

**EUROPEAN ASSOCIATION  
FOR MACHINE TRANSLATION (EAMT)**

**ARTICLES**

# **ARTICLES OF ASSOCIATION OF EUROPEAN ASSOCIATION FOR MACHINE TRANSLATION (EAMT)**

## **I. LEGAL FORM - NAME - REGISTERED OFFICE - PURPOSE - DURATION**

### **ARTICLE 1. NAME**

Under the name of EUROPEAN ASSOCIATION FOR MACHINE TRANSLATION (hereinafter referred to as "the Association"), a corporately organized non-profit association according to the Articles of Association hereunder and to volume 1, part 2 chapter 2 of the Swiss Civil Code (articles 60 to 79 CCS) has been set up.

### **ARTICLE 2. REGISTERED OFFICE**

The Association's registered office is in Geneva, Switzerland.

### **ARTICLE 3. PURPOSE AND ACTIVITY**

The Association's purpose shall be to bring together users, developers, researchers, sponsors and others interested in the field of machine and/or computer assisted translation, research, development and use.

In the pursuit of the above mentioned purpose, the Association shall in particular perform the following activities:

- promote the exchange of information on machine and/or computer assisted translation among its members,
- organize conferences, workshops, seminars and lectures in the field of machine and/or computer assisted translation,
- disseminate information on machine translation workshops and conferences, as well as on publications relevant to the domain, and
- participate in and/or become a member of other associations that pursue the same or a similar purpose.

### **ARTICLE 4. DURATION**

The Association's duration is indefinite.

## **II. MEMBERS**

### **ARTICLE 5. MEMBERSHIP**

Membership in the Association is open to anybody interested in the promotion of the Association's purpose. Four types of membership are possible: student, individual, non-profit and corporate.

Any member of the European Association for Machine Translation is automatically a member of the International Association for Machine Translation.

### **ARTICLE 6. ADMISSION PROCEDURE**

An application for admission must be submitted in writing to the Executive Committee.

The Executive Committee shall decide upon the applications for membership and may refuse such applications without indicating the reasons for its refusal. The Executive Committee may ask an applicant for membership to justify his right to the type of membership applied for.

### **ARTICLE 7. OBLIGATIONS**

The members shall strive to make the Association benefit from their knowledge and their experience.

The member shall pay to the Association an annual membership fee within 3 months at the latest after the beginning of the Association's fiscal year. The Association's fiscal year begins on January 1<sup>st</sup>. The different types of membership (Student, Individual, Nonprofit and Corporate) are reflected in the membership fee.

The membership fees are determined by the General Assembly on the recommendation by the Executive Committee. The fees are effective as of the next fiscal year.

### **ARTICLE 8. RESIGNATION**

Each member is entitled to leave the Association provided a written notice is addressed to the Executive Committee.

The notice of resignation must reach the Executive Committee six months before the end of the Association's fiscal year.

### **ARTICLE 9. EXCLUSION**

Any member who commits any deed aimed against the Association and/or which may hurt the interests of the latter or of its members those may be excluded from the Association. The exclusion of any member may be pronounced by the Executive Committee without indication of the reasons for the exclusion.

### ***ARTICLE 10. FORFEITURE OF MEMBERSHIP***

Any member who, in spite of a written reminder, shall not have complied with the general obligations of a member of the association (namely the payment of the annual membership fee) shall ipso jure forfeit his status as a member by the end of the Association's fiscal year.

The General Assembly shall record the member's forfeiture.

### **III. RESOURCES AND EXPENSES ES**

#### ***ARTICLE 11. RESOURCES***

The Association's resources shall be the following:

- Membership fees
- Gifts and legacies

#### ***ARTICLE 12. EXPENSES***

The Association's expenses shall include in particular:

- The general expenses for the administration of the Association.
- Expenses directly incurred in pursuit of the activities set out in article 3 above.

### **IV. ORGANIZATION**

#### ***ARTICLE 13. ORGANS***

The organs of the Association are the following:

- A. The General Assembly
- B. The Executive Committee

#### **A. THE GENERAL ASSEMBLY**

#### ***ARTICLE 14. COMPOSITION***

The General Assembly is composed of all the members.

#### ***ARTICLE 15. POWERS***

The General Assembly shall be the Association's supreme power. The General Assembly has the exclusive power:

- 1) to adopt and to modify the Articles of association,

- 2) to decide upon the location of the registered office,
- 3) to elect the Association's President and to remove him from office,
- 4) to elect the members of the Executive Committee and to remove them from office,
- 5) to ratify the co-option of additional members to the executive committee,
- 6) to determine the Association's general policies and to establish the main guidelines for its management,
- 7) to give discharge to the Executive Committee regarding their activities, and
- 8) to adopt any resolutions on other issues that specifically fall within its powers by virtue of the law or the Articles of Association.

#### ***ARTICLE 16. CONVENING OF THE GENERAL ASSEMBLY***

The General Assembly shall be convened by the President of the Association or, in case of incapacity of the latter, by the Executive Committee.

The ordinary meeting of the General Assembly must be convened once every year at such time as decided by the Executive Committee.

An extraordinary meeting of the General Assembly must be convened if members representing one fifth of the total voting strength of the Association's General Assembly requests so by registered letter addressed to the President of the Association.

The General Assembly shall meet in Europe. The venue for the meetings is decided by the Executive Committee.

#### ***ARTICLE 17. PROCEDURE OF CONVENING THE GENERAL ASSEMBLY***

Both the ordinary and the extraordinary General Assemblies are convened by surface mail or e-mail to each member and by notice at the EAMT website at least four weeks before the date of the meeting.

The items on the agenda shall be mentioned in the convocation. Proposals to be considered by the General Assembly including proposals to in- or decrease the membership fee and proposals to amend the Articles and Bylaws of the Association shall be mentioned in or enclosed with the written convocation. Unless it is decided by a majority of two thirds of the votes cast by members present, no resolution may be adopted except those specified in the agenda apart from a resolution to convene an extraordinary General Assembly.

#### ***ARTICLE 18. VOTING RIGHTS***

As different classes of membership are reflected in the membership fees, so are they reflected in the voting rights:

***As amended by the General Assembly at the 15th of May 2009***

- individual members are each entitled to one vote;
- members who are non-profit or profit making institutions are each entitled to two votes.

### ***ARTICLE 19. QUORUM AND RESOLUTIONS***

The General Assembly is entitled to deliberate validly regardless of the number of members present.

The General Assembly shall adopt its resolutions and shall proceed with its elections by a majority of two thirds of the vote cast by the members present or represented by proxies bearing written powers. A resolution may be proposed by any member of the Association, but must be seconded by another member present at the General Assembly.

The resolutions of the General Assembly may also be taken by circular letter, by Fax or by electronic mail. Any resolution approved in writing by two thirds of the total voting strength by the Association's members shall be considered to have validly been taken by the General Assembly.

### ***ARTICLE 20. RECORD AND LISTS OF ATTENDANCE***

The Executive Committee shall keep record including a list of attendance and the resolutions and elections of the General Assembly; it shall be signed by the President of the assembly as well as by its author.

Within thirty days following the assembly, the Executive Committee shall send the record by e-mail to the members.

### **THE EXECUTIVE COMMITTEE**

#### ***ARTICLE 21. COMPOSITION***

The Executive Committee shall be composed of the Association's President, Treasurer as well as of three additional members elected by the General Assembly. The Executive Committee will designate amongst its members a Vice-President; and a Secretary to serve as additional officers of the Association.

The members of the Executive Committee as well as the Association's President are elected for a two-year term. Election is by the General Assembly following the decision procedure set out in Article 19. Re-election is possible, but the maximum number of successive terms for the Association's President and for the members of the Executive Committee is three. However, there will be no maximum number of successive terms for the office of Treasurer.

The President and one member of the Executive Committee are elected in odd years, and the Treasurer and two members of the Committee are elected in even years.

In the event of there being no candidates for any position, the Executive Committee may fill in the vacant position by any member regardless of such member's number of previous successive terms as elected officer.

The internal procedures of the Executive Committee and the powers and functions of the officers will be set out in the Bylaws of the Association.

The Executive Committee may co-opt additional members at any time for the fulfilment of specific tasks; the co-option of additional members must be ratified at the first General Assembly held after their co-option, and at each General Assembly thereafter. In the event that, for whatever reason, a member ceases to carry out his function, he shall be replaced, for the remaining time of his term by another member of the Association elected by a simple majority of the Executive Committee.

### ***ARTICLE 22. AUDIT***

To audit the accounts of the association the ordinary annual General Assembly elects an auditor to review and sign the annual accounts for presentation to the annual General Assembly. The Treasurer must submit the annual accounts to the auditor not later than 30 days prior to the annual General Assembly.

### ***ARTICLE 23. POWERS***

In particular, the Executive Committee has the following powers:

- 1) to enforce the resolutions of the General Assembly,
- 2) to examine the proposals and suggestions of the members of the Association,
- 3) to keep a list of the Association's members,
- 4) to receive the members' letters of resignation,
- 5) to suggest the exclusion of members to the General Assembly,
- 6) at the request of a group of members approve the creation of an EAMT Special Interest Group (SIG) the purpose of which shall be in compliance with the EAMT purposes, cf. Art. 3. SIGs may organize workshops, and have a presence on the EAMT website subject to the approval of the Executive Committee,
- 7) to decide upon the way in which the Association will be bound as well as upon the binding signatures, and
- 8) to take any useful steps, initiatives and resolution in order to promote the Association's purpose, and, in general, to perform any deeds that are not specifically reserved to the General Assembly by virtue of the Articles of Association or the law.

### ***ARTICLE 24. RESOLUTIONS***

The Executive Committee shall take its resolution at the simple majority of its members.

## **V. WINDING UP AND LIQUIDATION**

**ARTICLE 25. WINDING UP**

At any time, the General Assembly may decide to wind up the Association.

**ARTICLE 26. LIQUIDATION**

In the event of the winding up of the Association, the liquidation shall be done by the Executive Committee unless the General Assembly appoints other liquidators or the law provides a special procedure of liquidation.

**ARTICLE 27. DISTRIBUTION OF THE BALANCE**

After payment of all debts, the remaining balance shall be used, according to the resolutions of the General Assembly, for a purpose similar or linked to the one pursued by the Association. Under no circumstances may the remaining balance be distributed among the members.