# FELCA ARTICLES (v 2023)

## 01 AIMS AND PURPOSES

**1.1** To strengthen and make permanent the links between existing national language and education consultant associations by providing a forum for discussion.
**1.2** To encourage and assist in the establishment of new national language and education consultant associations.
**1.3** To promote the image and credibility of language and education consultants with government departments and education bodies worldwide via lobbying, meetings and correspondence.
**1.4** To enhance cross-cultural understanding by promoting the importance of international travel for language and educational study.
**1.5** To consider the provision of a suite of services and products, that would be available to all members.
**1.6** To discourage unfair and illegal cross-border practices in the language and education travel industry.
**1.7** To create a Code of Practice to establish guidelines for language and education consultants and school associations worldwide and hence facilitate harmonious and successful business relations.
**1.8** To assist the language and education consultant associations in ensuring that the interests of their student consumers are protected.

## 02 MEMBERSHIP

2.1 The members of Felca will be certified language and education consultant associations.
2.2 Bonafide consultants are defined as those businesses dealing with educational institutions on a commercial basis.
2.3 The initial branches of Felca may regionally encompass Europe, Asia Pacific, Africa and the Americas.
2.4 Countries that wish to establish a new national association may be invited to a meeting and will be given any information and assistance they need to create the new association. They will be asked to report back at the next branch meeting or AGM about progress made and possible members.
**2.5 Only one national associations per country will be accepted as member of Felca. (from September 2023)**
2.6 Application for membership must be made in writing to the Treasurer. New applications will be assessed and discussed by all members before a vote takes place. A vote shall then be held at the next Members Meeting and for admission a majority of 75% of votes cast by those present and their proxies shall be necessary. Only the result of the vote will be given to the applicant association which, if unsuccessful, may be invited to apply again in one years' time.

**03 TERMINATION OF MEMBERSHIP**

3.1 Membership of the Association may be terminated at any time with three months' notice by email to the President.

3.2 Any member considered to have prejudiced the interests of the Association shall forfeit the right to membership. The expulsion of a defaulting member shall be decided upon by a majority of 75% of the Board.

3.3 Membership shall be automatically terminated if subscriptions remain unpaid as follows;

- In January, the Felca secretary sends each association their invoices
- each association has 3 months to pay, which means by the 1st of May all fees have to be paid
- the Felca secretary sends an email to members who haven't paid their fee, asking them to pay by the beginning of June, otherwise their membership will be suspended
- in June, the Felca Board checks the unpaid fee list and sends official e-mails to the unpaid members, telling them their membership will be suspended if the fee is still not paid by the time of the AGM
- a further email will be sent after the AGM warning that the membership will be cancelled in January if the fee remains unpaid
- If the membership fee remains unpaid by 31 January the following year, their membership will be cancelled
- If a membership was cancelled because of the unpaid fee and the association wants to rejoin, the association will have to pay the unpaid fee of the period in which their membership was cancelled
- The cancelled member will have to take down all Felca references and logos from its website and brochures and ensure all its agency members do the same within 30 days
- The Felca Secretary will inform Gaela when a membership is cancelled

3.4 Members leaving the Association for any reason whatever shall have no claim on its assets.

**04 BOARD**

4.1 The Felca Board is comprised of the President, three Vice-Presidents (Asia, Europe, Latin America) the Treasurer, and two or more board members who are elected for a term of 4 years which, however, shall be lengthened or shortened in order to coincide with the election of the new Board.

4.2 The members of the board (point 4.1) have the right to vote for Board decisions and should represent the different Continents as much as possible, preferably no Continents should be the majority in the board.

4.3 Other advisory roles with no voting power may also be appointed to the Board based on their knowledge and experience.

4.4 The members of the Board must be prepared to dedicate their time to the Association without expecting pecuniary reward.

4.5 The President can be re-elected only once.

The President approves the minutes of the meeting.

The President signs the letters of acceptance or rejection of admission applications.

4.6 The Former President of the Association can be asked to be the Chairperson of the Board. If he is not available, another senior person can be asked to take the role, which will be confirmed by the AGM.
4.7 The Felca Board are individuals who are nominated by their own national associations. Other advisory roles may also be appointed to the Board.
4.8 One of the vice presidents replaces the President when he/she is absent. The vice president will be designated by the president.
4.9 The Treasurer deals with admission applications and with collecting the fees; he/she co-ordinates the agenda of the Meetings, along with the Association Co-ordinator.
4.10 The press office duties will be assigned to one of the Board members.
4.11 The decisions of the Board (only the President, the 3 vice presidents, the Treasurer, and the board members can vote), made on behalf of the Association, are valid if at least the majority members have taken part in it.
4.12 The President will select the Office Manager and will define his/her duties.
4.13 Two Board members are necessary to represent the Association legally.
4.14 For the election of the Board, the following procedure shall apply:
the President shall be the first to be elected, and then the other Board members; all in open vote. In the first round of voting, the two candidates with the most votes shall go to the second round. An absolute majority shall be necessary to secure election in the second round.
4.15 A member of the Board may resign at any time by giving written notification of his intention to the Committee. He/she needs not state his/her reasons.
4.16 Any Board member may be removed from office by a Members' Meeting which shall be required to state its reasons for such action.
A Board member elected during the period of office of the Board shall be elected for the remainder of that period.
4.17 All members of the Committee are elected in an honorary capacity. Expenses - excepting those incurred when attending Members' Meetings - shall be reimbursed if a request has been previously presented to the Board and approved by the Board.
4.18 The Board shall be responsible for executing the decisions of the Board, for the management of the affairs of the association and the administration of its assets.
4.19 The Board is authorised to transfer certain functions to other members of the Association.

**05 DISPUTES**
5.1 Any differences which may occur among the members or the Board will be settled by a board of arbitrators composed of three members, two of whom will be respectively chosen by each disputing party; the third will be chosen by the first two arbitrators. Failing this, the third will be chosen by the President.

**06 MEETINGS (AGM)**
6.1 A Meeting (AGM) shall be empowered to adopt resolutions relating in particular to the
* approval of the Annual report of the Board
* approval of the Annual Accounts
* ratification of the activities of the Board
* election of the Board and Auditor
* budget
* determination of the application fee and annual subscription and the dates due

* Code of Practice to be observed by members
* admission of new members
* expulsion of members
* removal of Board members
* amendments to the Articles of Association
* dissolution of the Association

6.2 A Meeting (AGM) shall be convened by the Board as often as is deemed necessary, but at least once every year. Moreover, the Board shall convene a Meeting within 8 weeks if asked to do so by more than 25% of Members.
6.3 Invitations to a Meeting (AGM) shall be issued in writing not less than four weeks in advance.
6.4 The Agenda of the Meting (AGM) shall be sent to the Members not less than two weeks in advance of a meeting in order for the latter to be empowered to adopt resolutions.
6.5 No binding resolution on any matter can be adopted unless duly submitted in advance for inclusion on the Agenda.
6.6 A resolution convening an Extraordinary Members' Meeting may however be moved and adopted without advance notice.
6.7 Matters which members wish to be included on the Agenda of a Meeting (AGM) must be submitted in writing to the Board at least two weeks beforehand.
6.8 To constitute a quorum, at least 50% of the members must be present or represented. Every member present and any member properly represented by written proxy shall have one vote. No member or representative of a member may exercise the right to vote for more than two absent members.
6.9 In elections and other issues requiring a vote, the majority of the votes cast shall be decisive, provided always that there exist no stipulations to the contrary, either legal or within these Articles of Association.
6.10 A majority of 75% of the Felca Members present or represented shall be necessary for:
a) any amendment to the Articles of Association
b) the admission of new members
c) the removal of Board Members
All other resolutions require a majority of 50% of the Board Members present or represented to be passed.
6.11 The Board is authorised to pass resolutions and to conduct elections by correspondence.
6.12 Every member must have a period of at least thirty days within which to reply.
6.13 The date of the commencement and expiry of this period shall be determined by postmark or transmission date.
6.14 In the case of a resolution by correspondence, a motion shall be regarded as approved and adopted only if the majority of all Board Members are in favour, unless a different quorum is specified in the Articles of Association. Even then, however, the majority shall be calculated on the total number of members of the Association.
6.15 A Members' Meeting (AGM) shall be conducted by the President or, if he/she is unable to attend, by another member of the Board.
The proceedings at a Meeting (AGM) shall be duly minuted. The Minutes shall contain in particular a verbatim record of all resolutions, and be signed by the Minutes Secretary and the President or, in the absence of the latter, by the person presiding the meeting.
The Board is authorised to invite collaborators, consultants and other interested persons to take part in certain Meetings (AGM).

**07 RELATIONSHIPS WITH THE PRESS**
7.1 Each member can express his/her own personal opinions, but never on behalf of Felca.
7.2 Only the Board can express the point of view of Felca through its spokesperson.

**08 FELCA SUBSCRIPTIONS**
8.1 The financial year begins on "1 January".
8.2 New members must pay an application fee for one full year and for a fraction of the year if this is the case. The amount of the latter will be determined by the FELCA Board.
8.3 The money will be used for expenses approved by the Board.
8.4 The members of the Board will be refunded for the expenses incurred on behalf of the Association (e.g. postage, fax etc.), on production of receipts or other proof of expenses.

**09 AUDITOR**
9.1 The Treasurer shall elect an Auditor to examine the books and accounts and report to a subsequent Members' Meeting.

**10 WORKING LANGUAGE**
10.1 The working language of the Association shall be English.

**11 DISSOLUTION OF THE ASSOCIATION**
11.1 The Association may be dissolved only by an Extraordinary Members' Meeting specially convened for that purpose. Any motion to dissolve the Association shall require a majority of three-fourths of the members present or represented. Such a motion being passed the Board shall enact dissolution and any related or dependent activity with expedience.
11.2 Any surplus funds remaining after liquidation of the Association shall be refunded to members in equal shares save that no member shall receive an amount in excess of the total of his contributions to the Association.
11.3 Any surplus not refundable under such limitation shall be donated to the Charities Aid Foundation or its successor body or bodies.