International Plain Language Federation

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**Background**

The International Plain Language Federation is an umbrella group jointly formed by the 3 major plain language organizations: Clarity International, PLAIN Language Association International and the Center for Plain Language.

The Federation has developed out of the International Plain Language Working Group which the 3 organizations agreed to set up at the 2007 PLAIN conference in Amsterdam to provide a vehicle for working jointly on developing plain language as a profession.

The founding organizations consider that it is expedient to adopt a Constitution to govern the Federation’s administration in the following terms:

# Name

The name of the Federation is International Plain Language Federation.

# Objective

The Federation’s objective is to promote the public benefits of plain language and improve professional practice.

# Powers

The Federation has the following powers, which may be exercised only in promoting the Federation’s objective and in compliance with any applicable law:

* 1. to promote and participate in conferences being held by any of the founding organizations;
	2. to maintain a website accessible to the public;
	3. to publish or distribute information;
	4. to cooperate with other bodies that promote using plain language;
	5. to raise funds;
	6. to borrow money;
	7. to make financial grants;
	8. to maintain insurance policies against risks from the Federation’s activities;
	9. to engage or employ paid or unpaid agents, staff or advisers;
	10. to enter into contracts to provide services to or for other bodies;
	11. to do anything else that helps promote the Federation’s objective.

# The Board

1. The Federation is constituted by a Board of up to 14 members.
2. The Board may exercise any power of the Federation.
3. The Board consists of:
	* a chair of the Board appointed jointly by the presidential members;
	* the immediate past chair, who is a non-voting member;
	* the president of Clarity;
	* a person appointed by the president of Clarity;
	* the president of PLAIN Language Association International;
	* a person appointed by the president of PLAIN Language Association International;
	* the chair of the Center for Plain Language;
	* a person appointed by the chair of the Center for Plain Language;
	* up to 6 other persons who are members of a founding organization and are jointly appointed by the other members mentioned in this subclause to represent a range of countries and languages.
4. A Board member, other than a presidential member and the immediate past chair, holds office for a period of up to 2 years but is eligible to be re-appointed.
5. A Board member, other than a presidential member, automatically ceases to hold office if he or she:
	* is absent without good reason from a Board meeting and is asked by a majority of the other Board members to resign;
	* ceases to be a member of a founding organization;
	* resigns by written notice to the Board;
	* is removed by a resolution passed by all the other Board members after they have invited the views of the Board member concerned and considered the matter in the light of those views.
6. A member may resign by notifying the Board in writing.

# Work program

1. The presidential members may, no later than 30 November and after consulting the chair, assign to the Board a program of matters to be considered by the Board within the next calendar year.
2. The Board may, with the approval of the presidential members, vary the work program during the course of a calendar year.

# Proceedings of the Board

1. The Board must hold at least 2 meetings in each period of 12 months.
2. A Board meeting may be held either in person or by suitable electronic means agreed in advance by the chair and in which all Board members may communicate with all other Board members.
3. A quorum at a Board meeting is 30%. If the meeting is conducted electronically, a member who votes is considered present.
4. The chair or, if the chair is unable or unwilling to preside, some other Board member elected by the Board members present presides at a Board meeting.
5. Every issue may be decided by a simple majority of the votes cast at a Board meeting.
6. Except for the chair of the meeting, who has a second vote, every voting Board member has one vote on each issue.

# Board’s decision‐making

The Board has the following powers in administering the Federation:

* 1. to appoint advisory sub‐committees of up to 6 individuals, that may include Board members, to advise the Board on a matter specified by the Board by a date specified by the Board;
	2. to make rules consistent with this Constitution to govern the Board’s proceedings;
	3. to resolve, or establish procedures to help resolve, disputes within the Federation.

# Benefits to Board members

1. The Federation’s property and funds must be used only for promoting the Federation’s objective.
2. No Board member or connected person may receive any money or other material benefit (whether direct or indirect) from the Federation except for:
	1. reimbursement of reasonable out‐of‐pocket expenses (including hotel and travel costs) actually incurred in administering the Federation;
	2. a reasonable rent or hiring fee for property let or hired to the Federation;
	3. an indemnity for any liabilities properly incurred in administering the Federation (including the costs of a successful defence to criminal proceedings);
	4. other payments or material benefits for which the Board has given prior written approval.
3. Whenever a Board member or a connected person has a personal interest in a matter to be discussed at a Board meeting, the Board member concerned must:
	1. declare the nature and extent of the interest before the meeting or at the meeting before discussion begins on the matter;
	2. be absent from the part of the meeting at which the matter is discussed unless expressly invited to remain to provide information;
	3. not be counted in the quorum for that part of the meeting;
	4. be absent during the vote and have no vote on the matter.

# Property and money

1. The Board may place any money not required for immediate use on deposit or may invest it until it is needed.
2. Bank deposits, investments and other Federation property must be held in the Federation’s name.

# Records and accounts

1. The Board must ensure that the Federation keeps financial records and produces a biennial statement of account.
2. The Board must ensure that the Federation keeps proper records of:
	1. all proceedings at Board meetings;
	2. all recommendations by advisory sub‐committees;
	3. all professional advice obtained.
3. The Board must make accounting records relating to the Federation available for inspection by any member of a founding organization on giving 10 days’ notice to the Board.
4. Copies of this Constitution and the current biennial statement of account must be posted on the Federation’s website.

# Interpretation

In this Constitution:

**connected person** means a Board member’s spouse, civil partner, cohabitee, parent, child, sibling, grandparent or grandchild, any firm in which a Board member is a partner or employee, any company of which a Board member is a director or employee or a shareholder who is beneficially entitled to more than 1% of the share capital.

**Federation** means the International Plain Language Federation.

**founding organization** meansClarity International, PLAIN Language Association International or the Center for Plain Language.

**material benefit** means a benefit that may not be financial but has a monetary value.

**presidential member** means a member who is the president or chair of a founding organization.