

BY-LAWS

Article One: General

- 1.1. The International Association of Communication Sciences and Disorders (IALP) is a non-profit, non-political and non-governmental worldwide organization. IALP adopts the policy of non-discrimination with respect to race, national origin, religion, disabling conditions and gender.
- 1.2. The organization works for the benefit of persons with speech, language, voice, swallowing and hearing disorders.
- 1.3. The official language of the organization is English.
- 1.4. The Association shall be a public benefit, social purpose and philanthropic association, as defined in the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta and the Voluntary Organisations Act, Chapter 492 of the Laws of Malta.
- 1.5. The registered address of the Association shall be 32, Flat 1, Francesco Buhagiar Street, Birkirkara BKR 1154, Malta, or at such other address in Malta as the Executive Committee shall from time to time determine.
- 1.6. The Association shall be registered with the Registrar in accordance with Article 51 of the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta and enrolled with the Commissioner for Voluntary Organisations in accordance with the Voluntary Organisations Act, Chapter 492 of the Laws of Malta.
- 1.7. The Association is an independent body with a distinct legal personality from that of its Members and Executive Committee, and shall be capable, subject to the provisions of these By-Laws, of entering into contracts, of employing personnel, of acquiring, holding and disposing of any kind of property for the purposes of its functions and operations, of suing and being sued, and of doing all such things and entering into such transactions as are incidental or conducive to the exercise or performance of its functions under these By-Laws. Nothing in these By-Laws shall be construed or interpreted so as to hold or render the Members or the Executive Committee personally responsible for any debts incurred or obligations assumed by the Association. This clause shall come into effect upon the registration of the Association as a legal person in terms of the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta.

Article Two: Organisation

- 2.1 The legal status is an Association, named the International Association of Communication Sciences and Disorders, abbreviated IALP.
- 2.2 The organisation may change its name by a vote of its membership.
- 2.3 The constitution of the organisation is specified below in respect of its General Assembly (see Article Five), its Board (see Article Six), its Executive Committee (see Article Seven) and its other Committees (see Article Eight). Further specifications are set out in the General Regulations.
- 2.4 The financial year of the Association shall commence on the 1st of January and end on the 31st December of each year. An external independent accountant shall prepare a yearly review of the Association's accounts.

Article Three: The Vision and Mission and purpose of this organisation are:

- 3.1 Vision
IALP has a global vision to facilitate better understanding, knowledge and care of all those with communication and swallowing disorders.

Mission

The mission of IALP is to improve the quality of life of individuals with disorders of communication, speech, language, voice, hearing and swallowing.

IALP will:

- i. facilitate science, education, and clinical practice through international cooperation and collaboration;
- ii. create and share knowledge, skills and information;
- iii. provide a platform for international networking and advocacy.

Specifically, IALP will:

- 3.2 organise periodic international congresses for the exchange of the most recent theoretical and practical knowledge in the field of human communication sciences and related disorders;
- 3.3 maintain and propagate an international journal dedicated to all aspects of human communication sciences and disorders;
- 3.4 establish contact with scientific and professional organisations concerned with human communication disorders and to assist in the establishment of such organisations in countries where such organisations do not exist;
- 3.5 maintain international recognition for professionals and scientists working in the field of human communication sciences and disorders as a special and distinct field;
- 3.6 collaborate with international organisations such as UNESCO, UNICEF and WHO;

3.2 Powers

The powers of the Association shall include:

- (a) To purchase, take on lease, construct, maintain and/or alter immovable property as necessary or convenient for the purposes of the Association.
- (b) To prosecute or defend any suit, application and proceeding before any court or tribunal whatsoever as may in the opinion of the Executive Committee be deemed necessary or expedient in the interests of the Association or its Members.
- (c) To accept, undertake or execute any trust or gift which may be deemed to be in accordance with or which may further benefit the objects of the Association or any of its members.
- (d) To contribute, borrow or raise or to secure the payment of money in such manner as the Executive Committee shall deem fit upon such terms and conditions as shall be deemed expedient.
- (e) To raise funds by means of subscriptions of Members and levies on Members or otherwise for all purposes and objects of the Association in such amounts and in such manner as may be decided by the Executive Committee from time to time.
- (f) To borrow, secure and raise money by way of loan and/or the issue of debentures or debentures stock, and to grant security of any type in order to secure any such borrowings.
- (g) To print and publish newspapers, periodicals, pamphlets, and other publications, and to disseminate information through any other medium of communication, with respect to matters relating to the objects of the Association.
- (h) To subscribe for or acquire shares, stock and other titles, in persons and enterprises having like or similar objects as those of the Association, the subscription or acquisition of which is likely or intended to have a beneficial effect in Malta, and to invest the funds of the Association in such manner as it is reasonably calculated to generate profits for the Association.
- (i) To do all that which is ancillary, incidental or conducive to the attainment of the above objectives.

Provided that for all intents and purposes of this Article, it is clearly understood that the Association shall not trade or carry out commercial activities except as allowed in the applicable law.

Provided further that no part of the income, capital or property is available directly or indirectly to any promoter, Member, Committee member, Board

member, donor or any other private interest. The income, capital or property of the Association shall be exclusively utilised for the achievement of its established objectives and purposes.

Provided further that nothing in the foregoing shall be construed as empowering or enabling the Association to carry out any activity or service which requires a licence or other authorisation under any law in force in Malta without such a licence or other appropriate authorisation from the relevant competent authority.

Article Four: Membership

4.1 Types of Membership:

- 4.1. a **Individual Members:** Persons professionally educated and trained within the fields of human communication sciences and related disorders.
- 4.1. b **Senior Members:** Persons who have been individual members of the IALP for at least 20 years, have reached 65 years of age, and have requested this designation).
- 4.1. c **Honoured Members:** Persons who have been proposed by a $\frac{3}{4}$ majority of the voting members of the Board and approved by the General Assembly. (membership fee waived).
- 4.1. d **Student Members:** Individuals enrolled for full-time study for preregistration, undergraduate or postgraduate studies directly related to the field of human communication disorders and sciences at a formal education institution. Students must provide official evidence of enrolment at the time of joining the Association and/or registering for the congress. A student does not include already qualified clinicians (e.g. speech-language therapists, phoniatricians) who are undertaking part-time or post-graduate studies.

4.2. Affiliated Society Membership Categories:

- 4.2a **Category A Society Membership:** National organizations in communication sciences and disorders having individual members among their membership.
- 4.2b **Category B Society Membership:** Multinational, regional, or local organizations in communication sciences and disorders having individual members among their membership.
- 4.2c **Category C Society Membership:** Multinational, national, regional, or local organizations in communication sciences and disorders comprised of Societies as their membership.
- 4.2d **Category D Membership:** Related organisations whose core business is in promoting speech language hearing communication and swallowing.

4.3 Affiliated Society Fees:

Category A and B Societies are charged on the basis their number of individual members.

Category C and D Societies are charged at a rate determined by the Executive Committee.

4.4 **Affiliated Society Benefits of Membership:**

Category A – have voting rights at the General Assembly, proportional to their membership. The members of these organisations have representation on the Board, receive electronic access to Folia Phoniatica and Logopaedica, are entitled to inclusion in Affiliated Society presentations and events at the Congress, and to reduced fees for their members to attend all IALP scientific events.

Category B – These organisations will receive electronic access to Folia Phoniatica and Logopaedica and are entitled to inclusion in Affiliated Society presentations and events at the Congress, and to reduced fees for their members to attend all IALP scientific events.

Category C and D - These organisations will receive electronic access to Folia Phoniatica and Logopaedica, and are entitled to inclusion in Affiliated Society presentations and events at the Congress.

4.5. Membership process

It is necessary for an individual to become an Individual Member of the organisation to serve on the Executive Committee, a committee or Board even if they are a member of an Affiliated Society.

The admission of multinational, national, regional or local organisations as Affiliated Societies requires the approval of the majority of the IALP Board.

Any member may, at any time, withdraw from the organisation or may be suspended or expelled by the Board for any cause prejudicial to the best interests of the organisation. Members whose expulsion is being considered by the Board shall be notified of this in writing and shall have the right to appeal.

4.6 Fees

- a) Annual fees of the Individual and Student Members shall be determined by the Executive Committee (EC) with the consent of the Board.
- b) The fees of the Affiliated Societies will be determined by the EC with the consent of the Board.
- c) If the fees in any case, owing to difficulties of currency regulations or for other reasons, cannot be determined on a general scale, the Executive Committee is empowered to settle the question of fees.
- d) No membership fee will be charged to Honoured Members

4.7 A register of all Members of the Association showing the name and address and identity card of each Member shall be kept by the Executive Committee at the registered address of the Association.

Article Four A: Congress

4A.1 The International Association of Communication Sciences and Disorders World Congress shall be an international conference held between the Members and other interested parties for the exchange of the most recent scientific, theoretical, clinical and practical knowledge in the field of human communication sciences and related disorders.

4A.2 The Association shall hold the IALP World Congress once every three years.

4A.3 A Congress Organising Committee shall be appointed by the Board to organise the Congress.

4A.4 The Executive Committee may regulate the procedure of the Congress by specific regulations in writing.

Article Five: General Assembly

5.1 Regular meetings

The General Assembly shall be held once a year. The General Assembly shall receive and discuss reports and decide upon other relevant business. The General Assembly shall elect Members of the Executive Committee and the Board once every three years.

Written notice of the General Assembly shall be sent to each member and Affiliated Society not fewer than 30 days before the meeting. Such notice shall state the purposes for which the meeting is called, the process of voting and the time and the place where it is to be held.

The General Assembly shall serve as the annual general meeting of the Members in terms of law.

5.2 Special meetings

Special meetings may be called by the Executive Committee at any time and should be called by the Executive Committee upon the written request of at least 50 voting members. Notice of Special Meetings shall be in the same manner as prescribed for the General Assembly. For the avoidance of doubt, special meetings shall have the same powers as the general assembly being a meeting of the Members.

Special meetings shall serve as the extraordinary general meetings of the Members in terms of law.

5.3 Voting

- a) The Individual Members of the Association and Delegates who have been duly appointed by Category A (Affiliated Societies), form the voting body at the General Assembly. Student Members shall not have voting rights.
- b) Every individual member and delegate of an Affiliated Society is entitled to one vote. An individual member who is also a delegate is entitled to two votes.
- c) All action shall be decided upon by a majority vote except if otherwise provided in the By-laws.

- 5.4 Order of business
The order of business to be followed at the meetings shall be determined by the Executive Committee.
- 5.5 Election of officers
All elections of the Executive Committee and the Board shall take place at the General Assembly or at a Special Meeting. Individual Members unable to attend the General Assembly may notify the IALP Office for voting by electronic or postal mail at least 30 days before the scheduled General Assembly meeting. The votes shall be counted during the General Assembly and added to the votes given on site.
- 5.6 The General Assembly and Special Meetings may be held in person and they may also be held virtually by telephone conference or video conference facility at the absolute discretion of the Executive Committee.

Article Six: Board

- 6.1. Composition of the Board
For the avoidance of doubt, the Board shall not be considered to be the board of administrators and shall not be responsible for the day-to-day management of the Association in terms of law.

The Board is comprised of IALP Committee Chairs and 3 members of Affiliated Societies representing 3 categories of size of society¹ in addition to the members of the Executive Committee, namely, the President, the President Elect, Immediate Past President, Vice President for Education, Vice-President for Communication, Vice-President for Finance, Vice-President for Membership and Partnerships and Vice President for Marketing and Development. The Immediate Past President will not have voting rights.

The Board shall supervise the practice of the By-Laws and the Regulations and be responsible for making recommendations for changes.

- 6.2 Responsibility

1

Scale (number of members)	Category
1 –50	Small
51 – 100	Small
101 – 300	Small
301 – 600	Small
601 – 1,000	Medium
1,001 – 2,000	Medium
2,001 – 3,000	Medium
3,001 – 5,000	Medium
5,001 – 7,500	Medium
7,501 – 10,000	Medium
10,001 – 50,000	Large
More than 50,000	Large

The Board shall be responsible for the appointment of IALP Committee Chairs according to the Regulations. Committee members proposed by the Committee Chair should be endorsed by the President-elect.

6.3 Term of Office

At the General Assembly, a new Board shall be ratified. The term of office shall be from one Congress to the next which is usually held every three years. Board members include the Committee Chairs and representatives of the Affiliated Societies who has been elected by the societies to represent them.

Article Seven: Executive Committee and Representation

7.1 Duties

The Executive Committee shall serve as the board of administrators in terms of the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta.

The Executive Committee has overall responsibility for the Association's policies, employing the necessary staff, suspending or expelling members, authorising proper expenditure, and taking all necessary and proper steps to carry out the purposes of the organisation in promoting its best interests. The Committee shall make such rules and regulations covering the details of IALP and meetings as it determines necessary in the best interests of the Association.

The Executive Committee shall supervise the practice of the By-Laws and the Regulations and be responsible for making recommendations for changes.

The property and business of IALP and the management of its affairs shall be vested in the Executive Committee.

The Executive Committee shall have control of the property and affairs of the IALP as provided in the Regulations.

7.2 Composition

The Executive Committee of the Association shall consist of the President, the President Elect, the Immediate Past President. The Vice-President for Communication and Vice-President for Finance will also be members of the Executive Committee, together with the Vice-President for Education, Vice-President for Membership and Partnerships and Vice-President for Marketing and Development once elected at the General Assembly.

The powers and duties of the Executive Committee shall be as follows:

President: The President, or his/her designate, represents IALP internationally. The President shall preside at all meetings of the Executive Committee and the Board and at the General Assembly: s/he shall be the President of the Congresses; s/he appoints all committees with the consent and approval of the Board: s/he shall enforce the By-laws. At the General Assembly s/he shall schedule the presentation of the annual reports of the Vice-President

for Communication and Vice-President for Finance, and other reports deemed necessary.

President Elect: The President Elect shall perform duties designated by the President and the Executive Committee. These shall include the coordination of Standing Committees according to the Regulations. In case of necessity, the President Elect shall function as Acting President.

Immediate Past President: The Immediate Past President shall perform duties designated by the President and the Executive Committee. These duties shall include coordination of the Affiliated Societies. The Immediate Past President shall be non-voting on the Executive Committee and Board. The term of office of the Immediate Past President shall be for one (1) year. The duties related to the coordination of the Affiliated Societies shall be assumed by the President, or his/her designee, in the other years.

Vice – President for Education: The Vice-President for Education shall oversee all the educational aspects of the Organisation namely composita, scientific events and the triennial IALP Congress. The Vice-President for Education shall be the direct liaison with the Chair of the Congress Local Organising Committee and report regularly to the Executive Committee.

Vice-President for Communication: The Vice-President for Communication, supported by the Chief Executive Officer, shall serve all notices required by law or the By-laws and they will be responsible for minutes of all meetings and conducting the correspondence of the organisation. The Vice-President for Communication shall keep the membership informed and perform all the customary duties of a secretary. This individual shall be responsible for the communication strategy within the organisation namely the website, social media and a liaison with the journal working in collaboration with the Editor-in-Chief of the journal.

Vice-President for Finance: The Vice-President for Finance shall receive and deposit in a bank, to be approved by the Executive Committee, all the money of the Association and keep an accurate account thereof; make special disbursements only upon written authority of the President or the Chief Executive Officer, sign cheques, make the financial reports of the Association and perform all of the customary duties of a Vice-President for Finance.

Vice-President for Membership and Partnerships: This individual shall be responsible for growing the membership base of the Association through recruitment of more members, students, related organisations and other related professionals.

Vice-President for Marketing and Development: This individual shall be responsible for the promotion and exposure of IALP for fundraising and marketing purposes.

7.3. Compensation

No officer of the Executive Committee shall receive any salary or compensation, except compensation for disbursement of related expenses made upon instruction of the Board and approval by the Vice-President for Finance and, in some cases, the President and/or Chief Executive Officer.

7.4. Representation

The legal and judicial representation of the Association shall be vested in any one of the Executive Committee members or the Local Representative or such other person as may be nominated by the Executive Committee from time to time.

7.5 Term of Office

Every three years, at the General Assembly, a new Executive Committee shall be elected. The term of office shall be from one Congress to the next, that is, for a period of three years unless extenuating circumstances prevail at which time the President and CEO, in consultation with the Executive Committee, may extend terms of office. The Vice-President for Finance will serve from January of the following calendar year. Excepting The President and Immediate Past President EC members may choose to stand for re-election at the end of their term.

7.6 The members of the Executive Committee shall be identified in a schedule annexed to these By-Laws.

Article Eight: Standing Committees

The Board may appoint other committees. Their duties are given in the Regulations. The Board shall provide guidelines for supporting committees.

Article Nine: Amendments

These By-laws or any part thereof may be amended, repealed or changed by a majority of the votes cast by the members voting at any General Assembly or special meeting called for the purpose, provided, however, that a copy of the proposed change be provided to the individual members and Affiliated Societies Category A at least 30 days before the meeting called to consider the same.

These By-Laws shall be considered to be the statute of the Association in accordance with the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta.

Article Ten: Dissolution of IALP

If at any time, dissolution of the Association appears to be in the best interest of all concerned, a proposed motion for dissolution of the Association must be circulated to all voting members one year prior to a meeting and approved by at least a majority of the votes cast by the members voting. If approved, the liquidation of all assets of the Association will be carried out by the Executive Committee. Decisions of the Executive Committee shall be final.

In the event that the Association is dissolved, any funds or assets remaining after settlement of all debts, liabilities, costs and fees, shall be transferred to another public benefit organisation with the same or similar purposes and features, or in default to any other organisation with a social or public purpose in such manner as may be decided at a Special Meeting held for that purpose. The Commissioner for Voluntary Organisations, and the Registrar will be informed of the scheme of distribution drawn up by the Executive Committee within fifteen (15) days of dissolution, according to Maltese law for their appraisal of the distribution of assets.

In the event that all Executive Committee members are deceased or unavailable (despite numerous attempts to make contact with them) to take such a decision, application shall be made by any interested party to the Civil Court (Voluntary Jurisdiction Section), to request the winding up and liquidation of the Association.

In the event of a decision being taken for the dissolution and winding up of the Association, the outgoing Executive Committee shall inform the Commissioner for Voluntary Organisations, and/or any other relevant authority, within fifteen (15) days of the decision taken.

Article Eleven: Local Representative

The Association shall appoint and retain at all times a person who is ordinarily resident in Malta to act as its Local Representative and this for as long as the members of the Executive Committee are not ordinarily resident in Malta, in terms of the Second Schedule of the Civil Code, Chapter 16 of the Laws of Malta. The details of the local representative shall be identified in a schedule annexed to these By-Laws.

Article Twelve: Choice of Law and Jurisdiction

- (a) These By-Laws shall be subject to the Laws of Malta, and its interpretation and any dispute arising therefrom shall be subject to the jurisdiction of the Maltese Courts.
- (b) Where these By-Laws are silent, the provisions in Title III, Sub-title III ('Of Associations') of the Second Schedule to the Civil Code (Chapter 16) shall apply.

Today, the 05 of August, of the year 2022,

Brian B. Shulman
President, IALP