

Statutes of VELB

Association of European Lactation Consultants IBCLC
International Board Certified Lactation Consultants
(Verband Europäischer Laktationsberaterinnen IBCLC)

1. Name, Registered Office and Range of Activities of the Association:

1.1 The name of the Association is:

„EUROLACTA

Europäische Laktationsberaterinnen Allianz

European Lactation Consultants Alliance

Alliance Européenne des Consultantes en Lactation

1.2 The Association is based in Pfaffstätten, Austria.

1.3 The Association's activities extend to all European countries.

1.4 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 the Association:

The Association's activities are not intended to be profit-making and have, as their goal:

2.1 Promotion of breastfeeding by a union of European lactation consultants IBCLC to protect and encourage scientific and practical work in the area of breastfeeding.

2.2 Promotion of the profession of [breastfeeding and] lactation consultant IBCLC in collaboration with the professional bodies and the institutions of the Public Health Service.

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

2.4 The profession does not pursue any political party, economic or denominational goals.

2.5 To fulfill its purpose the VELB endeavors to

1. collaborate on and have a determining voice in the planning of continuing professional education and training of lactation consultants IBCLC,
2. promote the technical education and training of its members,
3. foster and encourage the collaboration of its members,
4. contribute to the education and training of the Public Health's staff on the subject of breastfeeding in cooperation with professional associations and institutions of the Public Health Service involved in the parent-child area
5. 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 the Association's Purpose and Procuring these Means

The Association's envisaged purpose is to be achieved through the following idealistic and material means:

3.1 Idealistic 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.

3.3 Idealistic and material or financial means must be in compliance with the regulation of the International Code of Marketing of Breast-milk Substitutes and its subsequent WHA resolutions.

4. Kinds of Membership

The members of the Association are subdivided into:

4.1 Full members with the right to vote and to be elected to office.

On application the following persons can be admitted to the Association as full members:

1. all persons having a valid IBCLC certificate (International Board Certified Lactation Consultants),
2. IBCLCs who are full members of a national federation belonging to VELB, are automatically eligible to vote and to be elected to office

3. professional bodies of lactation consultants IBCLC (European and international) are institutional members of the VELB with 1 vote.

4.2 Associate members: natural persons and institutions without the right to vote, which support the goals of VELB without meeting the requirements for admission as full members.

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

5. Acquisition of Membership

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

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 Meeting on application of the Board of Directors.

Before the constitution of the Association, applicants are admitted provisionally. This membership takes effect only on the final constitution of the Association.

5.2 By paying dues the applicant approves the statutes of the Association.

5.3 Full and associate members are required to pay the stipulated membership fee annually.

6. Ending Membership

Membership expires on death, in case of legal entities on 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 the meeting of her responsibilities to the Association 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 the Association because of gross breach of the member's duties, if a member grossly violates the articles or interests of the Association or infringes upon the decisions and directives of the Association's institutions. The member may appeal to the General Meeting 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 the Association. The member's obligation to pay dues continues until the final decision to exclude her. Withdrawal of

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

8. The General Meeting

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

8.2 An extraordinary General Meeting must take place on the decision of the Board of Directors or of the General Meeting 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 Meeting must take place no later than one month 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 Meetings at least four weeks before the date of the meeting.

(The invitation is sent by means of the Association's periodical "Lactation and Breastfeeding" ("Laktation und Stillen"), which is included in membership.) **The invitation is sent via the national associations and published on our website.** The announcement of the meeting must include an agenda and a fixed date. The Board of Directors calls the General Meeting.

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

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

8.6 Nonattendant members may cast their votes electronically. In case of special circumstances voting papers may be requested from the office. The votes of nonattendant members must be submitted ten days ahead of the General Meeting at the latest.

8.7 All members are authorized to take part in the General Meeting. 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 Meeting 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 Meeting are decided by a simple majority vote. However, resolutions aimed at the modification of the Association's statutes or at the dissolution of the Association require a qualified majority of two thirds of the valid votes cast. In the event of a tie, the vote of the chairwoman is decisive.

8.9 The chairwoman chairs the General Meeting; if she cannot be present, her deputy will take over this task. If the deputy cannot attend the Meeting, the 1st counselor will chair the Meeting.

8.10 Full members may vote by non- secret postal ballot, **electronically**, or during the General Meeting. **The documents for the postal vote are duly sent to all eligible members.**

Counting of the ballots of the postal vote takes place during the election in the course of the General Meeting or by two independent members after the expiration of the deadline for voting by post. The result is announced in the course of the General Meeting.

9. Duties of the General Meeting

The following duties are reserved to the General Meeting:

- a) Acceptance and approval of the report of Association 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 accession fee and membership dues.
- 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 the Association.
- 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 Chairwoman
- b) the Vice-President
- c) the 1st Counselor
- 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.

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 Meeting.

10.4 The Board of Directors is convened, in writing or verbally, by the Chairwoman, her deputy or the 1st counselor 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 simple majority vote. In the event of a tie, the Chairwoman's vote is decisive.

10.7 The Chairwoman presides over the Board. If she is unable to come, her deputy will fulfill this function. In case the deputy cannot be present, the 1st Counselor chairs the meeting.

10.8 The term of office of a member of the Board of Directors ends in 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 Meeting can remove the entire Board of Directors or individual members of the Board of Directors from their offices at any time

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 Meeting.

11. Scope of Duties of the Board of Directors

The task of the Board of Directors is to manage the Association. It is responsible for all the jobs that are not assigned by the statutes to another body of the Association.

Its sphere of activity includes the following matters in particular:

- a) Organizing the training of lactation consultants IBCLC.
- b) Preparing and organizing continuing education events. This must be done in coordination with the national federations 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 Meetings.
- h) Administration of the Association's assets.
- i) Appointment, exclusion and expulsion of members of the Association.
- j) Employment and dismissal of employees of the Association.

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

12.1 The Chairwoman, her Deputy or the 1st Counselor represent the Association externally.

12.2 The following refers to internal affairs:

- a) The Chairwoman presides over the General Meetings 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 Meeting or the Board of Directors, to give orders independently on her own authority. These orders, however, require the retroactive approval of the respective Association body.

- b) The Secretary supports the Chairwoman in the management of the Associations affairs. She takes the minutes of the General Meeting and the meetings of the Board of Directors.
- c) The Treasurer is responsible for the orderly administration of the association's finances.

d) The Chairwoman and her deputies have a responsibility towards the Association to prepare written declarations and publications of the Association, especially if they are binding for the Association, in cooperation with the Secretary. In financial affairs they cooperate with the Treasurer.

e) The deputies for the Chairwoman, the Secretary or the Treasurer are only allowed to take action if the Chairwoman, 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 Meeting 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 Meeting 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 Association 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 Chairwoman 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 Association.

15. Dissolution of the Association

15.1 The voluntary dissolution of the Association can only be decided upon within an extraordinary General Meeting 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 the Association must, in writing, inform the public authority for associations 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, the Association's available assets, of whatever kind, may not be used for the benefit of the Association's members but must be handed over by the retiring Board of Directors or by a liquidator nominated by the General Meeting to an organization that is to be determined by the General Meeting 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 making character of the Association no longer obtains.

Pfaffstätten, Juni 1997

Modification of Statutes: October 7, 1999

Modification of Statutes: October 20, 2010