

STATUTES OF ELACTA

European Lactation Consultants Alliance

1. Name, Registered Office and Range of Activities of ELACTA:

1.1 The name of the association is: ELACTA
European Lactation Consultants Alliance

Europäische Laktationsberaterinnen Allianz

Alliance Européenne des Consultantes en Lactation

1.2 ELACTA is based in Pfaffstätten, Austria.

1.3 ELACTA's activities extend to all European countries.

1.4 The founding of affiliated associations, as defined by § 11 of the Association Law 1951, BGBl. No. 233 in the wording currently valid, is not planned.

2. Purpose of ELACTA:

ELACTA's activities are not intended to be profit-making and have the following goals:

2.1 Promotion, protection and support of breastfeeding by the alliance of European International Board Certified Lactation Consultants (IBCLCs) to protect and encourage scientific and practical work in the area of breastfeeding.

2.2 Promotion of the profession of the lactation consultant (IBCLC) in collaboration with professional bodies and institutions of the Public Health Service.

Additional provisions:

2a In principle, the profession of lactation consultant (IBCLC) is open to both sexes. The statutes use the female form.

2b To fulfil its purpose, ELACTA endeavours to

1. Collaborate with institutions on the professional education and training of IBCLCs,
2. Promote the technical education and training of its members,
3. Foster and encourage the collaboration of its members,
4. Foster and develop relationships on an international level as well as represent the interests of the members and national member associations in national and international breastfeeding and health organizations.

3. Means for Achieving ELACTA's Purpose and Procuring these Means

ELACTA's envisaged purpose is to be achieved through the following ideological and material means:

3.1 Ideological Means

Lectures, meetings, the publication of a periodical, organization of workshops for education and training, congresses, participation in international events, meetings of the Board of Directors.

3.2 Material Means

Membership dues, proceeds from events, donations, legacies and other allocations.

Additional provisions

3a Ideological and material or financial means must be in compliance with the regulations of the International Code of Marketing of Breast-milk Substitutes and its subsequent WHA resolutions.

4. Kinds of Membership

The members of ELACTA are subdivided into:

4.1 Member associations , with

4.1.1 Members of such an association, having a valid IBCLC certificate. These IBCLC-members have the right to vote and to be elected to office.

4.1.2 Members of such an association without having a valid IBCLC certificate. These non-IBCLC- members do not have the right to vote and can not be elected to office.

4.2 Individual members: These are individual IBCLCs with a valid IBCLC certificate who:

- a. are not a member of an affiliated association, or
- b. do not have a lactation consultants association in their country, or
- c. are a member of an association which refuses membership to ELACTA .
- d. have the right to vote and to be elected to office.

4.3 Honorary members: persons who have rendered great services to ELACTA.

These IBCLC- members do have the right to vote and to be elected to office.

4a. Additional provisions

All member organizations and their members can be admitted to ELACTA upon application by providing the following documents:

1. Membership application form with the name of the association (which is to be used on website, social media and magazine) address, country, telephone number, name of president, treasurer and corresponding email addresses.
2. The logo and website of the association (if applicable)

3. The statutes of the association (if applicable)
4. A list of the boardmembers of the association
5. A list of their association members (specifying IBCLC and non-IBCLC), with corresponding email addresses (if applicable)

Individual members receive a separate application form.

The current member associations and individual members are obliged to provide ELACTA with updated information annually.

5. Acquisition of Membership

5.1 All physical persons as well as legal entities can become members of ELACTA.

The Board of Directors has the final decision on the admission of full and associate members. Admission may be denied without giving any reason. The appointment as an honorary member is made by the General Assembly at the request of the Board of Directors.

5.2 By paying the membership fee, the applicant approves the statutes of ELACTA.

5.3 All members are required to pay the stipulated membership fee annually.

6. Ending Membership

Membership expires on death, in the case of legal entities upon the loss of legal identity, by voluntary withdrawal, by cancellation and by exclusion.

6.1 Usually voluntary withdrawal is possible only with a 4 weeks' period of notice before the end of the calendar year. The Board of Directors must be informed in writing, and the member is not released from meeting her responsibilities to ELACTA until the point at which she actually leaves.

6.2 The Board of Directors can cancel a membership if the member has not paid her fees for more than one year, after being reminded three times. The obligation to pay all fees due is not affected.

6.3 The Board of Directors may exclude a member from ELACTA because of gross breach of the member's duties, if a member grossly violates the articles or interests of ELACTA or infringes upon the decisions and directives of ELACTA's institutions.

The member may appeal to the General Assembly against the exclusion within two weeks after receipt of the written decision of exclusion. All membership rights are suspended until the final internal decision of ELACTA. The member's obligation to pay membershipfee continues until the final decision to exclude her. Withdrawal of honorary membership can be agreed upon by the General Assembly on application of the Board of Directors for the reasons mentioned in Article 6.3.

7. Rights and Duties of Members

The members are authorized to attend the events of ELACTA and to use the institutions of ELACTA. Only IBCLC members are entitled to vote in the General Assembly, to vote by post or electronically, or to be elected to office. Members are obliged to support the interests of ELACTA to the best of their abilities and to avoid anything that could be detrimental to the reputation and the purpose of ELACTA. This applies especially to compliance with the International Code of Marketing of Breast-milk Substitutes and its subsequent WHA resolutions. They must observe the statutes of ELACTA and abide by the decisions of ELACTA's institutions. They must pay membership fees on time and in the amount decided by the General Assembly. Honorary members are exempted from payment of these fees.

8. The General Assembly

8.1 The regular General Assembly takes place every second calendar year (every 2 years).

8.2 An extraordinary General Assembly must take place on the decision of the Board of Directors or of the General Assembly or on application and written explanation of at least 10 per cent of the members or on request of the auditor. In all cases, the extraordinary General Assembly must take place no later than two months after submission to the Board of Directors of the application for calling it.

8.3 All members must be invited in writing to the regular as well as to the extraordinary General Assemblies at least four weeks before the date of the meeting. The invitation is published on the website and sent by means of ELACTA's periodical "Lactation and Breastfeeding" which is included in membership. The invitation is also sent to the presidents of the national associations, who are responsible for distributing it among their members. The announcement of the meeting must include an agenda and a fixed date. The Board of Directors calls the General Assembly.

8.4 Applications for additional agenda items must be submitted in writing by email or by post to the Board of Directors at least 14 days before the date of the General Assembly.

8.5 Written resolutions – except for those concerning an application for calling an extraordinary General Assembly – can only be made if they concern items of the agenda.

8.6 Absent members may cast their votes electronically. In case of special circumstances, voting forms may be requested from the office. The votes of non-attendant members must be submitted ten days ahead of the General Assembly at the latest.

8.7 All members are authorized to take part in the General Assembly. The right to vote or to be elected to office respectively is determined by Article 7 of the statutes. Every member eligible to vote has one vote. The transfer of a vote to another member by means of a written proxy is allowed. The conduction of the election is regulated by Article 8.10. A

General Assembly that has been called in accordance with the Statutes is considered to have a quorum regardless of the number of members present who are eligible to vote and to be elected.

8.8 As a rule, the elections and resolutions in the General Assembly are decided by a simple majority vote. However, resolutions aimed at the modification of ELACTA's statutes or at the dissolution of ELACTA require a qualified majority of two thirds of the valid votes cast. In the event of a tie, the vote of the President is decisive. For candidates to be elected to office, or for a change in statutes of ELACTA, written votes are required. For other resolutions, voting can be done by raising hands.

8.9 The President chairs the General Assembly; if she cannot be present, the Vice-President will take over this task. If the Vice-President cannot attend the Meeting, the Assessor will chair the Meeting.

8.10 Full Members eligible to vote may vote by non-secret postal ballot, electronically, or during the General Assembly. The voting forms are duly sent to all eligible members via the presidents of the member associations, or directly by email to a member on request. Counting of the ballots of the postal and electronic votes takes place during the election during the General Assembly or by two independent members after the expiration of the deadline for voting by (electronic)post. The result is announced during the General Assembly.

9. Duties of the General Assembly

The following duties are reserved to the General Assembly:

- a) Acceptance and approval of the report of ELACTA activities and the statement of accounts.
- b) Acceptance of the auditors' report.
- c) Discharge of the Board of Directors.
- d) Appointment and dismissal of members of the Board of Directors and the auditors.
- e) Decision on the amount of the membership fees
- f) Conferment and withdrawal of honorary membership.
- g) Decision on the appeal against expulsions of members.
- h) Resolution on statutes' modifications and the voluntary dissolution of ELACTA.
- i) Discussion and resolution of other items of the agenda.

10. The Board of Directors

10.1 The Board of Directors consists of:

- a) the President
- b) the Vice-President
- c) the Assessor
- d) the Secretary
- e) the Deputy Secretary
- f) the Treasurer
- g) the Deputy Treasurer

10.2 The term of office of the Board of Directors is 2 years. In any case it lasts until a new Board of Directors is elected. Retired members of the Board of Directors can be reelected. New Boardmembers are requested, if possible, to serve for more than 1 term to ensure the continuity of tasks. The maximum term of a Boardmember is 4 times 2 years, to a total of 8 years.

10.3 The Board of Directors has the right to co-opt another eligible member in place of an elected member leaving the Board (before her term is up). In this case, retroactive approval has to be obtained in the next General Assembly.

10.4 The Board of Directors is convened, in writing or verbally, by the President, the Vice-President or the Assessor respectively.

10.5 There is a quorum if all the members of the Board of Directors have been invited and if at least half of them attend the meeting.

10.6 The Board of Directors passes a resolution with a simple majority vote. In the event of a tie, the President's vote is decisive. (item 8.8.)

10.7 The President presides over the Board. If she is unable to come, the Vice-President will fulfill this function. In case the Vice-President cannot be present, the Assessor chairs the meeting.

10.8 The term of office of a member of the Board of Directors ends in the case of her death or when the term expires (Item 10.2), as well as by dismissal (Item 10.9) or resignation (Item 10.10).

10.9 The General Assembly can remove the entire Board of Directors or individual members of the Board of Directors from their offices at any time, under the conditions written in item 8.7 and 8.8.

10.10 The members of the Board of Directors can declare their resignation in writing. This declaration of resignation must be sent to the Board of Directors. If the entire Board of Directors' resigns, notice must be sent to the General Assembly.

11. Scope of Duties of the Board of Directors.

The task of the Board of Directors is to manage ELACTA. It is responsible for all the jobs that are not assigned by the statutes to another body of ELACTA. Its sphere of activity includes the following matters in particular:

- a) Organizing a biennial conference for lactation consultants IBCLC
- b) Preparing and organizing continuing education events. This must be done in coordination with the national associations and can be taken over by the latter.
- c) Carrying out public relations.
- d) Cultivating relations to vocational authorities, federations, societies and governments and to have discussions and negotiations with them as far as this is necessary and

desirable.

- e) Preparing and deciding upon the annual budget.
- f) Drawing up the report of activities and the closing of accounts.
- g) Preparing and calling regular and extraordinary General Assemblies.
- h) Administration of ELACTA's assets.
- i) Appointment, exclusion and expulsion of members of ELACTA.
- j) Employment and dismissal of employees or contractors of ELACTA by contract.

12. Special Duties of the Individual Members of the Board of Directors

12.1 The President, the Vice-President or the Assessor represent ELACTA externally.

12.2 The following refers to internal affairs:

- a) The President presides over the General Assemblies and meetings of the Board of Directors. Where there is an immediate and present danger she is authorized, even in those matters that normally belong within the sphere of activity of the General Assembly or the Board of Directors, to give orders independently on her own authority. These orders, however, require the retroactive approval of the respective Alliance body.
- b) The Secretary supports the President in the management of ELACTA's affairs. She takes the minutes of the General Assembly and the meetings of the Board of Directors.
- c) The Treasurer is responsible for the orderly administration of ELACTA's finances.
- d) The President and her deputies have a responsibility towards ELACTA to prepare written declarations, procedures and publications of ELACTA, especially if they are binding for ELACTA, in cooperation with the Secretary. In financial affairs, they cooperate with the Treasurer.
- e) The deputies for the President, the Secretary or the Treasurer are only allowed to take action if the President, the Secretary or the Treasurer are unable to act; the efficacy of proxy actions by the deputies is unaffected by this.

13. The Auditors

13.1 Both of the Auditors are elected by the General Assembly for the term of office of the Board of Directors. They can be re-elected.

13.2 The Auditors are responsible for regular business control and the auditing of the closing of the accounts. They must inform the General Assembly of the result of the audit.

13.3 Otherwise the regulations of Articles 10.2, 10.8, 10.9 and 10.10 apply to the Auditors as well.

14. The Court of Arbitration

14.1 All disputes arising relative to the Alliance are decided by the Court of Arbitration.

14.2 The Court of Arbitration consists of five full members. It is composed so that each disputing party can, within two weeks, identify to the Board of Directors two full members to be arbitrators. These identified arbitrators choose, by a majority vote, a fifth full member as

President of the Court of Arbitration. In case of a tie, the decision will be made by drawing lots.

14.3 The Court of Arbitration decides with by a simple majority with all its members present. It decides to the best of its knowledge and in good conscience. Its decisions are valid within the Alliance.

15. Dissolution of ELACTA

15.1 The voluntary dissolution of ELACTA can only be decided upon within an extraordinary General Assembly called for just that purpose and only by a majority vote as stipulated in the statutes, Article 8.7.

15.2 The last Board of Directors of ELACTA must, in writing, inform the public authority for associations in Austria about the voluntary dissolution and, in accordance with § 26 of the Association Law 1951, announce the voluntary dissolution in an official periodical.

15.3 In case of a voluntary dissolution, ELACTA's available assets, of whatever kind, may not be used for the benefit of ELACTA's members but must be handed over by the retiring Board of Directors or by a liquidator nominated by the General Assembly to an organization that is to be determined by the General Assembly deciding the dissolution, and that is recognized according to the §§ 34 ff of the Federal tax code (Bundesabgabenordnung) to be non-profit, charitable or ecclesiastical. This commitment of assets also applies if the non-profit nature of ELACTA is no longer valid.

Pfaffstätten, June 1997

Modification of Statutes: October 7, 1999

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Modification of Statutes: 2016

ELACTA – Vereinsnummer:

Zentrales Vereinsregister

ZVR-Nr: 708420941

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