly.

8.2 AUDITORS

Two auditors, and one alternate auditor, will complete regular reviews of the ESLA accounts. The auditors are elected by the General Assembly at each triennial election of the members of the Board of Directors for a term of office of three years.

The auditors shall submit an audit report for the previous fiscal year to the Board of Directors no later than six weeks before the General Assembly. The report shall include proposals regarding the freedom from liability for the Board of Directors of ESLA.

9. STATUTES AMENDMENTS

9.1 STATUTES AMENDMENTS

Decisions to amend the statutes are taken by the Extraordinary General Assembly. Proposals for an amendment of statutes are sent to members associations and appointed representatives with the call for the Extraordinary General Assembly. For an amendment to be implemented, at least two thirds of the representatives at the Extraordinary General Assembly are required to agree on the amendment.

10. DISSOLUTION

10.1 DISSOLUTION

The decision to dissolve the Association is taken by a three-quarters majority at the Extraordinary General Assembly.

In case of dissolution, one or more liquidators are appointed by the General Assembly. They are responsible for the recovery of all debts and the payment of debts contracted by the Association.

The remaining net assets are invested in an association or foundation with similar objectives to ESLA.

In the event of dissolution, property conventionally made available to the Association by its members or by third parties is their right.

Adopted at the Extraordinary General Assembly, November 2020.