

BOARD CONFIDENTIAL

Confidential

**Bye-laws of the Board of the
EUROPEAN LANGUAGE RESOURCES ASSOCIATION (ELRA)
Luxembourg**

Adopted at the Meeting
of the Board
on September 28, 1997
in Rhodes (Greece)

Document evolution

Version	Date	Status	Notes
1.0	28 September 1997	Adopted	First version adopted by the board at its meeting in Rhodes 28 September 1997.
2.0	11 July 2005	Adopted	A new version with changes of article 7 (suppression of article 7.2 related to the daily allowance and re-numbering of article clauses).

Preamble

These Bye-laws of the Board supplement the provisions of the current English version of the Statutes of the European Language Resources Association (hereinafter termed "ELRA" or the "Association"), in particular Articles 8 (General Assembly), 9 (Board), 10 (Officers), 11 (Payments to members), 13 (Chief Executive), 15 (Accounting) and 18 (Note on means of communication).

Article 1

Duties, Responsibilities, Rights and Liability of the Board, Confidentiality

- 1.1 The duties of the Board are outlined in Article 9 of the ELRA Statutes and described in greater detail in these Bye-laws. The Board shall exercise its duties in compliance with legal regulations, the ELRA Statutes and these Bye-laws.
- 1.2 The Board shall always act in the best interests of ELRA and shall always uphold and promote the tripartite nature of ELRA's membership. To this end, the Board shall ensure through its activities and resolutions that the specific interests of each of the three Colleges are encouraged and supported at all times.
- 1.3 Board members are required to put their professional knowledge and experience at the disposal of ELRA during the discharge of their duties. The Board operates on the principle of collective responsibility.
- 1.4 Board members also enjoy extensive rights. Such rights are specified in the Statutes and these Bye-laws and include the following:
 - The right to attend all Board meetings, to raise matters for discussion and to move motions for resolution.
 - The right to reimbursement for travelling and accommodation expenses incurred for Board meetings.
 - The right to reimbursement for travelling and accommodation expenses incurred for other meetings and events involving Board business, subject to prior approval by the President.
 - The right to require the CEO to disclose information on any matter related to ELRA and its Distribution Unit. Such disclosure may be requested at a Board meeting, or by a written request. The corresponding information may be given to the person making the request or to the full Board. However, where such information relates to highly sensitive material protected by law, for instance the employees of the Distribution Unit, the CEO must first obtain the authorisation of the President to disclose such information.
 - The right to require any Officer of the Board to disclose information on matters related to ELRA and its Distribution Unit. Such disclosure may be requested at a Board meeting, or by a written request. The corresponding information may be given to the person making the request or to the full Board. However, where such information relates to highly sensitive material which could have an impact on ELRA's relations with suppliers, customers and/or the European Commission, as well as ELRA's present or future competitiveness, the Officer is entitled to require the Board member to maintain absolute secrecy.
 - The right to be informed on a regular basis about the financial, legal and operational situation of ELRA, in particular to be informed in advance about pending financial, legal or operational matters which could have a substantial impact on ELRA or one or more of its Colleges.

- 1.5 The liability of Board members shall be restricted to cases of gross negligence and/or willful misconduct.
- 1.6 All matters relating to ELRA of which a Board member is or becomes aware, in particular about financial matters and personnel matters related to its employees and those of the Distribution Unit, shall be treated as confidential and may not be disclosed to third parties unless the matter is already public knowledge, or unless the Board, the Bureau or a person or working party authorised by the Board has agreed that the relevant information may be disclosed.

Article 2

Elections

The procedure for elections to the Board is set out in Article 9 of the ELRA Statutes. The election of Board Officers (also called the « Bureau ») is authorised under Article 10 of the ELRA Statutes. Officers are elected by the vote of the Board, by secret ballot.

Officers are elected for a period of one year and may be re-elected. When a new Board is elected by the General Assembly, the Board Officer election shall be held at the first Board Meeting following the General Assembly.

In years when no new Board is elected, the Board Officer election shall be held at the first Board Meeting following the General Assembly, even if this means that the existing Officers will have been in office for longer than one calendar year.

Following the resignation of an Officer during the period of office, the President may appoint another Board member to this office on a temporary basis until the next General Assembly. The election of the new Officer will then be held at the first Board Meeting following the General Assembly.

The Chief Executive Officer ("CEO") shall be responsible for conducting the election of Officers. The CEO is not entitled to participate in the voting procedure, including the discussion of candidates, and is prohibited from any attempt to influence the outcome of the elections.

Article 3

Board Meetings and Resolutions

- 3.1 Article 9.9 of the ELRA Statutes stipulates that the Board shall meet at least once a year.
- 3.2 Board Meetings are convened by the President, or at the request of at least one third of the members of the Board (ELRA Statutes 9.9).
- 3.3 The ELRA Statutes do not lay down any procedure for the convening of Board Meetings, so the following procedure shall apply:
 - a) Notice of a Board Meeting shall be sent at least two weeks in advance to all Board Members by mail, fax or e-mail. In urgent cases, the President of the Board may reduce the period of notice to 3 days. All Board members must ensure that they have constant access to fax or e-mail facilities or both during normal working hours.

- b) The agenda of matters to be discussed shall be sent one week before the Board meetings to all Board Members by the CEO on behalf of the President. Supporting documents should also be sent one week before the Board meetings by the CEO, or directly by the member of the Board providing such documents.
- 3.4 At least one third of Board members must be present for the Board to be quorate (ELRA Statutes 9.10).
- 3.5 Minutes shall be taken during each meeting and shall be adopted at the following Board meeting. The finalized version of the minutes shall be signed by the President and one other person among the Secretary, the CEO, or a member of the ELDA staff taking the minutes. The minutes must record the place and date of the meeting, the names of those present, the agenda of matters discussed a summary of the discussions and the resolutions of the Board, including actions and deadlines.
- 3.6
- a) Board decisions are made by an absolute majority of votes cast (ELRA Statutes 9.10).
 - b) During Board meetings, a member of the Board may submit matters which are not on the agenda. The President may ask the Board to vote on the addition of this item to the agenda.
 - c) Postal votes are not permitted for regular Board meetings. Written proxies (letter or fax only) are permitted. The Board member holding the proxy must notify the Board of this at the start of the meeting and must give the written proxy to the CEO, who shall file it in his records.
 - d) In the event of an equal division of votes, the President has the casting vote.
 - e) In exceptional cases, the President may himself ask the Board, or may direct another Officer of the Board or the CEO to ask the Board, to approve a resolution using indirect procedures (by mail, fax or e-mail) without convening a regular Board meeting. In such cases, every effort must be made to contact all Board members by all available means, and such efforts must be documented. The votes of the individual members will be documented by the President or the Officer or CEO he has directed to conduct the vote, and the decision taken shall be ratified at the next regular Board meeting. If requested by one or more Board members, a two-thirds majority of votes cast are required to approve a resolution.
- 3.7 Resolutions passed by the Board which are binding on the Board, its Officers, the CEO and any third party bound to ELRA by means of a contract of employment or a contract for services, where permitted by such a contract, shall comply with the Statutes and shall be determined by the Board from time to time and recorded in the minutes. In particular, the power to delegate powers to the CEO required for the performance of the CEO's tasks is reserved for the Board, but may be delegated to the President or the Bureau:

Article 4

Officers ("Bureau")

- 4.1 The duties of the Officers are set out in Article 10 of the ELRA Statutes.

- 4.2 The powers delegated to the President under Article 10.2 of the ELRA Statutes include all powers not specifically reserved for the General Assembly, the Board or the Bureau in the ELRA Statutes and these Bye-laws.

Article 5

Ethics Committee

- 5.1 The Board shall elect an Ethics Committee consisting of at least four Board members, including the President. Other than the reimbursement of authorized expenses for Board or Association members, the members of the Ethics Committee may not receive any remuneration from ELRA or its Distribution Unit (ELDA). A member of the Ethics Committee receiving any remuneration from ELRA or ELDA shall resign immediately from that committee.
- 5.2 The Ethics Committee will be tasked by the President with all matters relating to potential conflicts of interest between members of the Board or the Association and the Association or its Distribution Unit. Where cases of potential conflict of interest are identified either by the President, a member of the Board, a member of the Association or the CEO, the Ethics Committee will be requested to advise the President on the matter. The Ethics Committee shall take all necessary measures to ensure that its response to the request is provided within 30 days. The decision shall be taken by a qualified majority of the votes of the Ethics Committee members. The President has a casting vote. If the response is not provided within the stated period, the President alone shall decide the matter at issue.
- 5.3 The response will be notified by the President, who is entitled to inform the Board and/or the General Assembly that a decision has been taken in conformity with the advice of the Ethics Committee. The list of members of the Ethics Committee should be available to the ELRA members.

Article 6

Remuneration of Board members

- 6.1 Officers may not be remunerated for the duties described in Article 10 of the ELRA Statutes. In exceptional cases, however, and with the approval of the Board, Officers may be remunerated at rates agreed in advance for services exceeding the narrow description of duties set out in Article 10 of the ELRA Statutes. Typical examples of such services are described in 6.3 below. The decision on whether an Officer is remunerated shall be taken by the President after consulting the Ethics Committee.
- 6.2 Subject to the approval of the Board, other members of the Board and any other members of ELRA may also be remunerated in exceptional cases at rates agreed in advance for services exceeding the normal performance of the duties of Board members. Typical examples of such services are described in 6.3 below. The decision on whether Board member or any other ELRA member is remunerated shall be taken by the President after consulting the Ethics Committee.
- 6.3 Typical examples of such services include the following:
- a) The provision of management or professional consultancy services for which an external consultant or professional would normally be paid.

- b) For the Treasurer, financial procedures exceeding overall supervision of the accounts of the Association, in particular financial activities relating to the operations of the Distribution Unit (ELDA).
- 6.4 Legally valid contracts are required for all such services provided to ELRA by its members, or Board members.

Article 7

Reimbursement of expenses

- 7.1 Board members are entitled to reimbursement of travel and accommodation expenses incurred for the attendance of Board meetings and, with the approval of the Board, of expenses incurred for travel for other purposes. Travel expenses will be paid for scheduled air, rail, ferry and bus travel and for taxi fares. Mileage for car use will be reimbursed at the prevailing rates of the European Commission.
- 7.2 Companies and institutions shall submit legally valid invoices for the expenses of the employee who is a Board member. The submission of supporting vouchers is not required, but such vouchers must be kept in the company's or institution's financial records for a period of not less than five years after submission of the invoice. The same provisions shall apply to Board members who are self-employed or registered professionals.
- 7.3 Board members submitting claims for expenses in their private capacity must submit all vouchers supporting the amounts claimed, for example travel invoices and/or tickets, hotel receipts, telephone bills, invoices for office supplies, etc. Credit card vouchers are not acceptable as evidence of an expense.
- 7.4 The Board members authorized to approve expense claims shall be decided by the Board. Board members who are requested to approve expense claims of other Board members, and to whom such claims and invoices and supporting vouchers are forwarded for approval, are required to act with due diligence and process the claim without delay and within 10 working days.