

These Articles of Association (bye-laws) are a translation of the original Articles in Swedish. They are in conformity with the Finnish Associations Act. They were approved by the Finnish Registration Office on 29 December 2017, and formally adopted by FELA in Riga, Latvia, on 20–21 January 2018.

Articles of Association (Bye-laws)

Article 1 - Name and working language

1.1. A non-profit association according to the Finnish Associations Act 1989 as amended has been established under the name of “**Federation of European Literacy Associations**”, with the unofficial abbreviation FELA.

1.2. The working language of the Federation is English.

Article 2 – Legal status

2.1. This non-profit association is domiciled in Helsinki Turku/Åbo, Finland.

Article 3 – Objectives and activities

3.1. The objects of the Federation shall be as follows:

- contributing to **improvements in literacy** at all levels in the countries of its members;
- promoting and developing **empirical and theoretical research** in Europe on the learning and teaching of literacy;
- developing education **policies** and contributing to the implementation of European recommendations concerning literacy and its development;
- promoting the **exchange of information** between member organisations of the Federation and other organisations throughout the world concerning the learning and teaching of literacy;

- **cooperating** with other Federations, Associations, Organisations and Institutions, both within and beyond Europe, for the improvement of literacy;

to the exclusion of any industrial or commercial operations.

3.2. In compliance with any legal and regulatory limitations, the Federation may pursue the following activities:

- acquire by purchase, lease, exchange, gift or otherwise and hold any right or interest in property;
- sell, lease, mortgage or transfer the same for consideration or otherwise;
- contract with and pay employees, professional advisers or others;
- invest and manage any funds of the Federation not required for its immediate objectives in investments, receivables, securities or property; and
- open and manage accounts and other banking services, draw, accept, endorse, negotiate, discount, issue or sign promissory notes, bills of exchange and other negotiable instruments.

3.3 The Federation shall not seek to obtain any material gain for individuals.

3.4 The member organisations' representatives and the members of the Executive Committee shall not be personally liable for the commitments of the Federation.

Article 4 – Membership

4.1. Target group

4.1.1. Membership is open to any organisation which is concerned with or interested in literacy and has legal personality and legal capacity and whose objectives are compatible with those of the Federation. The main target group of the Federation is Europe-based organisations, but relevant organisations beyond Europe may join.

4.1.2. Membership is institutional, not individual.

4.1.3. Full members pay the full membership fee and have a vote at the General Assembly (GA), and their representatives are eligible for election to the Executive Committee (EC).

4.1.4. Associate members pay a reduced fee. Their representatives are welcome to attend the GA but are not eligible for election to the Executive Committee and have no voting rights.

4.2. Membership types

Full membership is open to:

- National literacy/reading associations in or near Europe which have legal personality and legal capacity.

Associate membership is open, but not restricted, to the following categories of organisation which have legal personality and legal capacity:

- Ministries and governmental agencies (GOV)
- Regional educational authorities and agencies (REG)
- Research institutions and universities (RES)
- Relevant NGOs (NGO)
- International institutes and agencies (INT)
- European and national networks (NET)
- Relevant international associations and networks (INET) and relevant organisations outside Europe (NE)

4.3. Establishment of membership

4.3.1. Organisations apply for membership in writing.

4.3.2. Applications are evaluated by the Executive Committee according to compatibility with the Federation's objectives, and a list of candidate members is presented at the

General Assembly. The GA accepts or rejects each of the candidates by simple majority. The GA's decision is final and binding.

4.3.3. Membership starts officially at the date of acceptance by the GA.

4.4. End of membership

4.4.1. Membership ends:

- by dissolution of the member organisation,
- by withdrawal from the Federation,
- by expulsion.

4.4.2. A member is entitled to resign from the Federation by giving notice in writing to the Executive Committee or its Chairperson. A member may also resign by giving notice at a meeting of the Federation for entry in the minutes. The resignation will enter into force six months after the notice of resignation has been received by the Federation.

4.4.3. A member of the Federation can be expelled from membership for 2 months for acting against the principles of the Federation, or suspended for failing to meet the financial obligations according to the Associations Act. Any proposal to expel a member and the Executive Committee's decision shall be put to the GA. Any member organisation threatened with expulsion shall have the right to be heard, except where the reason for expulsion is failure to pay the membership fee. The GA's decision shall be final and binding.

4.4.4. The GA may deem a member to have resigned from the association if the member has failed to pay the membership fee for a period of two accounting periods.

Article 5 - Governance of the Federation

5.1. General Assembly

5.1.1. There shall be an annual General Assembly (GA) of the Federation, no later than 31 October, where each eligible member shall be entitled to one vote.

5.1.2. The agenda of the ordinary annual session of the GA shall include:

- election of two persons present, other than members of the EC, to approve the minutes of the GA
- presentation of the EC's annual report on activities
- formal approval of new members
- presentation of financial report and accounts and the operations inspectors' report
- signing-off the accounts and giving the members of the EC their discharge
- programme of work for the following accounting period.
- approval of the budget and membership fees
- election of members of the EC
- election of an operations inspector and a deputy operations inspector, who shall not be members of the EC
- other business.

5.1.3. Except if otherwise specified in the present Articles of Association, for all decisions and elections a simple majority in the GA is decisive. Full members present and those represented through a written proxy to another full member are eligible to vote. In the case of a tie, the chairperson of the GA shall have the casting vote, except in elections, where the outcome shall be decided by drawing lots. No full member may take part in a ballot as proxy for more than 30% of all votes.

5.1.4. No business shall be transacted at any GA unless a quorum of one third of the full members is present at the time when the assembly proceeds to business. If a GA is found to be inquorate, the next assembly is quorate with no regard to the number of participants, provided the agenda is the same.

5.2. Executive Committee

5.2.1. The Executive Committee (EC) shall comprise a chairperson, a vice-chairperson, a secretary and a treasurer, who shall be members of at least three different full member organisations. Elections to the EC shall take place at the annual GA, either by show of hands or by secret ballot, as decided by a vote at the GA.

5.2.2. Those who shall have the right to sign in the name of the Federation shall be the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer, severally.

5.2.3. The term of office of the Chairperson shall be two calendar years, renewable only once.

5.2.4. The terms of office of the Vice-chairperson, Secretary and the Treasurer are three calendar years, but such that each year one of them shall resign. No one can hold an office for more than two consecutive terms, with the exception that those who are elected officers when the association is founded may be elected for three consecutive terms.

5.2.5 The terms of office of all newly elected EC members begin on the first of January.

5.2.6. Although membership in the Federation is institutional, election to the EC is personal. Any EC member leaving the organisation to which he or she was affiliated at the time of his or her election shall stand down at the next GA.

5.2.7. The GA has the power to elect a temporary member of the EC in case of withdrawal or expulsion of a sitting EC member.

5.2.8. Every voting organisation has the right to nominate candidates for election to the Executive Committee. The invitation for nominations shall be included with the announcement of the annual GA. Nominations must be received by the Chairperson at least one month before the GA at which elections are to be held. The Chairperson will notify member organisations of the candidates' names and organisations within one week of receiving the nominations.

5.2.9. The Executive Committee will convene at least twice a year. For decisions and elections of the Executive Committee a simple majority of the members present and voting shall be decisive. In the event of a tie, the Chairperson shall have the casting vote.

Article 6 – Convening Meetings and Putting Items on the Agenda

6.1. There shall be an annual General Assembly (GA) of the Federation, no later than

31 October at a time and place which the Executive Committee shall give notice of by mail or by e-mail at least two months in advance.

6.2. An extraordinary meeting of the GA must be organised when a meeting of the GA so decides, or the EC considers it justified, or at least one-tenth of the full members of the Federation so demand for the handling of a matter notified by them. Such a demand must be made in writing to the EC, who must act upon it immediately.

6.3. Members may propose to extend the agenda fixed by the EC to include issues submitted in written form to the Chairperson at least thirty days prior to the GA.

6.4. For the amendment of these Articles of Association, a notice of the proposed amendment must be mailed to the entire membership of the Federation at least two months in advance of the annual GA.

6.5. For the dissolution of the Federation, the Executive Committee shall circulate by letter sent to every member of the Federation no later than two months before the GA the exact terms of any proposal to dissolve the Federation.

Article 7 - Finance

7.1. The income of the Federation consists of membership fees paid by its members. Donations can be accepted by the EC.

7.2. The rates of fees shall be determined by the annual GA on the proposal of the EC.

7.3. An annual budget shall be prepared by the EC for consideration and approval by the annual GA.

7.4. The accounting period runs from 1st January to 31st December.

7.5. The GA shall annually elect an operations inspector and a deputy operations inspector to serve for one calendar year, inspect the Federation's finances and administration, and submit an operations inspector's report, in writing, to the next GA of the Federation deciding on the annual accounts.

Article 8 – Amendments

8.1. These Articles of Association may be amended or altered at the annual GA with the support of at least three quarters of the votes cast.

8.2. Amended Articles of Association shall be signed by the sitting Executive Committee.

Article 9 – Dissolution

In the event of dissolution or liquidation of the Federation, the General Assembly shall determine the allocation of the Federation's net assets in the manner most closely approximating to the objects for which the Federation was created.