



NEWS

EUROPEAN *Dyslexia*
ASSOCIATION
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Vol. 14 No. 2 January 2008

SPECIAL EDITION

STATUTES & BYE-LAWS

of the

EUROPEAN DYSLEXIA ASSOCIATION

This Special Edition of **EDA NEWS** is to give Members a copy of the **STATUES** as amended at the General Assembly in Luxembourg on 15th November 2007, together with a copy of the **BYE-LAWS** as they are at present. The EDA Board, however, are in the process of up-dating the **Bye-Laws** which can be done simply with the agreement of the Members at a General Assembly without the need for the agreement of the Belgian Authorities.

A copy of the document legally constituting the EDA under Belgian Law, the **arrêté Royal**, (in the two Official languages – French and Flemish) is given together with the list of the original Members and their representatives who signed this document.

Jennifer & Robin Salter
Joint Editors

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Joint Editors: Jennifer & Robin Salter: eda@kbnnet.co.uk **eda NEWS** may be copied but not altered in any way and quotations must acknowledge the source. The views and comments expressed are not necessarily those of the European Dyslexia Association

ROYAUME DE BELGIQUE
MINISTÈRE DE LA JUSTICE



ADMINISTRATION
DES
CULTES, DONNS, LEGS
ET FONDATIONS

3e Section
3/12.759/S

Baudouin, Roi des Belges, Boudewijn, Koning der Belgen,

A tous, présents et à venir, Salut.

Vu la loi du 25 octobre 1919 accordant la personnalité civile aux associations internationales poursuivant un but philanthropique, religieux, scientifique, artistique ou pédagogique, notamment l'article 1er, modifié par la loi du 6 décembre 1954 ;

Vu la requête du 26 octobre 1987 par laquelle M. M. SEYNAVE, agissant en qualité de président de l'association internationale "EUROPEAN DYSLEXIA ASSOCIATION, International Organisation for Specific Learning Disabilities" demande, pour cette association internationale, la personnalité civile ;

Vu les statuts de ladite association ;

Sur la proposition de Notre Secrétaire d'Etat à la Justice,

NOUS AVONS ARRÊTÉ ET ARRÊTONS :

Article 1er. La personnalité civile est

KONINKRIJK BELGIE
MINISTERIE VAN JUSTITIE



BESTUUR
DER
EREDIENSTEN,
GIFTEN, LEGATEN
EN STICHTINGEN

3e Sectie
3/12.759/S

Aan allen die nu zijn en hierna wezen zullen, Onze Groet.

Gelet op de wet van 25 oktober 1919 tot verlening van rechtspersoonlijkheid aan de internationale verenigingen met menslievend, godsdienstig, wetenschappelijk, artistiek of pedagogisch doel, inzonderheid op artikel 1, gewijzigd bij de wet van 6 december 1954 ;

Gelet op het verzoekschrift van 26 oktober 1987 waarbij de Heer M. SEYNAVE, handelend als voorzitter van de internationale vereniging "EUROPEAN DYSLEXIA ASSOCIATION, International Organisation for Specific Learning Disabilities" voor die internationale vereniging rechtspersoonlijkheid aanvraagt ;

Gelet op de statuten van genoemde vereniging ;

Op de voordracht van Onze Staatssecretaris voor Justitie,

HEBBEN WIJ BESLOTEN EN BESLUITEN WIJ :

Artikel 1. Aan de internationale vereniging

accordée à l'association internationale "EUROPEAN DYSLEXIA ASSOCIATION, International Organisation for Specific Learning Disabilities", dont le siège est établi à 1090 Bruxelles, avenue Charles Woeste, 38, boîte 7.

Art. 2. Les statuts de l'association précitée, annexés au présent arrêté, sont approuvés.

Art. 3. Notre Secrétaire d'Etat à la Justice est chargé de l'exécution du présent arrêté.

Donné à Bruxelles, le 4 janvier 1988.

"EUROPEAN DYSLEXIA ASSOCIATION, International Organisation for Specific Learning Disabilities" waarvan de zetel gevestigd is te 1090 Brussel, Charles Woestelaan 38, bus 7, wordt rechtspersoonlijkheid verleend.

Art. 2. De bij dit besluit gevoegde statuten van voornoemde vereniging worden goedgekeurd.

Art. 3. Onze Staatssecretaris voor Justitie is belast met de uitvoering van dit besluit.

Gegeven te Brussel, 4 januari 1988.

(sé.)

BAUDOUIN.

(get.)

Par le Roi :
Le Secrétaire d'Etat à la Justice,

Van Koningswege :
De Staatssecretaris voor Justitie,

(sé.)

G. MUNDELEER.

(get.)

Pour expédition conforme :
Le Directeur général,

Voor eensluidende uitgifte :
De Directeur-generaal,



P. PEERAER.



NOTE: *De Pijler-Landelijke Vereniging van Ouders van Kinderen met Leerontwikkelings* and *Stichting Dyslexie* were both from The Netherlands. De Pijler and Stichting had to form **one** new organisation called 'Balans' because the EU rules at the time allowed only for one organisation from each country - **so there were eight founding countries** - *Editors*

EUROPEAN DYSLEXIA ASSOCIATION

STATUTES

SECTION 1

ARTICLE 1:

An international association has been founded called "**EUROPEAN DYSLEXIA ASSOCIATION** - International Organisation for Specific Learning Disabilities".

This international association which has a scientific and educational purpose is governed by the Belgium Law of 25th October 1919 as modified by the laws of 6th December 1954 and of 2nd of May 2002.

ARTICLE 2:

The registered office is at present located in Chaussee de Tubize, 135 in B-1140 Braine le Chateau. The location of the registered office may be transferred anywhere else in Belgium by Board decision published within a month of such decision in the Belgium Official Gazette.

The organisation can have subsidiaries in all Member States of the European Union.

ARTICLE 3:

This is a non-profit organisation and does not seek to obtain any material advantage for its members.

The objectives are:

- to promote and develop special support for children, adolescents and adults and to assist educational, social, vocational and cultural integration.
- to promote all action with the co-operation of parents, teachers and other professionals and experts from a pluralist and multi-purpose point of view, for persons with specific learning disabilities among which are difficulties in the domain of reading, spelling, writing and calculating.
- to publish news and to exchange publications between member associations.
- to promote any research in aetiology, prevention, diagnosis and therapies to be applied.
- to analyse and to carry out a comparative study of services provided by European countries and systems governing the schooling of children with specific learning disabilities in those countries.
- to co-operate on a worldwide scale with other organisations with the same objectives.
- to organize seminars, conferences and conventions; to publish information brochures and to collect funding

SECTION 2

ARTICLE 4:

The association is composed of:

- Legal entities, associations of parents of children with specific learning disabilities in the domain of reading, spelling, writing and calculating, or associations of adults affected by the same disabilities.
- Other legal entities and corporate bodies having educational or scientific motivation, recognised in the domain of specific disabilities.

The corporate bodies have to be legally constituted according to their own national laws and customs.

The members have to agree on and to accept scientifically based methods of intervention and education for people with dyslexia.

ARTICLE 5:

The members of the association are **Effective** and **Adherent** members. There must be a minimum 3 Effective member associations.

Effective members are:

- a) Founder member associations
- b) Associate members who have applied for admission.

Their admission must be agreed by the Board and ratified by the General Assembly.

Adherent members are Corporate bodies, whose candidatures have been approved of by the Board of Directors.

Effective members are entitled to speak and vote. The Adherent members are present in an advisory capacity and have the right to speak.

The Effective and Adherent members have to pay a subscription. Members can be excluded if they fail to pay their subscription.

Membership may be terminated by resignation, dissolution, exclusion for serious offences, by decision of the Board after hearing the member concerned. This decision has to be ratified by a resolution passed by the General Assembly by a majority of two-thirds of the number of votes cast by members present.

Any member leaving the association for any reason has no right to the registered capital.

SECTION 3

ARTICLE 6:

The General Assembly shall be ultimately responsible for the realisation of the Association's objectives. The General Assembly shall be composed of all Effective members (the Adherent members can attend the General Assembly by invitation in an advisory capacity).

The General Assembly decides the trend and policy of the association according to the Board's reports.

The General Assembly shall be particularly responsible for:

- a) Approving the budgets and accounts
- b) Electing and dismissing Board members
- c) Amending statutes and the dissolution of the Association
- d) Determining subscriptions
- e) Acquiring and transferring properties and subscribing loans.

ARTICLE 7:

The Ordinary General Assembly shall meet *ipso jure* at least every year at the appointed place specified in the convening notice.

The Chairperson or in his absence a Vice-Chairperson shall convene the General Assembly meeting. At least three months notice in writing shall be given of the General Assembly meeting. The convening notice shall specify the agenda and the meeting place.

The Chairperson or in his absence a Vice-Chairperson shall convene an Extraordinary General meeting if so requested by the Board (one more than half of the Board shall vote in favour) or by 25% of the Effective members.

ARTICLE 8:

The General Assembly shall be deemed to be validly constituted if the minimum of 3 effective members are present. No proxies will be accepted.

ARTICLE 9:

Each Effective association member shall be entitled to speak and vote.

Each Adherent association member shall be entitled to speak.

At an Ordinary General Assembly, half of the votes plus one of the votes cast by the Effective associations present shall suffice for the passing of resolutions.

The approved resolutions shall be brought to all members' knowledge.

The Assembly shall give a valid decision only on items included in the agenda.

A two-thirds majority of the number of votes cast by present members shall be required for adoption of a resolution at an Extraordinary General Assembly.

The voted resolutions of the Ordinary or Extraordinary Assembly are posted into the register, signed by the Secretary and kept by the Chairperson who shall keep it at the members' disposal.

SECTION 4

ARTICLE 10:

Any proposal referring to amendment of the Statutes or to the dissolution of the association shall emanate from the Board or at least from two-thirds of the association.

The Board shall notify members of the proposal and the date of the General Assembly at least three months in advance.

Two-thirds of the present effective members have to vote in favour of the proposal to be accepted.

The amendments of the articles shall become operative after ratification by “arrêté Royal” and after publication required by Article 51 of the law of 2nd of May 2002.

The General Assembly shall fix the directions for dissolution and the conditions of liquidation of the Association. The Board stays in office until this dissolution becomes effective.

In case of dissolution the goods of the association are destined to a European association following similar aims, to be decided by the General Assembly.

SECTION 5

ARTICLE 11:

The Association shall be governed by a Board of Directors consisting of at least five members of different nationalities, if possible.

Each director shall serve a term of four years.

Directors can be re-elected.

The responsibility of Directors is limited to the term of their office.

The Directors' mandate shall be non-remunerative.

In the case of vacancy for a Director, it shall be possible to co-opt a Director whose co-option becomes final by next General Assembly ratification.

The Board of Directors shall be elected, re-elected or dismissed by a simple majority of the General Assembly members present. Candidates must be proposed by an Effective association.

The Board of Directors shall include at least:

- a Chairperson
- two Vice-chairpersons
- a Secretary
- a Treasurer

each one of these, if possible, of different nationalities.

ARTICLE 12:

The Board shall meet at least once a year.

The Board shall do its utmost to decide unanimously. Failing this, it shall decide by majority vote of its members. In case of a tie the decision is rejected.

In case of absence from duty, the Chairperson shall be replaced by one of the Vice-Chairpersons or failing by another Director.

ARTICLE 13:

The Board shall have full powers of management and administration, apart from those functions to be carried out by the General Assembly. The Board may delegate the Chairperson or a Director to manage the daily affairs of the Association.

ARTICLE 14:

The minutes shall be entered in a register signed by a member of the Board and kept by the Chairperson who shall place them at the disposal of members. The Board must report annually to the members and to each General Assembly.

ARTICLE 15:

The Board, represented by the Chairperson or by a delegated Director shall be empowered to represent the Association as plaintiff or defendant in legal actions.

SECTION 6

ARTICLE 16:

The financial period shall be closed every year. The Board shall prepare a report for submission to General Assembly. Such a report shall include the accounts of the last financial period and the draft budget for the following financial period.

The General Assembly shall appoint an auditor, external to the Board, from among the member associations, to examine the report before presentation to the General Assembly.

SECTION 7

ARTICLE 17:

The Board of Directors may establish committees and working groups including representatives of different professions and viewpoints as counsellors, to accomplish permanent or temporary missions requiring their expertise.

SECTION 8

ARTICLE 18:

In the absence of a special power of attorney, any acts approved by the Board committing the association - apart from matters related to the day to day operations - shall be signed by the Chairperson or, in his absence, by a Vice-Chairperson.

ARTICLE 19:

The Chairperson, or in his absence another member of the Board shall represent the association.

ARTICLE 20:

The financial resources of the association shall be provided by subscriptions from members and by funds legally transferred to it.

ARTICLE 21:

All that is not provided by the Statutes, for example, publications which have to be made in the Belgian Official Gazette shall be governed by the prescriptions of the law. The French text shall be the authentic text

ARTICLE 22:

The Bye-laws voted by the constituent Assembly shall be complementary to these Statutes. The **Bye-laws** may be amended by the General Assembly which will have the power to delegate to the Board the implementation of any change.

EUROPEAN DYSLEXIA ASSOCIATION

BYE-LAWS

1 MEMBERSHIP

1.1 INTERPRETATION

- 1.1.1 The interpretation of Article 5 shall be forthwith determined (until otherwise decided in General Meeting) as follows:
- 1.1.2 Any Dyslexia Association whose principal aims and objects are to help and assist dyslexic persons to integrate into society which is registered in a country recognised by the United Nations and is accepted as a member by the Board of Directors shall be entitled to vote at General Assemblies and shall be called Effective Members provided they are a non-profit making organisation.
- 1.1.3 Not more than 10% of the total Membership (as determined from time to time) shall be permitted as Effective (voting) Members from any one country recognised in the foregoing Bye-Law 1.1.2.
- 1.1.4 All existing Effective Members at 7 March 1999 who meet the foregoing criteria in Bye-Law 1.1.2 shall continue to be entitled to vote and be called Effective Members.
- 1.1.5 All other organisations and institutions which are concerned with dyslexia which do not otherwise meet the foregoing criteria in Bye-Law 1.1.2 and who are accepted as members by the Board of Directors shall be called Adherent Members but shall not be entitled to vote.

2 GENERAL ASSEMBLY

2.1 GENERAL ASSEMBLY CONVENING NOTICE

- 2.1.1 The General Assembly shall be convened by the Chairperson or failing that by a Vice-Chairperson.
- 2.1.2 Personal notice, in writing, of General Assembly meetings shall be given to each Association member.
- 2.1.3 These notices shall be given at least ninety days before the General Assembly.
- 2.1.4 These notices shall specify the agenda, place, date and hour of the General Assembly (and may include documents connected with themes for discussion).
- 2.1.5 These notices shall be sent by post with a reply slip to be returned to the Secretary. On the reply slip each Association member shall indicate who will represent the Association at the General Assembly or if representation by proxy is required. If the Secretary does not receive within one month a completed reply slip from an Association, the Secretary

shall send a further notice by registered post, not later than one month before the date of the meeting. If an Association member does not receive the second and final notice, proof of posting shall be accepted as proof of receipt.

2.2 GENERAL ASSEMBLY AGENDA

- 2.2.1 The agenda shall be created by the Board.
- 2.2.2 The Board shall send each Association member a copy of the proposed agenda three months in advance of a General Assembly. Association members shall have one month to propose to the Board additions or changes to the agenda. The Board shall make the final decision on the agenda and shall send a final agenda to each Association member one month in advance of the General Assembly.
- 2.2.3 In the case of notice given for an Extraordinary General Assembly, at the request of 25 per cent of the Effective members, the Board shall create the agenda abiding by the request.

2.3 GENERAL ASSEMBLY MINUTES

- 2.3.1 The minutes of each General Assembly shall be taken by the Board Secretary.
- 2.3.2 The minutes will be submitted to the next General Assembly for approval. These approved minutes will be sent to all Association members within three weeks following the General Assembly.
- 2.3.3 The approved minutes shall be entered in the appropriate register to be kept by the Chairperson.
- 2.3.4 The approved minutes shall become part of the Association's annual report.

2.4 GENERAL ASSEMBLY DELEGATION

- 2.4.1 Each Effective member may delegate to the General Assembly one or more persons (to a maximum of four), but shall have only one vote. Only one delegate from each member shall be entitled to re-imbusement of reasonable travel costs.
- 2.4.2 Each Adherent member may delegate to the General Assembly one or more persons (to a maximum of four) who may speak on behalf of the Adherent member at the General Assembly, but the Adherent member is not entitled to a vote. Only one delegate from each member shall be entitled to re-imbusement of reasonable travel costs.

3 BOARD OF DIRECTORS

3.1 ELECTION OF BOARD MEMBERS

- 3.1.1 The General Assembly shall elect the members of the Board of Directors in accordance with Article Eleven of the Statutes.

- 3.1.2 At least 50% of the Board of Directors shall be either dyslexic persons or the parents of dyslexic persons.
- 3.1.3 At each General Assembly 50%, or as near thereto, of the members of the existing Board of Directors will resign in rotation.
- 3.1.4 The notice convening the General Assembly shall include the call for nominations.
- 3.1.5 Nominations from Effective members must be submitted in writing to the Secretary and be received not later than eight weeks before the date of the General Assembly.
If two or more persons with the same nationality are nominated to the Board the nominee receiving the most votes in the election for Board Membership shall be elected to the Board.
If a dispute arises concerning the nationality of a nominee, the term 'nationality' shall mean the nationality indicated by the nominee's passport.

3.2 BOARD MEETINGS AND NOTICES.

- 3.2.1 The Board shall meet at least once a year.
- 3.2.2 The Chairperson or, in his or her absence, the Vice-Chairperson shall convene the Board meeting.
- 3.2.3 Notices of Board meetings shall be sent by the Secretary to each Board member at least thirty days before a Board meeting.
- 3.2.4 These notices shall specify the agenda, place, date and hour of the meeting.
- 3.2.5 A proposed agenda and date for the next Board meeting shall be made at the end of each Board meeting.
- 3.2.6 At the beginning of each Board meeting, the Board may unanimously accept proposals for additions and changes to the agenda.
- 3.2.7 The minutes of each Board meeting shall be taken by the Board Secretary who shall submit them to the Board for approval at the next Board meeting.
- 3.2.8 The approved Board minutes shall be sent to all Association members and all Board members following each Board meeting.
- 3.2.9 The approved Board minutes shall be entered in the appropriate register to be kept by the Chairperson.
- 3.2.10 The approved Board minutes shall become part of the Association's annual report.

4. FINANCE

4.1 WORKING CAPITAL AND EXTRA CAPITAL

- 4.1.1 A budget shall be created each year to estimate the income and expenditure of administering the Association.
- 4.1.2 A separate budget shall be created each year for the organisation of congresses or to carry out projects.
- 4.1.3 Income provided for in the budgets may be obtained from subsidies granted by the European Union or sponsorship or donation by other bodies.
- 4.1.4 The Board of Directors shall approve the budgets of income and expenditure.
- 4.1.5 The Treasurer shall be responsible for executing the budgets and the preparation and submission of accounts for approval by the Board of Directors. The Treasurer shall submit the approved accounts to an external independent auditor, appointed by the General Assembly. If the appointed auditor resigns before the next General Assembly, the Board of Directors shall appoint a new auditor to serve until the next General Assembly.
- 4.1.6 The final accounts shall be submitted to the General Assembly in accordance with the Statutes (Article sixteen).

4.2 MANAGEMENT AND POWERS

- 4.2.1 Bank accounts shall be opened in the name of the Association in any currency.
- 4.2.2 A minimum of two signatures shall be required to have access to these accounts. However, for sums below a maximum amount approved by the Board, the sole signature of the Treasurer or Chairperson will suffice. Unless otherwise stipulated by the General Assembly, the required two signatures shall be those of the Chairperson, the Secretary, the Treasurer or any other person appointed by the Board in which case one of the signatories must be the Chairperson or the Secretary.
- 4.2.3 If the General Assembly dissolves the Association, the funds which remain after any actual or contingent liabilities have been settled by the Association shall be distributed between the existing Effective members in the proportion of their number of individual members to the total. In the event of dissolution, the members of the Association and members of the Board of Directors shall be indemnified out of the assets of the Association.

4.3 SUBSCRIPTIONS

- 4.3.1 The annual subscriptions for Association members shall be subject to annual review by the Board and as confirmed by the General Assembly in accordance with the following formulae:
 - (i) For Effective members with up to 200 individual members, a fixed amount.

(ii) For Effective members with 200 or more individual members, a fixed amount plus an additional amount multiplied by the number of individual members to a maximum number to be reviewed by the Board from time to time and as confirmed by the General Assembly.

(iii) For Adherent members, a fixed amount.

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