

# EUROPEAN LANGUAGE RESOURCES ASSOCIATION

## STATUTES

Article 1: Goal - The goal of the Association is to promote language resources (henceforth LRs) in all their forms, and to coordinate and carry out their validation, distribution, and reuse, in a European context.

Article 2: Name - The name of the Association is the "European Language Resources Association" (ELRA).

Article 3: Location - The Association is established under the law of the Grand Duchy of Luxembourg. Its seat is in Luxembourg.

Article 4: Activities - The primary activities of the Association are

4.1 To assess, select and implement the necessary means for distributing LRs. Where appropriate, to organize and manage the acquisition of LRs from producers and to develop the technical and legal frameworks for validating and distributing these resources to interested users.

4.2 At the request of organisations in Europe which fund programmes for the creation of language resources, to give advice to them on the distribution and validation of those resources.

4.3 To serve as a source of information regarding the contents and availability of LRs to all interested parties in Europe.

4.4 To identify unfilled needs for LRs and to stimulate the outside organizations bodies to create appropriate LRs to meet these needs.

Article 5: Membership - Note on Terminology

Throughout these statutes, the word "member" by itself applies to the individuals designated as the representatives of each institutional member (see article 5). The phrase "institutional member" is always used when the moral persons are meant.

The members of the Association are moral persons working in the field of Information Technology, and of Linguistics and established under the law of a Member State of the EU or of the European Economic Area. This moral persons may belong to both public and private sector bodies.

Membership is acquired with the agreement of the Executive Board and with the payment of a minimum one year's subscription. The Board decides in cases of doubt as to eligibility.

Each institutional member shall nominate an individual to represent it and vote on its behalf.

A public sector body composed of several entities for which it pays individual subscriptions shall enjoy membership rights for each such entity.

Article 6: Termination of Membership - Grounds for termination are:

- a) Resignation by letter addressed to the Board;
  - b) Failure to pay subscription fees within the time-limit laid down;
  - c) Other serious grounds - by decision of the General Assembly
- Termination does not in itself have any effect on the existence of the Association.

Article 7: Liability - No member of the Association may be held liable for commitments made by the Association. The Association shall only be liable for any and all commitments undertaken up to the amount of its own financial resources.

#### Article 8: General Assembly

8.1 The General Assembly shall meet at least once every year. It shall be convened by the Board or at the request of at least one quarter of the paid-up members, with at least two months' notice. The Agenda is drawn up by the Secretary at the direction of the Board, and must be circulated to the membership one month prior to the meeting. Members have the right to add matters to the Agenda, by written submission to Board, up until six (6) weeks before the meeting. Motions from the floor will be invited and entertained at the discretion of the President.

8.2 Members who cannot attend the General Assembly may authorise another member to vote on their behalf by means of a written and duly signed form of proxy, which must be presented to the Secretary by the beginning of the meeting.

8.3 All resolutions except resolutions to amend the Statutes of the Association or to dissolve the Association shall be passed by a simple majority of votes cast or represented by paid-up members. Resolutions to amend the Statutes of the Association or to dissolve it require a two-thirds majority of votes cast, as per the procedure set out in Luxembourg law.

8.4 The Board presents a management report and a financial report accompanied by the Association's accounts to the General Assembly.

8.5 By a majority of votes cast the General Assembly shall decide whether to approve the accounts of the previous financial year and to approve the budget for the next financial year.

8.6 The amount of the annual subscription fee and the timing of subscription fee collection is fixed by the General Assembly on the proposal of the Board. The maximum increment allowed to the annual subscription fee in any one year is 50%.

8.7 Approval by the General Assembly of the management report and financial report releases the Officers of the Association from all liabilities for the corresponding period.

8.8 The General Assembly is chaired by the President. Minutes of all business conducted at the General Assembly, including the outcome of all votes, are the responsibility of the Secretary and will be distributed to the whole membership.

#### Article 9: The Board

9.1 The management of the Association is entrusted to an Board. The Board has extended power for the managing and processing of the business of the Association and is authorized to carry out any action which is not reserved to the General Assembly or the President by these Statutes. The Board interprets and applies the statutes.

9.2 The Board consists of 12 (twelve) elected members-normally for two years, but in the case of withdrawal only the unexpired portion of the two-year term will be filled at the next General Assembly. Deputising is not normally allowed, unless agreed in advance for a specific Board meeting by a simple majority of the Board (excluding the member making the request).

9.3 The Association formally recognises sectors of significant interest (SSIs) for the representation of board members. These sectors are to initially three: Speech, Terminology and Text. Changes to the list of recognised SSIs only take effect at the next election, and do not themselves force an election. On joining the Association each member identifies an SSI with which it is to be associated for election purposes.

A member may be associated with further SSIs on payment of a further annual subscription in each case.

9.4 There are two categories of place on the Board: at-large, and designated. Their number is determined by the number of recognized SSIs, as follows:

At-large: Twice the number of SSIs, initially six (6); Designated: Two per SSI, initially six (6);

9.5 At-large places on the Board are elected from among the members by the whole membership of the Association. Nomination is either by the Board or by written petition signed by at least three members, not including the nominee who present a written and signed request. Nominations close 30 days before the election date. If only as many nominations are made as there are at-large places, no ballot is required and the nominees are all elected. Otherwise an election is held, with each member voting for up to as many nominees as the number of at-large places. The available places are filled by those nominees receiving the most votes. In case of a tie for the last available place, a runoff election is held, among those tied. In the case of a further tie, the issue is resolved by drawing lots.

9.6 Elections for the designated places are held simultaneously by a similar procedure (i.e. Nomination by the Board or petition, up to two votes, runoff followed by lot drawing in case of ties), with only those associated with each SSI allowed to stand, nominate or vote.

9.7 A member may stand for an at-large place, or a designated place for an SSI to which his or her institution belongs, but not both.

9.8 Consecutive Board service is limited to three successive terms.

9.9 The Board meets as often as it is necessary, and at least once a year. They are convened by the President or at the request of at least one third of the members.

9.10 Participation by at least one third of Board members is necessary for decisions of the Board to be valid. Minutes shall be taken during each meeting and they shall be signed by the President and the Secretary. Decisions are made by an absolute majority of votes cast. Decisions related to individual members shall be by secret ballot.

9.11 The Board may invite up to three observers to attend its meeting regularly, and other observers may be specially invited for particular meetings or particular points on the agenda. Such observers have no voting rights.

#### Article 10: Officers

10.1 The Board elects officers from among its members: a President, a Vice-President, a Secretary and a Treasurer. It may elect other officers as necessary. The functions of secretary and treasurer may be covered by a single person. The Officers are elected for one year and may be reelected.

10.2 The Board can delegate part of its power to the President or to other Board members.

10.3 The President acts as the representative of the Association for all legal actions and in all aspects of civil life and financial expenses. He can delegate a Vice-President or another Board member to replace him, as determined by the Board.

10.4 The President can also delegate under his supervision and responsibility some of his other powers to one or several Board members. Those delegations persist until they are suspended.

10.5 The Secretary is responsible for maintaining up-to-date membership lists of the Association and the Board and making them available to the membership, and is responsible for the conduct of all votes, other than for the position of Secretary itself, for which the President is responsible.

10.6 The Treasurer is responsible for the accounts of the Association, and for the collection of the membership subscriptions fees.

Article 11: Payments to members - Board members, as well as any member of the Association, cannot receive any salary as a compensation for their work within the Association. Reimbursement of expenses is possible on the production of acceptable invoices. In special circumstances and with prior approval by the Board, compensation for time expended on specific tasks on behalf of the Board or Association is permitted.

Article 12: Acquisition and sale of properties - The deliberations of the Board related to the acquisition, trade and sale of real estate properties, the constitution of mortgages on those properties, leases for periods exceeding 9 years, sale of properties and the loans must be approved by the whole membership.

Real property may only be acquired or leased where necessary to achieve the goals of the Association.

Article 13: Chief Executive

13.1 The Board may appoint and subsequently replace or remove a Chief Executive, not necessarily a member, for specific purposes. It can give him or her the necessary power for executing his or her mission. The Chief Executive may be an unpaid person or be a person paid by the Association, Article 11 notwithstanding.

13.2 The Chief Executive may attend all Board meetings and participate in all Board deliberations, other than those specifically called to replace or remove him or her, but has no vote.

Article 14: Resources - The resources of the Association are made up by: 1. membership subscription fees paid by the active members; 2. public and private subventions; 3. the products of generosity, the use of which has been accepted; 4. the products of its activities and of its publications.

Article 15: Accounting - Accounts are kept on a daily basis, with income and payments. An annual account report is made available, with the resulting balance. The annual accounts must be prepared and distributed to the membership, in accordance to the Luxembourg law.

Article 16: Dissolution - The General Assembly, that decides a dissolution, can appoint a Committee to organise the disposition of the assets. If the dissolution is decided without a committee being nominated, the Board disposes of the assets of the Association according to the law and to the goal of the Association.

Article 17: Transitional provisions

17.1 The first General Assembly shall elect an Interim Board of not fewer than three and not more than seven members, established by simple majority vote by the founder members. It shall have the duty of attracting as wide a membership as possible and of convening a new General Assembly (not being more than eight months from the date of the founding of the association), at which a Board shall be elected for a term of two years in accordance with Article 9. In the meanwhile it shall exercise the powers of the Board. To that end, it may invite non-voting observers to attend its meetings.

17.2 The initial annual membership subscription fee is fixed at 1000 ECU.

Article 18: Note on means of communication - The Association may use all modern communications technologies in its internal affairs and put in place appropriate recording and archiving systems. In the following cases a confirmation on paper sent by post or express courier is required: notice of General Assembly, proxy for a General Assembly, sending out annual accounts, election by Board of an officer. Presence in person or by proxy is required in order to vote at the General Assembly.