



EUROPEAN MIDWIVES  
ASSOCIATION

# Byelaws



These Byelaws are based on the EMA Constitution signed in Antwerp, Belgium 2017. The Byelaws will provide operational principles of the correspondent articles in the constitution. Absence of defined article in the Byelaws denotes, that the wording in the constitution is detailed enough.

## **Name**

### **Article 1**

1.1 The name of the association is: European Midwives Association.

1.2 The abbreviated name of the association is: EMA.

## **Seat**

### **Article 2**

The association has its seat at 2018 Antwerp, Haantjeslei 185/01 (Belgium).

## **Language**

### **Article 3**

The official language of EMA is English and EMA will not provide any translation.

## **Objects**

### **Article 4**

The objects of EMA are expressing the aim as stated in the constitution. The objects are underpinned by the strategic plan. They are administrated and implemented by the General Meeting (GM) and the EMA Executive Board (EB).

### **Article 5**

#### **5.1 Membership**

EMA has three types of membership; full members, associated members and supporting partners as stated in constitution.

5.2 Wherever reference is made to members in these byelaws, it will cover all types of members unless it is explicitly stated otherwise.

5.3 If an application is accepted by the EB and presented at the GM, the EB will assign the division to which the new association belongs.

5.4 Divisions are as stated in constitution.

**5.5** When a division has two or more members, the members should establish, prior to the GM, who will carry the vote by signing the form provided. The signed form must be handed to the EB prior to confirmation of voting members at the GM. Absence of a signed form will make a division's vote null and void at a GM.

**5.6** It is required that annually each member organization will update contact information related to delegates to the secretariat. If there are there any changes during the year each member organisation shall update them to the EMA secretariat immediately.

**5.7, 5.8, 5.9, 5.10, 5.11** Text in the constitution furthermore describes the rights and limitations of each type of members regarding GM.

**5.11** If a full member has appointed two delegates they still have only one vote.

**5.12** The text in the constitution describes the way in which it is decided which delegate from a division will carry the vote for the division and how voting in general is managed.

**5.13** EB can make changes to divisions and their working by regulation.

## **Membership application and Admission**

### **Article 6**

**6.1** The text in the constitution describes the process of application for membership.

**6.2** An application for membership shall be sent to EMA's secretariat. The address and application form can be found on EMA's website. The EB decides on the admission of members. Membership applications shall be declined by the EB only if the applying organisation does not meet the criteria for membership. If an organisation is not admitted then the reason is given. Depending on the circumstances organisations have the opportunity to reapply after the necessary changes.

**6.3** EB's decision is final; GM may not overturn it but will be informed.

### **Article 7**

**7.1-7.8** Termination of membership is taken as stated in the constitution. It sets out the responsibilities of the EB and process for appeal. Regardless of the timing of resignation or discontinuation of membership, the membership fee will not be reimbursed.

## **Annual Dues**

### **Article 8**

**8.1** Membership dues and the structure of the fees will be agreed and reviewed on a regular basis at the GM.

The current membership year runs from 1<sup>st</sup> July \*\* to 30<sup>th</sup> June \*\*. The members must pay the current year's membership before GM \*\*. If membership due is not received by GM of that year the member association will forfeit their right to vote at GM.

Failure to pay membership due in the first year period will result in a final demand being issued. Failure to pay the membership due for any two-year period will result in discontinuation from EMA membership. The membership will end and the member cannot attend the GM. The EB will send a letter with notice of termination of membership.

**8.2** The EB may, in special circumstances, grant full or partial exemption of the obligation to pay dues.

## Executive Board

### Article 9

**9.1** The EB consists at least of five persons elected at the GM. The election is confined to full members and their registered delegates. The full member sign a support letter to confirm their own candidate, the support (also economic) for the candidate is for a whole term of four years. The full member can appoint a new delegate when one is elected for EB.

**9.2** A binding list of candidates is drawn up by the EB and sent to members **prior** to the GM.

Two persons from the same division shall not be presented for appointment. The best practice should be viewed as having an appropriate geographical mix across Europe.

**9.3** Elections of the candidates who have submitted their applications will take place at the GM. The binding list of candidates can be deprived of its binding force by a resolution of the GM provided that one-third of those present cast their votes against the candidate/s. At least one-half of full members must be present or represented for the vote.

**9.4** If no candidates are presented or the GM has deprived those presented of their binding force then the GM is free to choose EB members. The EB may provide an emergency procedure.

The secretary must receive applications before 1st of May. Applications will be discussed at next EB meeting. A list of candidates shall be included in the second mailing to delegates. A second call for nomination may be undertaken.

## **Termination of Membership of the EB – Retirement by rotation - Suspension**

### **Article 10**

**10.1** Members of the EB may be dismissed by the GM at any time. Any action to dismiss EB must be done within three months otherwise the EB member will continue on his/her role. The process for vote of no confidence is as described in the constitution.

**10.2** Members of the EB are elected for four years. They are eligible for re-election for one further term of four years.

**10.3** a, b and c Membership of the EB also ends if the organisation which the EB member represents is no longer a member of EMA; if the EB member no longer qualifies and if the EB member resigns.

If a member of the EB resigns from the EB before her/his term of office expires, a new election will take place.

## **Membership and Resolutions of the EB**

### **Article 11**

**11.3** Face to face meetings of the EB are required to take place at least three times a year. In between those meetings, the EB will have regular electronic meetings. In addition, decisions regarding daily business of EB can be made electronically.

**11.4-11.15** All the procedures of the meetings and decisions made are as stated in constitution.

## **Duties of the Executive Board – Representation**

### **Article 12**

All representatives of the EB are required to be well informed of all EMA activities and have a good working knowledge of the Constitution, rules and the duties of all office holders.

The EB will direct the individual responsibilities and projects in accordance to the skills and competencies of an EB member.

All EB members are required to represent EMA at European affairs and to promote EMA on all possible occasions.

The EB may on occasion nominate someone to act on their behalf in order to achieve the aims of EMA. The nominated EMA delegate should be someone from the country hosting the particular meeting.

The EB is responsible for monitoring and overseeing the financial agreements, goods and services and any debts incurred.

### **President**

The President represents EMA whenever required or endeavours to identify another EB member or other person who can achieve the desired objectives.

The President will ensure that planning and budgeting for the future is carried out in accordance with the constitution and by laws

The President, or in her/his absence the Vice-President, is required to chair and conduct all meetings in a manner that is conducive to good working relationships and demonstrates respect for others. S/he achieves the aims and objectives of EMA, e.g. by collaborating with EB members in the compilation of the agenda (having sought agenda items from the members) and by directing the overall business of meetings including conduct, timing and conclusion. The President provides a summation of important points as required.

### **Vice-President**

The Vice-President's main role is that of support to the President.

In the absence of the President, the Vice-President is expected to fulfil the role and functions of the President.

The Vice-President is expected to represent EMA whenever required or, in discussion with the President and the EB, to endeavour to identify another EB member or other person who can achieve the desired objectives.

### **Secretary**

The duties and responsibilities of the Secretary are critical to the success and effective functioning of EMA.

In conjunction with the EB, her/his duties will include the following:

- a. Having responsibility for minutes of all meetings
- b. Maintaining an updated current list of membership
- c. Collating the annual report
- d. Facilitating any received correspondence
- e. Having responsibility for organisation of meetings
- f. Working closely with the President and other EB members in compiling items for agendas of meetings

### **Treasurer**

The Treasurer cooperates closely with the EMA secretariat. The Treasurer needs basic knowledge and experience of budget making and financial administration.

The duties and responsibilities as Treasurer include the following: Accepts and signs-off invoices of all EMA-expenses in line with the budget

- a. Keeps records of all budgetary matters and regularly updates the EB about financial situation and informs of areas of concern
- b. Prepares the annual budget in line with the strategic plan and presents it to the GM
- c. Completes an annual financial report and presents it to the GM
- d. Provides the financial committee with all essential information about the finances
- e. Is responsible for EMA's external, internal, commercial and non-commercial sponsoring and collaborates with the other EB members for the utilisation of the above resources according to the strategic plan of EMA
- f. Keeps records of memberships and present them for the EB

### **Executive Board member/s**

EB member/s will have an equal and fully functional role in the development and implementation of EMA strategic plan. They need to attend all EB meetings and participate in the electronic or other media communication within the EB. The EB member/s may be allocated specific responsibilities within the EB to ensure that EMA affairs are effectively carried out.

## **Annual Report – Statement of receipts and payments**

### **Article 13**

**13.1** EMA's official year runs from the first day of July each year up to and including the thirtieth day of June of the next year.

**13.4** The EMA financial committee (FC) consists of at least two delegates from the GM. The GM elects the members of the audit financial committee by a show of hands and simple majority. The members have to be elected from different divisions. Members of the FC will be elected for one year.

The duties of the audit financial committee are:

- a. To audit and verify EMA's annual financial records provided by the Treasurer
- b. To present an oral report of the financial audit at the GM and recommend to release the EB of the budget.

The members of the FC cannot be members of the EB during their mandate as members of the FC. If nominating themselves for a role in the EB they are required to retire from FC. The FC needs to have access to EMAs financial records before GM.

**13.8** The financial records of EMA shall be documented in English. The secretariat will keep these records for a period of seven years.

## General Meetings

### Article 14

All meetings will be conducted in English, no translation will be offered.

Each full member delegate coming to the GM must be a midwife.

Each member association may send a maximum of two delegates, excluding EB members, to the GM. A special request for extra observers can be submitted. Anyone to attend EMA GM as an observer is required to apply by a letter to EMA EB. The application should be received by the EMA EB no later than 1st July in the year that GM takes place. The EB will make decision and may or may not invite the observer to attend. At GM observers will not have any speaking rights except if the chair invites the observer to do so. They will not have any voting rights. All the costs associated in attending the GM is responsibility of each individual observer.

**14.2** GM takes place annually, at the latest 6 months after end of financial year. The role of the GM is to undertake the duties as stated in the constitution.

**14.4** If the EB has not convened the GM within two weeks of receiving a request from members entitled to cast one-tenth part of the votes or five full members, the applicants can do it themselves.

## Admission and voting right

### Article 15

**15.2** The EB may invite individuals to attend the GM for specific purposes, GM can overturn an invitation.

**15.3** All divisions in full membership are eligible to vote. Where a division has more than one full member organisation, then those organisations must decide among themselves who shall cast the vote.

Tellers appointed at the beginning of each GM would count the votes. Tellers should not be delegates from the same division.

In case the EB member is the only member of the division it has to be declared at the beginning of the meeting that this EB member will carry the vote whenever necessary. However a member of the EB cannot be voting in matters that release the EB from responsibility.



## **Chairmanship - minutes**

### **Article 16**

**16.2** The minutes will be available to all members. The minutes will be officially adopted at the next GM. The minutes will be written in English.

## **Resolutions of GM**

### **Article 17**

**17.1-2** The judgement of the chairperson after voting is decisive but can be contested within the immediate period and a new voting process as stated in the constitution is taken from which the new judgement by the chairperson is made.

**17.3-4** At the beginning of the meeting and prior to voting decisions the chairperson (usually the president or vice president) should confirm that one half of full members entitled to cast a vote are present at the GM to make the voting valid for any resolutions. The resolutions require absolute majority of votes. Abstentions will not be counted as votes.

## **Convening the GM**

### **Article 18**

**18.1-2** The EB will endeavour to call the meeting at least 6 weeks prior to the date.

## **Amendment of the Articles of Association**

### **Article 19**

**19.1-4** The articles of the association (constitution) can only be amended at the GM with a prior notice that amendments will be proposed. A resolution of the amendments can only be reached if three quarters of the full members are attending the meeting and with three quarters majority. If the meeting is not quorate another meeting shall be convened within four weeks and voting will take place irrespective of number of members present. The decisive vote will be two-third of votes from the members present.

## **Dissolution**

## **Regulations**