



## **Employee Assistance European Forum (EAEF)**

### **Bylaws**      Amended 17th of June 2016 (previous amendment 7.1.2008)

#### **1. Name**

The name and title of this organisation shall be:

**EMPLOYEE ASSISTANCE EUROPEAN FORUM (EAEF)**

#### **2. Status/principal office**

##### **2.1 Status**

The EAEF is a not-for-profit member organisation.

##### **2.2 Principal office**

The principal office of the Forum shall be situated at any location in Europe as may be approved by the Board.

#### **3. Goal**

To position Employee Assistance (EA) as a core service within every organisational health management solution, enabling members to develop sustainable and profitable activities

#### **4. Vision**

To be the voice of Employee Assistance and wellbeing in Europe

#### **5. Mission**

5.1. To provide members with the opportunity to optimise the range and quality of their services through networking, information, training and exchange platforms.

5.2. To promote EA through European local and global stakeholder organisations (especially HR/Health & Safety/ other professional trade associations and government) and through the media.

5.3. To enable members to develop and maintain high standards of professionalism and ethics, differentiating them from non-members.

#### **6. Membership**

Membership shall be open to all those who have an interest in EA work in Europe.

There shall be five (5) types of membership:

##### **6.1 Professional membership**

This category shall be open to all individual professionals who deliver EA services to customers and/or clients. They are full voting members of the EAEF and may stand for election to any position on the Board.

##### **6.2 Organisational membership**

This category shall be open to all organisations who deliver EA services to customers and/or clients. Only three designated representatives are allowed membership status of the EAEF.

### **6.3 Student membership**

This category shall be open to those students who are studying in the EA or related fields. They are not entitled to vote or stand for election to the Board.

### **6.4. Honorary membership**

This category shall be open to both members and non-members of the EAEF who have shown exceptional commitment and dedication to the EA field. They are nominated by invitation of the Board. Honorary members, who are not current members of the EAEF, may not vote or stand for election to the Board

### **6.5. Associate membership**

This category shall be open to individuals or organisations who have an interest in the EA field. Associate members may not vote or stand for election to the Board.

## **7 The Standing Membership Committee**

This Committee shall be appointed by the President on approval by the Board and shall consist of a minimum of three (3) and no more than six (6) professional members/designated representatives of organisational members of the Forum and the President-Elect. All applications for membership shall be submitted to the Committee. It shall have absolute discretion as to whether or not to admit or reject any such application.

An applicant shall have the right of appeal to the Board against a decision of the Committee. The Board shall not be obliged to consider further evidence. The Board shall decide by majority vote whether the appeal shall be allowed or dismissed.

## **8. Dues and assessments**

Dues and assessments shall be as follows:

- 8.1 Professional, organisational, student and associate members shall contribute such annual dues and other reasonable assessments, as the Board shall determine.
- 8.2 Additional funds may be received other than by dues or assessments.

## **9. Non-discrimination**

No person shall be denied EAEF membership on the basis of race, gender, age, colour, national or ethnic origin, political affiliation, union membership, sexual orientation, disability, marital status, education or religion (and shall in any event comply with all relevant legislation concerning such discrimination).

## **10. Disciplinary procedures**

Any member may be expelled, suspended or otherwise disciplined by the Forum for unprofessional conduct or abuse of membership in accordance with criteria and procedures established in the Code of Ethics, as approved by the membership.

The Board may also terminate the membership of any member of the Forum for non-payment of membership fees if such fees shall remain unpaid for three months or more after the due date for payment.

The Board may also terminate or suspend membership of any member of the Forum for breach of any of the qualifications laid out for membership in Clause 6.

## **11. Meetings**

Meetings of members may be held at such intervals as may be decided by the Board, provided, however, that there must be at least one (1) meeting per year.

### **11.1 Annual General Meeting (AGM)**

There shall be an annual meeting of members.

### **11.2 Special meetings**

Special meetings of the Forum may be called by the Board or by written request of one third of the voting members.

Notification of such meeting shall state the purpose of the meeting, shall be made by the President and/or the Secretary and shall be mailed/emailed at least thirty (30) days before such meeting.

### **11.3 Quorum**

The presence of members holding one tenth of the voting members of the Forum constitutes a quorum for the transaction of business. Members present at a meeting for which proper notice has been given may do business notwithstanding the lack of a quorum provided that if an objection is raised, the meeting shall be postponed or adjourned until such a quorum shall be present.

### **11.4 Voting**

Each professional and designated organisational member shall be entitled to one vote on each matter submitted to the vote of such voting members. A majority of the votes cast shall be sufficient to take or authorise action upon any matter which may properly come before the membership unless the concurrence of a greater proportion is required for such action by law or by other provisions of the Bylaws. The most current membership list or other proof of membership (e.g. membership receipt) shall be used to validate voting status. Any voting member unable to attend may use a signed proxy.

## **12. Role of the Board**

### **12.1 Powers and duties**

The Board is the governing and policy body of the Forum and has general supervision of Forum affairs between meetings of the Forum, provided that none of its acts conflict with actions taken by the Forum. Board members must abide by these Bylaws of the Forum. The Board may, at its discretion, arrange additional administrative and managerial support (e.g. the Coordinator, etc.) to assist its officers on an ad hoc basis. This shall be in line with all current procedures and policies and shall be authorized by the Board.

### **12.2 Board meetings**

At least one face to face meeting of the Board shall take place annually. Other Board meetings shall be held by conference call at least five times a year and more frequently, if the business of the Forum requires it. Special meetings of the Board may be called by the President, whenever necessary, or upon the request of a majority of Board members.

### **12.3 Quorum**

A majority of the members of the Board constitutes a quorum.

## 12.4 Duties

- 12.4.1 The Board is the approving body of any working group appointments. Such groups could be Task Forces, Focus Groups, Standing Committees or take other forms as approved by the Board.
- 12.4.2 After Board consideration of the budget prepared by the Treasurer, it is presented to the membership at the AGM with recommendations for approval
- 12.4.3 Other duties as provided in these Bylaws.

## 13. Board members

### 13.1 Composition of the Board

The members of the Board shall be President, President-Elect, Secretary, Treasurer and Immediate Past-President and up to three other Executive members. No more than one Board member may be employed on a full or part time basis by any one organisation. No one country may be represented by more than two (2) members concurrently on the Board. No more than two (2) Board members who are not resident and employed in Europe may be elected to the Board. The President must be resident and employed in Europe.

### 13.2 Duties of Board members

#### 13.2.1 President

- 13.2.1.1 Shall have responsibility to the members for planning, directing and administrating the activities of the Forum
- 13.2.1.2 Shall preside over the General Meetings and the meetings of the Board
- 13.2.1.3 Shall appoint members of working groups with the approval of the Board
- 13.2.1.4 Shall, in the event that the Immediate Past President is unable to serve and with Board approval, select a past Board member (not currently serving on the Board) to serve in such capacity until such time as an Immediate Past President becomes available
- 13.2.1.5 Shall represent (or designate others to represent) the Forum at relevant associated meetings/events, whenever appropriate and reasonably practical
- 13.2.1.6 Shall have the authority or, in his/her absence, the President-Elect shall have the authority, to approve all expenditures up to €2000 and, from time to time, whatever other amount is so approved by the Board and in conformity with the provisions specified in clause 13.2.4.6
- 13.2.1.7 Shall perform such duties as ordinarily pertain to the position of President.

#### 13.2.2 President-Elect

- 13.2.2.1 Shall, in the absence or disability of the President, perform the duties and exercise the powers of the President
- 13.2.2.2 Shall perform such other duties and have such other powers as the Board may from time to time so delegate
- 13.2.2.3 Shall attend meetings of the Board and General meetings
- 13.2.2.4 Shall automatically succeed the President at the end of the President's term of office.

### 13.2.3 **Secretary**

- 13.2.3.1 Shall ensure the preparation of all minutes of all Board Meetings, of all general meetings and give notice of all such meetings in accordance with instructions of the Board
- 13.2.3.2 Shall ensure an up-to-date register of all members
- 13.2.3.3 Shall oversee the correct voting procedures at the AGM and within the Board.
- 13.2.3.4 Shall perform such other duties the Board may from time so delegate
- 13.2.3.5 Shall supervise effective and efficient communications between all members and the Board.

### 13.2.4 **Treasurer**

- 13.2.4.1 Shall supervise the funds of the Forum
- 13.2.4.2 Shall keep proper books of account
- 13.2.4.3 Shall prepare an annual budget
- 13.2.4.4 Shall prepare an annual report for submission to the AGM
- 13.2.4.5 Shall collect membership dues, conference registration fees and other fees/dues as appropriate
- 13.2.4.6 Shall be empowered, together with the Coordinator, to pay all expenditures related to the daily business of the Forum up to 750€. Expenditures between €750 and €2000 shall require additional approval from the President or, in his/her absence, the President-Elect. All expenditures above €2000 shall require formal approval of the Board.
- 13.2.4.7 Shall perform such other duties incumbent upon the position of Treasurer and as the Board may from time to time so delegate.

### 13.2.5 **Immediate Past President**

- 13.2.5.1 Shall use all reasonable endeavours to ensure continuity and consistency in the activities of the Forum
- 13.2.5.2 Shall act as advisor to the President and mentor new Board members into their new roles
- 13.2.5.3 Shall perform such other duties as the Board may from time to time so delegate.

### 13.2.6 **Executive members**

Shall perform such duties as the Board may from time to time so delegate.

### 13.3 Applications to become a Board member

Applications to become a Board member shall be submitted at least thirty (30) days prior to the election and shall be expressed in writing to the President.

### 13.4 **Board elections**

- 13.4.1 Except for the Immediate past-President and the President, all members of the Board shall be elected and such election shall be from applications received by the President or pursuant to a written request from the membership, as required in these Bylaws



- 13.4.2 Each Board member shall be elected biannually for a period for two (2) years at the AGM meeting by a majority of the voting members present at the meeting plus any proxy votes
- 13.4.3 Board members shall take office bi-annually at the end of the AGM
- 13.4.4 A Board member may serve up to two consecutive terms in the same office except for the President, President-Elect and the Immediate Past President who shall serve one term of office only
- 13.4.5 In the event of a tied election, the President or, in the President's absence, the President-Elect shall have the casting vote. The President or, in the President's absence, the President-Elect shall not be entitled to vote in the elections unless there is a tied vote
- 13.4.6 In the event that there is only one candidate for a Board position, an election process shall, in any case, take place.
- 13.4.7 **Election protocol**
- 13.4.7.1 The Secretary or another person nominated by the Board shall make available to all members attending a list of those entitled to vote
- 13.4.7.2 All those entitled to vote shall receive one ballot paper, signed by the Secretary
- 13.4.7.3 Each of those entitled to vote shall complete the signed ballot paper and place it in a ballot box
- 13.4.7.4 Two (2) Board members and two (2) non-Board members, not standing for election shall be nominated as observers by the Secretary. They shall guard the ballot box and administer who has cast a vote. They shall count the votes and hand over the result of the Elections to the Secretary who shall then make the results public. All voters present shall also be entitled to observe the Election protocol
- 13.4.7.5 All paid-up voting members who cannot attend shall be entitled to vote through an election process. The holder of such proxy shall then receive an extra ballot paper.

#### **14. Resignation, removal, replacement of Board members**

- 14.1 The Board shall be authorised to accept the resignation of any Board member.
- 14.2 The Board shall be authorised to remove any officer except the President, with or without cause, by two thirds (2/3) vote of those voting at a duly constituted Board meeting and, by the same majority, recommend for consideration of the membership the removal of the President.
- 14.3 In the event that a vacancy arises on the Board (due to resignation or termination) the Board shall arrange for an election to take place either by email or by mail within six (6) months following the date the vacancy occurs, unless the vacancy arises during the second half of the Board member's term of office. In this event, the Board shall have the option to decide whether or not to arrange an election. When a new election is held, the new member shall be elected only for the balance of the term of office of the resigning/terminated member. A simple majority of eligible votes received is required for election.

#### **15. Conflict of Interest**

Any member of the Board or working group who has a financial, fiduciary or other interest, or appearance of such interest, in a matter which comes before the Forum shall bring such interest or apparent interest to the attention of the Board or working group and shall abstain from voting on the matter.

Any person who has knowledge of such interest or apparent interest on the part of any member of the Board or working group may also bring such interest or apparent interest to the attention of the Board or working group orally or in writing and the member shall abstain from voting on the matter.

At the request of any member of the Board or working group with a real or apparent financial or fiduciary interest in a matter, the Board or working group shall vote to determine whether an actual conflict interest exists, and if it does, the member shall refrain from voting on the matter before the Board or working group.

## **16. National Forums**

Subject to approval by the Board, local members may organise a national forum of the EAEF in their country.

## **17. Working groups**

The President, with the approval of the Board, may from time to time set up working groups to develop the affairs of the Forum. Any such group shall be tasked by the President to report to the Board with recommendations for its approval.

## **18. Books and records**

The Treasurer shall ensure the correct and complete books and records of accounts. The Secretary shall ensure the minutes of the proceedings of the members and the Board. There shall also be kept a record of the names and addresses of the members entitled to vote. All books and records of the Forum may be inspected by any members having rights, for any proper purpose at any reasonable time.

## **19. Fiscal year**

The fiscal year of the Forum shall begin on 1 January and end on 31 December.

## **20. Forum logo**

The Forum logo shall only be used in compliance with the current logo policy.

## **21. Liability and indemnification**

### **21.1 Indemnification**

The Forum shall indemnify every member of the Forum who is authorised to act on its behalf against any liability or expense arising from any proceedings, whether civil or criminal, brought against such member and arising out of the performance by that member of any activity (other than fraudulent) carried out on behalf of the Forum.

### **21.2 Liability insurance**

The Forum may purchase and maintain insurance on behalf of any such member as referred to in clause 21.1 in respect of the liabilities referred to therein.

## **22. Remuneration**

Members of the Board and all other members shall serve without remuneration, as volunteers and only actual and documented out of pocket expenses may be reimbursed as authorised.

## **23. Dissolution**



If, at any time, the Forum shall pass by a majority of at least 75% of the votes of all members entitled to vote and voting either by attendance or by proxy at any general meeting of the Forum a resolution (in this clause called the “first resolution”) of its intention to dissolve, the Board shall take immediate steps to convert into money all the property of the Forum with the power to postpone or delay the conversion of any property if the Forum in general meeting shall so authorise.

Out of all funds standing to its credit including the proceeds of such conversion, the Board shall discharge all debts and liabilities of the Forum, including the expenses of such conversion, and any balance remaining shall be disposed of by them as the Forum in general meeting shall resolve; and thereupon the Forum shall for all purposes be dissolved. Provided that if the Forum shall not, within six months after the date the first resolution, resolve upon the disposition of any such balance the same shall be divided equally between all persons who were members of the Forum at the date of the first resolution.

## **24. Amendments of the Bylaws**

### **24.1 Method of amendment**

These Bylaws may be amended, repealed, or altered in whole or in part and additional Bylaws may be adopted, by a majority of those voting members, including those voting by proxy, voting at a General meeting or special meeting of the membership or through mail ballot, provided that the notice of any proposed amendments shall be mailed to all voting members at least eight (8) weeks before the voting date.

### **24.2 Adoption of amendments**

The President, with the approval of the Board, shall be responsible for implementing duly adopted changes in the Bylaws, as required and as expeditiously as possible.