

Bylaws

1. Purpose and Status of By-Laws

These bylaws and regulations made from time to time are the rules of the Institute. They are intended to amplify the Constitution and guide the officers and board in the discharge of their duties. However, if any conflict arises between the Constitution and the bylaws, the Constitution will prevail.

2. Amendment of By-Laws

The bylaws may be amended by a simple majority at a General Meeting of the Institute of which 30 days clear notice has been given.

3. Name and Symbol

Copyright is asserted over the name and symbol of the Institute and these may only be used with the permission of the board and in a manner prescribed by them.

4. Address and Registered Office

The address of the Institute and its registered office shall be in Europe at a location or locations determined by the board.

The Board may also determine from time to time to open and maintain administrative offices wherever necessary, in accordance with the best interests of the Institute.

5. Mission Statement

The purpose and objectives of the Institute are currently expressed in the following mission statement: Enhancing the quality of life through Design for All.

6. Membership

6.1 Admission of Members

Candidates for membership shall apply in the manner prescribed by the board and provide whatever information may be required. Members shall be admitted at a meeting of the board but provisional membership may be granted by the executive committee, subject to ratification at the following board meeting or General Meeting, whichever comes first.

Where there is a National Member Organisation in a country, the Board may not admit corporate members without first consulting it.

Notwithstanding the foregoing, the board may at its absolute discretion refuse membership to any organisation.

6.2 Resignation of Membership

A member may resign at any time by giving three months notice in writing to the Honorary Secretary but will be liable for the full subscription for the year in which the resignation takes place.

6.3 Termination of Membership

Corporate membership of the Institute may be terminated for actions prejudicial to the interests of the Institute or in violation of the Constitution or bylaws. Termination shall be affected by a majority of not less than 75 per cent of the board, voting in favour of a resolution to terminate membership at a meeting for which 30 days clear notice shall be given. The member concerned will have the right to be represented and to enter a defence.

6.4 Additional Categories of Membership

The board may establish additional categories of membership and vary the conditions of admission, providing always that such changes are ratified at a subsequent General Meeting.

The board may also propose to a General Meeting of the Institute that individuals be honoured as Patron, President Emeritus, Honorary Member or by such other title and under such circumstances as may be deemed appropriate. Such a proposal will require the approval of two thirds of the members present and voting.

6.5 Register of Members

A register will be maintained by the Institute with the names and addresses of all members and their categories.

6.6 Membership Subscriptions

All members will pay a subscription on joining the institute and thereafter an annual subscription, payable on January 1, saving only that a member joining during the last three months of the year shall not be liable for a subscription for that year.

In the event of a member's subscription being unpaid for 13 months after it becomes due, that member's name will be removed from the register.

The amount of the subscription will be determined by a General Meeting of the Institute and unless otherwise decided shall be:

- national member organisation : 400 Euros
- corporate member organisation : 300 Euros
- patron member : 5,000 Euros

7. Government

7.1 Board of Directors

The Board of Directors is collectively responsible to the membership for the conduct of the affairs of the Institute. Its members are appointed at the Annual General Meeting and serve until the next AGM. They may be reappointed.

The Board consists of National Directors and Directors at Large.

National Directors are appointed by the National Member Organisations on the basis of one per organisation. In addition to their general responsibilities as board members, they are particularly responsible for developing the EIDD at the national level and for representing the views of their organisation.

Directors at Large are elected by the members of the Institute. In addition to their general responsibilities as board members, Directors at Large undertake whatever duties are assigned to them by the President.

There is no limit to the number of Directors from any country, but a geographically representative board is desirable. Unless otherwise specified, the number of Directors will not normally exceed 24.

7.2 Election of Directors

Directors at large may be elected by postal ballot or at the Annual General Meeting and shall hold office until the following AGM when they may be re-elected.

The board will decide the method of election and will give not less than 30 days notice to the membership.

National directors shall hold office for one year and may be reappointed.

Casual vacancies may be filled by co-option.

The Board may co-opt additional Directors whose expertise is required to fulfil specific tasks.

7.3 Meetings of the Board

Meetings of the board shall be convened by the Honorary Secretary with at least 30 days notice and shall normally be held at least twice a year at venues agreed by the board.

In an emergency or situation of force majeure, it will be permissible to convene a board meeting at 7 days' notice.

The President, or in his/her absence the Vice-President, shall preside at all meetings of the board. In their absence, the board members present shall elect their own chairman of the meeting.

Five (5) directors or their proxies shall constitute a quorum.

Directors unable to attend a board meeting may appoint a proxy, to attend the meeting and vote on their behalf, by means of a signed instrument addressed to the Honorary Secretary.

Decisions shall be taken by a simple majority with the chairman availing of a second or casting vote where necessary.

The agenda for board meetings shall be drawn up by the Honorary Secretary and circulated with the notice of the meeting. It will normally include reports by the executive committee on the activities and financial development of the Institute since the preceding board meeting and plans for the following period.

All proposals and papers for discussion shall be circulated at least 7 days prior to the meeting.

Subject to its financial situation, the Institute may meet the reasonable expenses of directors attending board and executive committee meetings.

7.4 Executive Committee

The Executive Committee shall comprise five or more officers – a President, a Vice-President, an Honorary Secretary, an Honorary Treasurer, a Communications Officer and such other officers as the Board shall see fit to designate from time to time – and shall be elected by and from among the members of the board at a meeting held following the Annual General Meeting, to hold office until the following AGM.

The Executive Committee is responsible to the board for the day-to-day management of the Institute.

The President presides at all meetings of the Institute at which he/she is present and represents the Institute in negotiations with other organisations. He/she is responsible for producing an annual programme for the Institute and for reporting on it to the board and Annual General Meeting.

The Vice-President deputises for the President and undertakes specific responsibilities agreed with the Executive Committee.

The Honorary Secretary is responsible for the secretariat of the Institute and any staff employed. He/she is responsible for the Institute's books, records and documents, processing applications for membership and maintaining the register of members, convening meetings of the board and executive committee, circulating minutes and ensuring the efficient dispatch of correspondence and the Institute's affairs generally.

The Honorary Treasurer is responsible for the finances of the Institute. He/she shall ensure that there are safe and efficient arrangements for the receipt of monies paid to the Institute and the discharge of the Institute's financial and legal obligations. He/she is responsible for establishing bank accounts for the Institute and for ensuring that management accounts are prepared for the board and that properly audited accounts are submitted to the Annual General Meeting. He/she will prepare a budget for approval by the AGM.

The Communications Officer is responsible for the Institute's internal and external communications and for ensuring that these comply with the design principles espoused by the Institute. In particular, these media shall include the Institute's website and e-newsletter, together with such hard copy communications as the Institute may from time to time decide to publish.

Other officers elected for specific purposes shall be responsible for executing the tasks entrusted to them on their election.

8. General meetings

8.1 Annual General Meetings

If for reasons of force majeure it is impossible to hold the AGM before the end of June in any year, the board may postpone it, provided that not more than 18 months elapses between one AGM and the next.

The Honorary Secretary will send out the notice convening the meeting and the agenda at least 30 days before the meeting.

Every member will normally be sent the report of the board and the audited accounts at least 14 days before the AGM.

Documents sent to the National Member Organisation will be deemed to have been sent to affiliated members.

The quorum for any general meeting will be at least half the National Member Organisations.

No resolution may normally be taken at the Annual General Meeting, other than relative to the transaction of the normal business of an AGM, unless prior notice has been given in the notice convening the meeting. An exception to this rule is made in the case of an emergency resolution, whose presentation the President may allow if a) the question is one that deserves immediate attention and b) the majority of the members present and voting so request.

Representation by alternates, postal or proxy voting may be permitted on conditions laid down by the board.

The venue for the Annual General Meeting shall be agreed by the board not less than 12 months and preferably 24 months in advance.

8.2 Other General Meetings

30 days' notice shall be given by the Honorary Secretary of any other General Meeting and the same conditions will apply as to an Annual General Meeting.

8.3 Annual Conference

The Institute will hold an annual conference at the same time as the Annual General Meeting to: (a) promote the work of the Institute in the country where the conference is held; (b) help defray the expenses of the Annual General Meeting; and (c) discharge the obligation in the Final Act establishing the Institute; "The Institute shall hold an annual meeting to review progress in the field of design and disability in the Member States and to promote co-operation between its members". The annual conference will be organised by and/or with the assistance of the members in the country where the conference is being held and with the assistance of the Executive Committee under the authority of the board.

9. Voting

General Meetings: Corporate Member Organisations shall have one vote, Patron Members one vote and National Member Organisations twenty (20) votes each.

Proxy and postal voting will be permitted under regulations laid down by the board. Elections will be by secret ballot.

Board Meetings: one vote per director, with the chairman of the meeting having a second or casting vote.

Attendance of properly nominated alternatives and proxy voting will be permitted. Elections will be by secret ballot.

Executive Committee Meetings: one vote per member, with the chairman of the meeting having a second or casting vote.

10. National Member Organisations (National Committees)

It is the policy of the Institute to encourage the formation of National Member Organisations (national committees) in all European countries.

The purpose of these organisations is to advance the objectives of the Institute at the national level. National Member Organisations may be constituted and organised according to the custom of the country concerned, subject only to their operating along democratic lines.

A national organisation which is recognised by the Institute will be styled a National Member Organisation. All its members will be regarded as affiliated members of the Institute and it will be entitled to nominate a member of the board of the Institute. Only one National Member Organisation will normally be recognised per country.

National Member Organisations will:

- have national coverage and be representative of Design for All interests nationally,
- have a written constitution,
- have an elected board and officers,
- draw up and operate a programme of activities (National Action Plan) supportive of the Institute's objectives,
- be acknowledged (and preferably supported) by national authorities,
- demonstrate financial viability and sustainability,
- have applied to the Institute for membership with all the supporting documentation.

The board and executive committee will provide practical assistance in the establishment of National Member Organisations.

11. Relations between EIDD and National Member Organisations (NMOs)

11.1

As the EIDD acts to generate, channel and maximise the impact of synergies between the NMO National Action Plans, all NMOs maximise their collaboration with the EIDD for this purpose.

11.2

National Member Organisations take an active part in the work of the EIDD.

11.3

Each NMO is represented in the EIDD Board of Directors by its National Director, who is elected by the EIDD Annual General Meeting after being nominated by the NMO.

11.4 The responsibilities of the National Directors are:

a) to attend all the meetings of the EIDD Board of Directors and to give an accurate written report there, agreed in advance with the Board of the NMO, about its structure, updated information about its officers and its activities;

b) to attend all the meetings of the NMO's Board of Directors when (s)he is convened and give an accurate report there about the EIDD's structure, updated information about its officers and its activities;

c) to receive and have translated into the national language the salient points of the minutes of the EIDD Annual General Meetings and of the meetings of the EIDD Board of Directors, so that the NMO's members will all be kept fully informed;

d) to receive and have translated into the national language the Declarations, Final Acts and other policy publications of the EIDD, in order to facilitate their dissemination to the members of the NMO and to the public at large in its country;

e) to have translated into English and send to the EIDD every Declaration and other policy document issued by the NMO, plus the salient points of its newsletter;

f) to have the salient points of the Annual Report of the NMO translated into English and sent to the EIDD in good time for it to be included in the EIDD Annual Report;

g) to safeguard at all times the good image of the EIDD and the NMO;

h) to maintain privacy with regard to reserved relations between the NMO and the EIDD, avoiding absolutely all and any external dissemination and/or use of information learned as a direct consequence of holding a confidential office;

i) to maintain a complete, updated archive of the documentation relative to the relations between the NMO and the EIDD, to make it freely and unrestrictedly available to the members of the NMO's Board of Directors upon a simple request and to pass it on without removing or neglecting any part of it to the next person elected to hold the office.

j) Upon an application made by the NMO in question, the EIDD Board of Directors may make an exception to the translation requirements in sub-sections c) and d) of this section in the case that English is widely understood by the population of its country.

11.5

The travel, board and lodging costs of National Directors incurred in attending the Annual General Meetings and the meetings of the Board of Directors of the EIDD shall be covered by their NMOs. National Directors shall minimise expenditure in every reasonable way.

11.6

NMOs contribute concretely to achieving the aims and objectives of the EIDD and collaborate actively in the organisation of meetings, initiatives, events etc. at international level organised by the EIDD that take place in their respective countries. Should the local NMO be unable to collaborate in any of these international initiatives of the EIDD for reasons of force majeure, it shall nevertheless do everything possible to facilitate their execution. The EIDD may organise such international events in all countries, on condition that it inform the local NMO and invite it to participate.

11.7

The EIDD shall also actively encourage the organisation of national events: these shall normally be organised by the NMO in question, but may also be organised by EIDD, on condition that it inform the local NMO and invite it to participate.

12. Finance

The financial year of the Institute shall be the calendar year.

The Institute will follow best practice in the conduct of its financial affairs.

Management accounts shall be maintained under the direction of the Honorary Treasurer and circulated regularly to the members of the board.

An audited income and expenditure account and a balance sheet shall be presented to the Annual General Meeting.

An independent auditor shall be appointed at the AGM on the proposal of the Honorary Treasurer. The Honorary Treasurer will report to the AGM on the preceding year and present a two-year budget for the current and succeeding year.

These bylaws were agreed by the board at its meeting in Mainz, 8 November 1997 and subsequently submitted to the Annual General Meeting of the Institute for formal adoption.

The were amended by the eleventh Annual General Meeting in Stockholm on 8 May 2004, by the twelfth Annual General Meeting in Berlin on 14 May 2005 and by the thirteenth Annual General Meeting in Waterford on 20 May 2006.