



**European Language Resources Association**  
**ELRA Statutes proposal**  
**As amended by General Assembly 24 November 2010**

**Article 1. Goal**

The mission of the Association is to promote language resources (henceforth LRs) and evaluation for the Human Language Technology (HLT) sector in all their forms and all their uses, in a European context. Consequently the goals are : to coordinate and carry out identification, production, validation, distribution, standardisation of LRs, as well as support for evaluation of systems, products, tools, etc. - related to language resources. Other resources will be considered as well if developments of the field make this desirable: e.g. multimedia resources both with and without language.

**Article 2. Name**

The name of the Association is the "European Language Resources Association" (ELRA).

**Article 3. Location**

The Association is established under the law of the Grand Duchy of Luxembourg. Its seat is in Luxembourg.

**Article 4. Activities**

The primary activities of the Association are:

- 4.1 To assess, select and implement the necessary means for sharing and distributing LRs. Where appropriate, to organize and manage the acquisition of LRs from producers, to commission production and to develop the technical and legal frameworks for validating and distributing these resources to interested users.
- 4.2 To support the infrastructure, in terms of language resources, for evaluation of systems, tools, etc.
- 4.3 At the request of organisations in Europe which fund programmes for the creation of language resources, to give advice to them on the distribution and validation of those resources.
- 4.4 To serve as a source of information regarding the contents and availability of LRs to all interested parties in Europe.
- 4.5 To identify unfilled needs for LRs and to promote the creation of appropriate LRs to meet these needs.

**Article 5. Membership - Note on Terminology**

Throughout these statutes, the word "member" by itself applies to the individuals designated as the representatives of each institutional member. The phrase "institutional member" is always used when the legal entity is meant.

The institutional members of the Association are legal entities working in the field of Information Technology, and of Linguistics and established under the law of a state of Europe. These legal entities may belong to both public and private sectors. Exceptionally, individual professionals, nominated by at least two existing members of the Association, may be admitted as members by majority resolution of the Board.

Membership, or the member status, is acquired with the agreement of the Board and with the payment of a minimum one year's subscription. The Board decides in cases of doubt as to eligibility.

Each institutional member shall nominate an individual to represent it and vote on its behalf. A public sector body composed of several entities for which it pays individual subscriptions shall enjoy membership rights for each such entity. Institutions outside Europe may join as Subscribers. Subscribers enjoy all membership rights, apart from voting rights.

#### **Article 6. Termination of Membership**

Grounds for termination are:

- a) Resignation by letter addressed to the Board;
- b) Failure to pay subscription fees within the time-limit laid down;
- c) Other serious grounds - by decision of the General Assembly.

Termination does not in itself have any effect on the existence of the Association.

#### **Article 7. Liability**

No member of the Association may be held liable for commitments made by the Association. The Association shall only be liable for any and all commitments undertaken up to the amount of its own financial resources.

#### **Article 8. General Assembly**

8.1 The General Assembly shall be held at least once every year. It shall be convened by the Board or at the request of at least one quarter of the paid-up members, with at least six (6) weeks' notice. The Agenda is drawn up by the President and must be circulated to the membership two (2) weeks prior to the meeting. Members have the right to add matters to the Agenda, by written submission to Board, up until four (4) weeks before the meeting. Motions from the floor will be invited and entertained at the discretion of the President.

8.2 Members who cannot attend the General Assembly may authorise another member to vote on their behalf by means of a written and duly signed form of proxy, which must be presented to the Secretary by the beginning of the meeting.

8.3 All resolutions except resolutions to amend the Statutes of the Association or to dissolve the Association shall be passed by a simple majority of votes cast or represented by paid-up members. Resolutions to amend the Statutes of the Association or to dissolve it require that the general assembly gathers two thirds of the members and any such resolution can only be adopted with a majority of two thirds of the votes, , as per the procedure set out in Luxembourg law.

8.4 The Board presents a management report and a financial report accompanied by the Association's accounts to the General Assembly.

8.5 By a majority of votes cast the General Assembly shall decide whether to approve the accounts of the previous financial year and to approve the budget for the next financial year.

8.6 Approval by the General Assembly of the management report and financial report releases the Officers of the Association from all liabilities for the corresponding period.

8.7 The amount of the annual subscription fee and the timing of subscription fee collection is fixed by the General Assembly on the proposal of the Board. The maximum increment allowed to the annual subscription fee in any one year is 50%.

8.8 The General Assembly is chaired by the President. Minutes of all business conducted at the General Assembly, including the outcome of all votes, are the responsibility of the Secretary and will be distributed to the whole membership.

8.9 The Board may nominate honorary presidents among personalities that have rendered valuable services to the association. Honorary Presidents have no voting rights but can attend all the meetings of the board and general assemblies. The Board has to approve such nomination.

#### **Article 9. The Board**

9.1 The management of the Association is entrusted to a Board. The Board has extended power for the managing and processing of the business of the Association and is authorized to carry out any action which is not reserved to the General Assembly or the President by these Statutes. The Board interprets and applies the statutes.

9.2 The Board consists of 9 (nine) elected members-normally for two years, but in the case of withdrawal only the unexpired portion of the two-year term will be filled at the next General Assembly. Deputising is not normally allowed, unless agreed in advance for a specific Board meeting by a simple majority of the Board (excluding the member making the request).

9.3 Members of the Board are elected from among the members by the whole membership of the Association. The Board should reflect the various dimensions of the Language Resources and Evaluation field. Nomination is either by the Board or by written petition signed by at least three members, not including the nominee, who present a written and signed request. Nominations close two (2) weeks before the election date. If only as many nominations are made as there are places, no ballot is required and the nominees are all elected. Otherwise an election is held, with each member voting for up to as many nominees as the number of places. The available places are filled by those nominees receiving the most votes. In case of a tie for the last available place, a runoff election is held, among those tied. In the case of a further tie, the issue is resolved by drawing lots.

9.4 Consecutive Board service is limited to three successive terms.

9.5 The Board meets as often as it is necessary, and at least once a year. They are convened by the President or at the request of at least one third of the members.

9.6 Participation by more than one third of Board members is necessary for decisions of the Board to be valid. Minutes shall be taken during each meeting and they shall be signed by the President and the Secretary. Decisions are made by an absolute majority of votes cast. Decisions related to individual members shall be by secret ballot.

9.7 The Board may invite up to three observers to attend its meeting regularly, and other observers may be specially invited for particular meetings or particular points on the agenda. Such observers have no voting rights.

#### **Article 10. Officers**

10.1 At the first meeting following a GA, the Board elects officers from among its members: a President, Vice-President(s), a Secretary, and a Treasurer. It may elect other officers as necessary.

10.2 The Board can delegate part of its power to the President or to other Board members.

10.3 The President acts as the representative of the Association for all legal actions and in all aspects of civil life and financial expenses. He can delegate a Vice-President or another Board member to replace him, as determined by the Board.

10.4 The President can also delegate under his supervision and responsibility some of his other powers to one or several Board members. Those delegations persist until they are suspended.

10.5 The Secretary is responsible for the membership lists of the Association and of the Board and for making them available to the membership, and is responsible for the conduct of all votes, other than for the position of Secretary itself, for which the President is responsible.

10.6 The Treasurer is responsible for the accounts of the Association, and for the collection of the membership subscriptions fees.

#### **Article 11. Payments to members**

Board members, as well as any member of the Association, cannot receive any salary as a compensation for their work within the Association. Reimbursement of expenses is possible on the production of acceptable invoices. In special circumstances and with prior approval by the Board, compensation for time expended on specific tasks on behalf of the Board or Association is permitted.

#### **Article 12. Acquisition and sale of properties**

12.1. The deliberations of the Board related to the acquisition of a shareholding in a commercial company must be approved by the General Assembly. Such shareholding may only be acquired in a commercial company whose the objectives are compatible with those of the Association. The entirety of the possible profits deriving from such shareholding will be exclusively assigned to the realisation of the non profit goal of the Association.

12.2. The deliberations of the Board related to the selling of a shareholding in a commercial company must be approved by the General Assembly.

12.3. The deliberations of the Board related to the acquisition, trade and sale of real estate properties, the constitution of mortgages on those properties, leases for periods exceeding 9 years, sale of properties and the loans must be approved by the General Assembly. Real property may only be acquired or leased where necessary to achieve the goals of the Association.

**Article 13. Secretary- General**

13.1 The Board appoints and may subsequently replace or remove a Secretary-General, not necessarily a member. It can give him or her the necessary power for executing his or her mission. The Secretary-General may be an unpaid person or be a person paid by the Association, Article 11 notwithstanding.

13.2 The Secretary-General attends all Board meetings and participates in all Board deliberations, other than those specifically called to replace or remove him or her, but has no vote.

**Article 14. Resources**

The resources of the Association are made up by:

1. membership subscription fees paid by the active members;
2. public and private subventions;
3. the products of generosity, the use of which has been accepted;
4. the products of its activities and of its publications.

**Article 15. Accounting**

Accounts are kept on a daily basis, with income and payments. An annual account report is made available, with the resulting balance. The annual accounts must be prepared and distributed to the membership, in accordance to the Luxembourg law.

**Article 16. Dissolution**

The General Assembly, that decides a dissolution, can appoint a Committee to organise the disposition of the assets. If the dissolution is decided without a committee being nominated, the Board disposes of the assets of the Association according to the law and to the goal of the Association.

**Article 17. Note on means of communication**

The Association may use all modern communications technologies in its internal affairs and put in place appropriate recording and archiving systems. In the following cases a confirmation sent electronically, meaning sent via email and optionally also made available on the Web or an ftp server is required: notice of General Assembly, annual management & financial reports, proxy for a General Assembly. Presence in person or by proxy is required in order to vote at the General Assembly. Proxies may be sent by post, fax, express courier or email.