

STATUTES OF ELACTA

European Lactation Consultants Alliance

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

1. The association is named: ELACTA

The full name in English:

European lactation Consultants Alliance

The full name in German:

Europäische Laktationsberaterinnen Allianz

The full name in French:

Alliance Européenne des Consultantes en Lactation

Its registered office is in Pfaffstätten, Austria.

0. ELACTA's area of activities extend to all European countries. The financial year corresponds to the calendar year.

0. Functional designations in these statutes are to be understood in all gender forms. ELACTA commits to ensuring equal opportunities and rights for ELACTA members, regardless of gender, age, sexual orientation, religious beliefs etc. ELACTA does not tolerate any incitement to violence.

2 Purpose of ELACTA:

- 2.1 The purpose of the alliance is to protect and improve public health by advancing profession of the Lactation Consultant (IBCLC) in Europe. To fulfill its purpose, ELACTA endeavors to:

- . Collaborate with institutions to integrate the IBCLC into the health system as a profession;
- a. develop and promote the professional education and training of IBCLCs
- b. Foster and encourage the collaboration of its members;
- c. Foster and develop relationships with health, educational, governmental bodies etc. in order to represent the interests of the members at national and international levels.

- 2.2 The activities of the ELACTA are not profit-oriented.

- 2.3 According to its statutes, ELACTA pursues exclusively and directly nonprofit purposes and is therefore a nonprofit organization within the meaning of the applicable tax law provisions (Sections 34 to 47 of the Federal Fiscal Code - BAO). Any purposes that are not favored within the meaning of §§ 34ff BAO are

completely subordinate to the favored purposes and are pursued to a maximum of 10% of the total resources.

3 Activities and Means to Achieve ELACTA's Purpose

3.1. The purpose of the association shall be achieved by the following **non-material means**:

- . organizing lectures, meetings, counseling sessions, conferences, trainings, workshops, congresses, exhibitions, fairs and other events – online and live
- a. facilitating exchange of experience and good practices regarding the professional training system in the field of breastfeeding and lactation
- b. initiating and participating in research, studies and analyses, seminars, conferences, working groups, publications in the field of breastfeeding and lactation, including legal, regulatory and public policy aspects, new business ideas and skills necessary in this field
- c. initiating and / or participating in health promotion programs, campaigns, events
- d. engaging in the development, publication and distribution of educational literature, methodological tools
- e. collecting, publishing and disseminating evidence-based knowledge about breastfeeding and lactation, health (e.g. publication of a journal)
- f. determining the internal organizational structure of the ELACTA, establishing companies, agencies, departments, branches, representative offices in Europe in accordance with the established procedure, defining the legal status of the departments
- g. joining international alliances and organizations, networks and to leaving them
- h. work force placement activities in the field of breastfeeding and lactation
- i. managing organization and projects
- j. participating in meetings of the Board of Directors, meetings with partners, members and any other parties needed for achieving ELACTA's purpose
- k. participating in international events
- l. carrying out any activity that is not prohibited by law and does not conflict with these statutes, and is necessary for the implementation of the goals and objectives of the ELACTA

3.1.1 If this serves the purpose of ELACTA, it is also authorized:

- to participate in charitable or non-charitable corporations (Entitles the association to own or share ownership of profit-making or non-profit corporations, if needed)
- to use vicarious agents in accordance with § 40 para. 1 of the Federal FiscalCode (BAO) or to act as a vicarious agent themselves.
- use funds or other assets according to § 40aZ 1 BAO to charitable organisations with a corresponding dedication, provided that there is at least a matching organisational purpose.

3.2 The purpose of the organization shall be achieved by the following **material means**:

1. Membership fees and target contributions of ELACTA Members

2. Income from events
3. Donations, gifts, legacies, bequests to the ELACTA according to the will and other legal allocations
4. Buying and otherwise acquiring property, selling it, renting it, exchanging it or otherwise disposing of it
5. Borrowing, according to the procedure established by law monetary funds
6. Obtaining the financial support granted by Governments and the European Union
7. Owning economic and commercial activities with a view to self-financing, which do not conflict with these Statutes and operational goals
8. Interest of credit institutions paid for funds stored in them
9. Other legitimately received income and assets

3.3 **Non-material 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

3.4 The ELACTA may, insofar as the **material means** and the purpose of the ELACTA permit, have employees and use third parties in general to fulfil its purpose. Remuneration may also be paid to members of the association, including association officials, provided this relates to activities that go beyond the association's activities in the narrowest sense; such remuneration must stand up to third-party comparison.

4. Types of Membership

4.1 The Members of ELACTA (which are either members of National Associations or individual members or groups of individual members) are divided into full members, associate members, and honorary members. All Members have to be compliant with the WHO Code of Marketing for Breastmilk Substitutes and its subsequent WHA resolutions, and recognize and follow the values of ELACTA.

4.1.1 **Full Members** are natural persons with a valid IBCLC certificate or retired IBCLCs who support ELACTA's purpose and pay a set annual membership fee in time. These IBCLC members have the right to vote at the General Assembly (GA) and to be elected to office.

4.1.1.1 *Retired IBCLCs* is for IBCLCs who held the certification in good standing and are no longer certified and agree to adhere to the Code of Professional Conduct for IBCLCs.

4.1.2 **Associate members** are natural persons who feel connected to the purpose of ELACTA, support the association's activities and pay a set annual membership fee, but they do not have a valid IBCLC certificate. These non-IBCLC members do not have the right to vote at the GA and cannot be elected to office.

4.1.3 **Honorary members** are natural persons who are appointed by the General Assembly for special services brought to ELACTA. These members do not pay the set annual membership fee. Honorary members who have a valid IBCLC certificate or are Retired IBCLCs have the right to vote and be elected to office.

4.2 Full members and associate members can join ELACTA either through their national association, or as an individual member or group of individual members.

4.2.1 Individual members or groups of individual members are persons who:

4.2.1.1 are not a member of an affiliated national association, or do not have a lactation

consultants' association in their country, or are a member of an association which refuses membership to the ELACTA;

4.2.1.2 pay a set annual membership fee in time;

4.2.1.3 have the right to vote and to be elected to office if they have a valid IBCLC certificate.

5 Acquisition of Membership

- 5.1 Admission as a member (with the exception of honorary membership) must be applied for in writing or filling in the application form provided on ELACTA's website and addressed to the Board of Directors.
- 5.2 The detailed procedure for admitting members is foreseen in ELACTA bylaws, which are determined by the Board of Directors
- 5.2 The Board of Directors makes the final decision on the admission of members. Admission can be refused without giving reasons.
- 5.3 The candidate will be notified of their acceptance as a member.
- 5.4 The procedure for nominating honorary members is detailed in ELACTA's bylaws. The General Assembly decides on the appointment of honorary members.
- 5.5. Membership in ELACTA is renewed annually and lasts for a calendar year. The detailed procedure for renewing members is foreseen in ELACTA bylaws, which are determined by the Board of Directors

6 Termination of Membership

- 6.1 Membership expires upon death, resignation, cancellation and exclusion.
- 6.2 Resignation can take place at the end of each calendar year and must be communicated to the Board of Directors in writing at least two weeks in advance.
- 6.3 Removal from the membership list by the Board of Directors is permissible if a member is more than four months behind with the payment of membership fees, joining fees or other payment obligations to the association despite two written reminders. The reminders also serve as an opportunity for the member concerned to comment; a separate hearing of the member prior to cancellation by the Board of Directors is not required. Cancellation can be carried out without a separate resolution by a member of the Board of Directors authorized to do so. Offsetting against any counterclaims of the member against outstanding claims of the Association is not permitted.
- 6.4 The member shall be notified of the cancellation in writing. Outstanding claims of the Association against the canceled member shall not be affected by the cancellation. The cancellation can be reversed by paying the outstanding amount within one week.
- 6.5 The exclusion of a member from the association can be decided by the Board of Directors at any time for good cause. In particular, this includes gross violation of membership obligations and/or behavior that is detrimental to the association and which permanently undermines the relationship of trust between the association and the member.
- 6.6 A member may be expelled from ELACTA after the indisputable fact of violations of the WHO Code of Marketing for Breastmilk Substitutes and its subsequent WHA resolutions, or the Professional CODE is revealed, without any prior notice. The membership fee is non-refundable.
- 6.7 A motion to expel a member can only be submitted by a member of the Board of Directors. The member concerned must be given the opportunity to comment on the allegations prior to expulsion, verbally or in writing. The member must be informed of the Board's decision in writing, stating the reasons for the decision.
- 6.8 The member concerned may appeal against the exclusion decision to the association's internal arbitration court (point 15).

- 6.9 The member's rights are suspended from the time of notification of the exclusion decision until the final internal decision on the appeal, but not the member's obligations. All rights of the member expire on the day of resignation.
- 6.10 The withdrawal of honorary membership can be decided by the General Meeting at any time for the reasons stated under 6.5 and 6.6.

7 Rights and Obligations of Members

- 7.1 Members are entitled to participate in all events organized by ELACTA and to use the institutions of ELACTA.
- 7.2 Every member has the right to participate in the General Assembly. Only full members and IBCLC honorary members have the right to vote, whereby each has one vote. Similarly, only full members and IBCLC honorary members have the right to vote and stand for election to the Board of Directors.
- 7.3 Members are obliged to provide / update all contact details upon applying for membership. If such data is not provided or communication is not possible, all communication regarding the enforcement of their rights and obligations goes through the Presidents of the National Associations or Representative of the group, who are obliged to disseminate information with their respective members.
- 7.4 Members are obliged to promote the interests of ELACTA to the best of their ability and to refrain from doing anything that harms the reputation and purpose of ELACTA. They must comply with the Statutes of ELACTA and the resolutions of ELACTA's bodies.
- 7.5 Full and associate members are obliged to pay the respective membership fees punctually in the amount decided by the Board of Directors each year.
- 7.6 Honorary members are exempt from paying membership fees.
- 7.7 All members may be required to pay a participation fee for events organized by ELACTA.

8 ELACTA Bodies

The bodies of the ELACTA are the General Assembly, the Board of Directors, the Auditors and the Court of Arbitration.

9 The General Assembly

- 9.1 The General Assembly takes place every two years.
- 9.2 An extraordinary General Assembly shall be held upon resolution of the Board of Directors or upon written request by at least one tenth of the members or at the request of the auditors within six weeks of receipt of the request.
- 9.3 All members must be invited to both ordinary and extraordinary General Assemblies in writing (by post or email or publication on ELACTA's website or Journal) at least four weeks before the date of the meeting. The invitation is also sent to the Presidents of the National Associations, who are responsible for distributing it among their members. The General Assembly must be convened with a provisional agenda and a fixed date. The convening of the General Assembly must be carried out by the Board of Directors.

- 9.4 If the Board of Directors is unable to act or does not fulfil its duty to convene the General Assembly, the auditors are authorized and obliged to convene the General Assembly in compliance with ELACTA's Statutes.
- 9.4.1 If the Board of Directors does not fulfil the request of one tenth of the members to convene a general meeting within six weeks of receipt of the request in accordance with point 9.2, the members who made the request may convene the meeting themselves. In this case, the Board of Directors must provide these members with the contact details of all members required to convene the meeting or enable the members to convene the meeting in another suitable manner.
- 9.5 Additional agenda items for the General Assembly can only be submitted in writing to the Board of Directors by full members up to three weeks (21 days) before the General Assembly (receipt). Motions for amendments to the Statutes of ELACTA and dissolution of ELACTA may only be submitted by members of the Board of Directors or one tenth of the full members of ELACTA. If additional agenda items have been requested in due time, the Board of Directors must send a final (proposed) agenda to all members of ELACTA no later than two weeks (14 days) before the General Assembly.
- 9.6 Valid resolutions can only be passed if they concern items on the agenda.
- 9.7 All members are entitled to participate in the General Assembly; only full members and IBCLC honorary members are entitled to vote. The transfer of voting rights to another full member by means of a written authorization is permitted. However, a full member may only represent two other full members with voting rights. The requirements and procedure for voice transmission are determined by the Board of Directors.
- 9.8 The General Assembly is quorate regardless of the number of members with voting rights present. Resolutions at the General Assembly are generally passed by a simple majority of the valid votes cast. In the event of a tie, the vote of the Board of Directors is decisive.
- 9.9 Members may cast their votes electronically. The electronic votes of members with voting rights who are not present at the General Assembly must be submitted ten days ahead of the General Assembly at the latest. The detailed procedure for casting votes electronically is determined by the Board of Directors.
- 9.10 Resolutions to amend the Statutes of ELACTA or to dissolve ELACTA must be passed by a qualified majority of two-thirds of the valid votes cast.
- 9.11 Two independent ELACTA members are responsible for counting of the votes during the General Assembly, after the expiration of the deadline for voting. The detailed procedure for choosing the independent members and counting the votes is determined by the Board of Directors. The voting result is announced during the General Assembly.
- 9.12 The General Assembly is chaired by the President of ELACTA or, if they are unable to attend, by the Vice-President. If this person is also unable to attend, the oldest member of the Board of Directors present shall chair the meeting. The chairperson of the meeting may admit guests to the General Assembly, which is generally not open to the public.

9.13 General Assembly can also be held without the physical presence of the participants ("virtual / hybrid General Assembly "). In this case, the provisions for holding General Assembly with the physical presence of participants apply mutatis mutandis, whereby a technical solution must be selected that ensures that all members entitled to participate have barrier-free access to the meeting. The decision as to whether a virtual Assembly should be held and which connection technology should be used is made by the Board of Directors. The General Assembly is to be held in the form of a moderated virtual meeting within the meaning of Section 3 VirtGesG (Virtual Shareholder Meetings Act § 3); the chairperson of the General Assembly is the chairperson of the ELACTA in accordance with Section 9.12 of these Statutes of ELACTA.

10 Tasks of the General Assembly

10.1 The following tasks are reserved for the General Assembly (is hereafter referred to as GA):

10.1.1 Acceptance of the annual reports and discharge of the Board of Directors;

10.1.2 Acceptance of the audit reports and discharge of the Auditors;

10.1.3 Election and dismissal of the members of the Board of Directors as well as the authorization of the co-optation of Board members by the Board of Directors and the election and dismissal of the auditors;

10.1.4 Resolution on the amendment of the Statutes of ELACTA and on the dissolution of the ELACTA;

10.1.5 Consultation and resolution on other issues and matters on the agenda;

10.1.6 Conferral and revocation of honorary membership;

10.2 The Board of Director is obliged to inform the members about the activities and financial management of ELACTA at the General Assembly. If at least one tenth of the members request this between two General Assemblies, stating the reasons, the Board of Directors must provide such information to the members concerned within four weeks of receipt of the request.

11 The Board of Directors

11.1 The Board of Directors is the governing body of ELACTA within the meaning of Section 5 (3) of the Austrian Association Act and consists of a maximum of eight persons. The Board of Directors consists of a President, a Vice-President, as well as a Treasurer, a Second Treasurer and up to four additional members. The allocation of these functions as well as others within the Board of Directors is the responsibility of the Board of Directors, which may adopt its own rules of procedure.

11.2 In situations when the Board of Directors cannot solve issues, an Advisory Council may be involved. The composition, description of the tasks and time of convening of the Advisory Council are established by the Board of Directors.

11.3 If a member resigns during their term of office, the Board of Directors has the right to co-opt another member in their place, for which the subsequent approval of the next General Assembly must be obtained. Until such time as the General Assembly cannot confirm the co-optation or if the co-optation is not accepted, the actions of such Board members are valid. The co-opted member completes the term of office of the resigned member. If the Board of Directors is unable to fulfill its duties at all or for an unforeseeably long period of time without self-appointment by co-optation, the auditors are obliged to immediately convene an extraordinary General Assembly for the purpose of electing a new Board of Directors.

- 11.4 If the auditors are also unable to act or are not available, each group of three ordinary members has the right to immediately convene an extraordinary General Assembly itself or to apply to the court (of public jurisdiction) for the appointment of a trustee, who must immediately convene an extraordinary General meeting.
- 11.5 The Board of Directors is appointed by the General Assembly for a term of four years. In any case it lasts until a new Board of Directors is elected. Members of the Board of Directors may be re-elected without restriction.
- 11.6 Board meetings are convened by the President or, if they are unable to do so, by the Vice-President. This can be done in writing or verbally and must be done at least one week before the date of the meeting. If the Vice-President is also unable to attend for an unforeseeable period of time, any other member of the Board of Directors may convene a meeting. Guests may be invited to non-public meetings of the Board of Directors, but without voting rights.
- 11.7 The Board of Directors constitutes a quorum if all of its members have been duly invited and at least four of them are present. It passes its resolutions by a simple majority of votes; in the event of a tie, the chair-person has the casting vote. A member of the Board of Directors can be represented by another member of the Board of Directors, if they are empowered to do so in writing.
- 11.8 The President chairs the meeting, or the Vice-President if he is unable to do so.
- 11.9 With the exception of death, the function of a member of the Board of Directors expires through dismissal (deselection by the General Assembly) or resignation.
- 11.10 Members of the Board of Directors may resign in writing at any time. The declaration of resignation must be addressed to the Board of Directors or, in the event of the resignation of the entire Board of Directors, to the General Assembly. The resignation may not be made at an inopportune time so that ELACTA would suffer damage as a result.
- 11.11 Board meetings can also be held without the physical presence of the participants ("virtual board meeting"). Provisions for the holding of Board of Directors meetings with the physical presence of participants apply mutatis mutandis. The Board of Directors may also pass written resolutions by way of circulation. The detailed procedure on holding virtual meetings of the Board of Directors and passing resolutions are determined by the Board of Directors.

12. Tasks of the Board of Directors

- 12.1 The Board of Directors is responsible for the management of ELACTA. It is responsible for all tasks that are not assigned to another body of ELACTA by the Statutes of ELACTA. In particular, it is responsible for the following matters:
- 12.1.1 Preparation of the annual estimates as well as the annual report and the financial statements;
 - 12.1.2 Determination of the amount of the respective membership fees;
 - 12.1.3 Preparation and convening of the ordinary and extraordinary General Assemblies;
 - 12.1.4 Management of the ELACTA's assets;
 - 12.1.5 Admission and exclusion of members of ELACTA;

- 12.1.6 Keeping a list of members;
- 12.1.7 Admission and termination of employees of ELACTA;
- 12.1.8 Notification to the competent tax office within one month of an amendment to the Statutes of ELACTA that have an impact on the tax benefits.
- 12.1.9 Preparing and organizing continuing education events. This may be done in cooperation with National Associations, groups, individual members or other organizations.
- 12.1.10 Carrying out public relations
- 12.1.11 Fostering relations with organizations, societies, governments, authorities etc. and to discuss and negotiate with them as far as this serves the purposes of ELACTA
 - 0. Opening and closing bank accounts
 - 0. Outlining ELACTA activity directions, strategies and action plans
 - 0. Appointing and authorizing the specific members of the Board of Directors or other persons or entities to represent ELACTA externally.
 - 0. Authorizing legal transactions between members of the Board of Directors and ELACTA;
 - 0. All Board Members must sign the Consent of the ELACTA Member of Directors and Declaration of Impartiality and Pledge of Confidentiality before starting their service.

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

- 13.1 ELACTA is legally represented jointly by the President and the Treasurer. If they are unable to do so, they are represented by the Vice-President and Second Treasurer. Documents may be signed either in writing or electronically.
- 13.2 The President chairs the General Assembly and the Board of Directors, or the Vice-President if she is unable to attend.
- 13.3 Where there is an immediate and present danger the President is authorized, even in those matters that normally belong within the sphere of activity of the General Assembly or the Board of Directors, to act independently on her own authority. These actions, however, require the retroactive approval of the respective responsible body.
- 13.4 The Treasurer is responsible for the proper financial management of the organization.
- 13.5 The other functions in the Board of Directors are described in the bylaws. The detailed functions of the members of the Board of Directors is determined by the Board of Directors.

14. The Auditors

- 14.1 ELACTA has two auditors, who do not have to be members of ELACTA. They are elected by the General Assembly for a term of four years. Re-election is possible without restriction. Legal transactions between the Auditors and ELACTA must be authorized by the General Assembly in order to be valid.
- 14.2 The Auditors must audit ELACTA's financial management with regard to the correctness of the accounts and the use of funds in accordance with the Statutes of ELACTA within four months of the preparation of the income and expenditure statement or the annual financial statements. The Board of Directors must submit the necessary documents to the auditors and provide the required information. The auditors must report to the General Assembly on the results of the audit. The audit report must

confirm the correctness of the accounts and the use of funds in accordance with the Statutes of ELACTA or identify any deficiencies or risks to the existence of the organization. Furthermore, internal transactions and unusual income or expenditure must be identified.

14.3 If the ELACTA is required by law to appoint a professional auditor, the auditor assumes the tasks of the auditors. This also applies in the case of a voluntary audit.

15 The Court of Arbitration

15.1 The Court of Arbitration shall decide on all disputes arising from the ELACTA relationship.

15.2 The Court of Arbitration is made up of three persons who do not have to be members of ELACTA. The members of the Court of Arbitration may not belong to any body - with the exception of the General Assembly – whose activities are the subject of the dispute. The Court of Arbitration is formed in such a way that each party to the dispute nominates one person to the Board of Directors as an arbitrator, whereby the Board of Directors, if it is itself or ELACTA is the other party to the dispute, must nominate the other member of the Court of Arbitration within fourteen days; if another member of ELACTA is affected by the dispute, the Board of Directors shall request this member to nominate another member of the Court of Arbitration within fourteen days of receiving the request.

15.3 These two Arbitrators shall elect a third person to chair the Court of Arbitration. If they are unable to reach agreement within seven days, the decision shall be made by drawing lots among the candidates proposed by the arbitrators. The arbitrators are obliged to participate in the drawing of lots. If a nominated arbitrator prevents the formation or work of the Court of Arbitration, this shall be attributed to the member who nominated him, who shall be requested by the Board of Directors to provide a replacement within a reasonable period of time.

15.4 The Court of Arbitration shall first attempt mediation; if this is not possible, it shall be authorized to decide the dispute. The parties to the dispute may be represented by a lawyer, but no costs will be awarded. However, the Court of Arbitration may make a recommendation regarding the payment of costs in the course of the dispute resolution.

15.5 The Court of Arbitration shall reach its decision in the presence of all its members by a simple majority of votes. The parties to the dispute shall be given the opportunity to make oral or written submissions on the subject matter of the dispute. The Court of Arbitration may, if it deems it appropriate, organize an oral hearing with the participation of the parties to the dispute. It shall decide to the best of its knowledge and belief. The chairperson of the Court of Arbitration is responsible for issuing the decision, which must in any case contain a statement of reasons. The decisions of the arbitration tribunal are final within ELACTA.

15.6 If the opposing party fails to nominate an arbitrator within a period of fourteen days after the nomination of the arbitrator by the applicant or fails to nominate a substitute member within a reasonable period of time (clause 15.3), this shall be deemed to constitute acceptance of the application.

15.7 The Court of Arbitration takes the decision on the appeal against expulsion of members.

16 Dissolution of ELACTA

- 16.1 The voluntary dissolution of ELACTA can only be decided at an ordinary or extraordinary General Assembly, which expressly includes this agenda item in the invitation, and with a majority of two thirds votes in favor.
- 16.2 The General Assembly shall also decide on liquidation. Unless the General Assembly decides otherwise, the President is the liquidator authorized to represent ELACTA.
- 16.3 If ELACTA is dissolved (voluntarily or by the authorities) or if the previous purpose of the ELACTA ceases to exist, the remaining assets of the ELACTA after covering the liabilities are to be used for charitable purposes in accordance with §§ 34 ff BAO (Bundesabgabenordnung = Austrian tax legislation) or transferred them to a non-profit organization, that is to be determined by the General Assembly deciding the dissolution, within the meaning of §§ 34 ff BAO (which has a purpose that corresponds or at least comes close to the purpose of ELACTA within the meaning of point 2. of the Statutes of ELACTA and which complies with the WHO Code for Marketing of Breastmilk Substitutes and its following WHA resolutions), subject to the condition that these assets are used exclusively for non-profit purposes within the meaning of §§ 34 ff BAO.
- 16.4 The last Board of Directors of ELACTA must announce the voluntary dissolution publicly.

Pfaffstätten, June 1997

Modification of Statutes: October 7, 1999

Modification of Statutes: October 20, 2010

Modification of Statutes: 2016

ELACTA – Vereinsnummer:

Zentrales Vereinsregister

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