

# **FEIEA**

## **European Association for Internal Communication**

### **Statutes**

#### **Article 1**

##### ***Name, seat and duration***

1. FEIEA - European Association for Internal Communication, hereinafter referred to as FEIEA or the Association, is an autonomous, non-profit association, successor of the association founded in Copenhagen in 1955 as FEIEA - Federation of European Industrial Editors Associations and is for an indefinite period (forever).
2. The Association uses the acronym FEIEA, in honour of its foundation name.
3. The Association has its headquarters in Lisbon, Portugal, the NIF 513 199 241 and is inscribed in the social security number 25131992417.

#### **Article 2**

##### ***Objectives***

FEIEA is the pan-European organization for internal communication, composed of national member associations serving the interests of those who work primarily in and around internal communications. FEIEA raises awareness of the importance of internal communications and the role it plays in foresting good human relations and efficient business performance in organizations by:

- a) helping and coaching companies, leaders and employees to be(come) better communicators;
- b) establishing and maintaining relations and co-operation with other national and international organizations;
- c) organizing and promoting professional training and educational conferences and seminars in the area of internal communications;
- d) periodically monitoring internal communication status and best practices on an international basis so as to identify and promote innovation trends;
- e) spreading and awarding best practices and success stories;
- f) developing and certifying the qualifications and professional standing of those involved in the management, editing and production of internal communications.

#### **Article 3**

##### ***Membership***

1. FEIEA members may be national associations in Europe serving the professional interests of those primarily working in internal communication.
2. Members are represented by a delegate, appointed by the national association for this purpose.
3. The admission of members is proposed by the Executive and approved by the Council by a two-thirds majority vote.
4. The application and proposal for membership should contain relevant information such as number of members, structure, objectives to give a full picture of the applicant.
5. During the period between the candidature and admission approved by the Council, the proposer may participate in the Council, at the invitation of the Council Chairman, without the right to vote.
6. Members may terminate their association by sending a letter to the Council Chairman, which shall immediately notify the Executive members. All fees are payable up until the end of financial year.

#### **Article 4**

##### ***Rights of Members***

The rights of the Members:

- a) Participate in the meetings of the Council and electoral acts, including the submission of proposals and candidatures;

- b) To enjoy the services of the association;
- c) To participate in associated activities;
- d) Appeal to the Council;
- e) To enjoy all other prerogatives that granted by law or by the present statutes.

**Article 5**  
***Duties of Members***

The duties of the members are:

- a) To participate in the functioning of the association actively contributing to the realization of its objectives;
- b) Actively collaborate in FEIEA activities, events and projects according to its own capacity;
- c) Respect the Code of Ethics;
- d) Pay the fees or other contributions fixed by the Council;
- e) To carry out the roles or tasks for which they have been designated;
- f) To comply with the statutory precepts and regulations of the association, as well as abide by the deliberations of FEIEA bodies;
- g) Comply to all other duties by law or by these statutes.

**Article 6**  
***Bodies***

The bodies of the FEIEA are the Council, the Executive and the Auditor.

**Article 7**  
***Terms and Elections***

1. The term of the holders of the Council Chairman and Executive, is three years, by a delegate appointed by the member at the time of the election.
2. The Council Chairman, the President and the Treasurer are limited to two consecutive terms of office in the same function for the same association and/or person.
3. The Auditor is elected by the Council on a proposal by the Executive for a period of three years.
4. Replacement holders for the Council Chairman and Executive is decided by the Council, and the new holders elected for the remainder of the current term.
5. The election of the Council Chairman and the Executive is held at a Council convened for this purpose, according to Article 9, nº 4, by secret ballot in individual nominations.
6. Each Associate, through his delegate, can only exercise a simultaneously in the corporate bodies.
7. The holders take office after the election ballot.
8. Applications to the Executive positions must be received by the Council Chairman within three months before the end of the term. The candidacy for President may be submitted up to 18 months in advance of the end of the term and should be considered by the Council on its next meeting.

**Article 8**  
***Council***

1. The Council is the deliberative body of FEIEA.
2. The Council's duties are:
  - a) Approve and amend the articles of association by a three-quarters majority;
  - b) Elect and dismiss, by secret ballot, the Council Chairman, the Executive and the Auditor;
  - c) Decide on the overall strategy and policy of the Association;
  - d) Agree on the action plan, budget, activity report, balance sheet and management accounts and the Auditor report;
  - e) Decide on fees and other contributions;
  - f) Consider new applicants and exclude members on proposal of the Executive by a two-thirds majority;
  - g) Agree on FEIEA's memberships on other organizations by a two-third majority;
  - h) Deciding on partnerships proposed by the Executive;
  - i) To appoint, by secret ballot, the Secretary General and Auditor by proposal of the Executive;

- j) Dissolve the association by an all members three-quarters majority;
- k) Decide on other matters that are submitted to it by the governing bodies or by the members, should these be sent to the Council Chairman within twenty days after the notice.

## **Article 9**

### ***Constitution and Meetings of the Council***

1. The Council is composed of all members in full enjoyment of their rights.
2. The Council shall ordinarily meet:
  - a) by December 31 of each year, for the approval of the action plan, the budget and the fees for the following year;
  - b) by March 31 of each year, for approval of the activity report, balance sheet and management accounts and Auditor report for the previous year.
3. The Council meets in extraordinary session at the Council Chairman's, initiative or by request from the Executive, from the Auditor or from a group of members comprising at least half of the Council membership.
4. The Council shall meet in an electoral session, convened by the Council Chairman in the period preceding the end of the terms, for election by secret ballot of the Council Chairman, the Executive and the Auditor.
5. The Council meetings are held and, if more than half of the members are present, working half an hour later with any number.
6. The Council meetings are held on FEIEA's headquarters or on other venue previously decided by the Council.
7. Members are represented by a designated delegate or by proxy.
8. The delegates of each member may be accompanied by one other person, without the right to vote.
9. Members may participate in the Council, except in elections, through systems that allow real-time audiovisual transmission in which participation and voting are unequivocal.
10. The minutes are prepared by the Secretary General or by the Council Chairman, with the minutes draft distributed by all members within a month and must be approved in the next Council meeting.
11. The Executive, the Auditor and the Secretary General may attend Council meetings without the right to vote.

## **Article 10**

### ***Convocation of the Council***

1. The convening of the Council meetings is held in advance of minimum of sixty days, indicating the day and place of realization.
2. The agenda of the Council is collated by the Council Chairman thirty days before the meeting, stating time and site with respective supporting documents.
3. If the Council Chairman does not convene the Council meeting when he or she should do, any member can make the call.

## **Article 11**

### ***Deliberations of the Council***

1. Except as provided in the following paragraphs, deliberations of the Council are taken by majority of votes of the participant or represented members, each member having one vote.
2. Decisions on members admission and exclusion and on memberships on other organizations require two-thirds vote of the members present or represented
3. Decisions on amendments to the articles of association require three-quarters vote of the members present or represented.
4. The resolution on the dissolution of the association may only be taken at an extraordinary Council meeting, specially convened for the effect and has to be approved by three quarters of the votes of all Members.
5. In the case of voting tie, the Council Chairman has the casting vote.
6. Resolutions taken on matters outside the agenda are voided, unless all the members attend the meeting and all agree to the addition, except in cases in which the association is dissolved.

**Article 12**  
***Council Chairman***

1. The Council Chairman shall manage the Council meetings.
2. Is to the Council Chairman to convene and prepare the agenda of the Council meeting and is responsible for its minutes.
3. In the event of vacancy of the all Executive, it is the Council Chairman to manage the association until the next Council meeting.

**Article 13**  
***Executive***

1. The Executive is the executive body of FEIEA.
2. The Executive is composed of a President, one or three Vice-Presidents and a Treasurer.
3. The duties of the Executive are:
  - a) Pursue the objectives of the association;
  - b) Execute the Council decisions;
  - c) Manage the Association assets;
  - d) Represent the association;
  - e) Submit to the Council the action plan, the budget, the activity report, the balance sheet and management accounts for deliberation;
  - f) Propose to the Council the fees amounts or other contributions;
  - g) Propose to the Council the admission and the exclusion of members;
  - h) Submit to the Council proposals on participation or integration into third bodies;
  - i) Submit to the Council the proposals on partnerships;
  - j) Present to the Council a proposal for the Auditor;
  - k) Propose to the Council the appointment of the Secretary General.
4. The association shall be bound by the joint signature of the President and of another member of the Executive or of the Secretary General, except for the provisions of article 18, n<sup>o</sup> 4.

**Article 14**  
***Operation and resolutions of the Executive***

1. The Executive shall meet at least once in a quarter, called by President and act with the presence of a majority of its members.
2. Decisions are taken by majority vote of the members present, and the President has cast vote.
3. The Executive can delegate powers of one or more of its members or authorised representatives and sub-delegate or substitute powers, establishing, in each case, the respective limits and conditions.
4. Every Executive member may be assigned responsibilities corresponding to one or more services of the Association.
5. The Treasurer is responsible for the sound financial management of FEIEA and makes appropriate recommendations at Executive meetings including the up-to-date budget and the annual report of accounts at each statutory meeting.
6. Executive members may participate in their meetings through systems allowing for real-time audiovisual broadcasting in which participation and voting are unambiguous.
7. The Secretary General may attend Executive meetings without the right to vote.
8. The minutes are prepared by the Secretary General or by the President, with the minutes draft distributed by all members within a month and must be approved in the next Executive meeting.

**Article 15**  
***President***

1. The Executive President or President represents FEIEA and is the maximum responsible for the association management.
2. Is to the President to convene, prepare the agenda and manage the Executive meetings and is responsible for its minutes.

**Article 16**  
**Secretary General**

1. To give effect to its decisions, the Executive may propose to the Council the appointment of a Secretary General.
2. Their duties shall be set out in the nomination proposal besides elaborate the Council and Executive meetings minutes.
3. The term of the Secretary General coincides with that of the Executive who proposed it.

**Article 17**  
**Auditor**

1. The Auditor is the supervisory body of the FEIEA
2. The Auditor is a singular or collective person, registered in the professional association compatible with its duties.
3. It shall be incumbent upon the Auditor:
  - a) audit, whenever it deems appropriate, the accounts of the association and the treasury;
  - b) Supervise all administrative acts of the Executive;
  - c) monitoring and reporting on the balance sheet and management accounts drawn up by Executive for consideration of the Council;
  - d) To pronounce on any matter submitted to it by the Council or by the Executive.

**Article 18**  
**Revenue and Expenses**

1. Association's revenues:
  - a) The fees and contributions of the members;
  - b) The fees from organized activities;
  - c) Payment of services rendered;
  - d) The sale of publications or studies;
  - e) Income from goods or equity;
  - f) The amounts received under national or international protocols;
  - g) Grants or donations;
  - h) Sponsorships;
  - i) Others forecasted in the budget.
2. The expenditure of the Association shall be limited to the amounts per heading approved in the budget by the Council.
3. The financial resources of the association shall be compulsorily deposited in a banking establishment in a European area, in the association's own account.
4. The debts of the bank accounts are subject to the signature or authorization by the Treasurer and another element of the Executive or Secretary General except for debts up to €250,00 or equivalent that can be performed by the President, the Treasurer or the Secretary General.

**Article 19**  
**Financial Exercise**

1. The financial year of the Association shall begin on January 1 and end on December 31 of each year.
2. At the end of each term, the outgoing Executive shall submit interim reports, balance sheets and management accounts, including the opinion of the Auditor, relating to the fiscal year between January 1 and the inauguration of the new Executive.
3. The Council that approves the report, balance sheet and accounts of the Association shall decide on the proposal of the Executive of the application to be given to the respective balance, if any, and on the additional contributions to be paid by the Members to cover any losses that may have been verified. [the annual balance either a profit or a loss must be discussed by Council. Usually it is added for the next financial annual exercise.]

**Article 20**

***Ethics and Transparency***

1. FEIEA, its members and its bodies have high ethics and transparency standards regarding its associative and management activity as described on its Code of Ethics.
2. FEIEA reject and prevents fraud, interests' conflict and abusive management practices.

**Article 21**

***Dissolution***

In the event of dissolution, the asset of the association, after having satisfied the liability, will revert fully to the entity determined by the Council.