

MEDICAL WOMEN'S INTERNATIONAL ASSOCIATION

MWIA

STATUTES AND BY- LAWS



July 2019

STATUTES
for
THE MEDICAL WOMEN'S INTERNATIONAL ASSOCIATION

ARTICLE 1
NAME

Under the name of "Medical Women's International Association", is founded an Association according to the present regulations and to Section 60 and following of the Swiss Civil Code.

The emblem of the Association is the figure of Hygeia with the motto "Matris Animo Curant" (They heal with the spirit of a mother).

ARTICLE 2
HEAD OFFICE

The legal Head Office of the Association is in Geneva, Switzerland where the Association was first incorporated. The General Assembly shall at all times be able to change the locality of its Head Office, similarly for the Secretariat of the Association.

ARTICLE 3
OBJECTS

The objects are:

- a) To promote the cooperation and general interests of Medical Women worldwide and to develop friendship and understanding among all Medical Women without regard to race, religion or political views.
- b) To offer Medical Women the opportunity to meet so as to confer upon questions concerning the health and well-being of humanity.
- c) To work actively towards equity and equality between female and male doctors in all aspects of their medical career.
- d) To encourage worldwide a gender awareness of differences in health, health care and health research between women and men.
- e) To promote the empowerment of medical women and patients to work towards gender equity and equality

ARTICLE 4
NATURE

The activity of the Association is only engaged in the interest of medicine. The Association is politically neutral and non-sectarian. It has no profit-seeking aims. It is a Non-Governmental Organization (N.G.O.).

ARTICLE 5 MEMBERS

The following are eligible to be members of the Association:

a) **The affiliated National Associations**

Which must admit only qualified Medical Women and female medical students according to the rules applicable to each national association. Their constitutions have to be approved by Exco.

Proposed change #1:

There can be only one affiliated National Association for each country with the exception being where distinct regions of a country are recognized. In that case, each distinct region would be allowed to have an association with their own voting rights. When countries have joined together to form an association of many countries in the same region, upon their request, this association can be treated in the same way as a national association.

The Executive Committee will approve a new membership application after the national association has passed two stages:

1. Its constitution being accepted by Executive Committee,
2. It receives no opposition from existing member,

The membership status will be activated after the association has paid the dues. Approved association will be introduced to the membership at the next General Assembly

b) **Individual Members**

Any Medical Woman or female medical student belonging to a country which does not have an affiliated National Association and who has filed an application directly with the Association, whose application has been approved by the MWIA Executive Committee as an Individual Member and has paid her dues after approval.

c) **Honorary Members**

Any member of a National Association or Individual Member who has rendered to the Association or the medical profession any outstanding services deserving acknowledgement, can be awarded the title of Honorary Member of the Association on proposal of the Executive Committee and approval by the General Assembly.

d) **Members of Honour**

Any person not being a member of the Association, who has rendered to the Association or the medical profession any outstanding services deserving acknowledgement, can be awarded the title of Member of Honour on proposal of the Executive Committee and approval by the General Assembly. The Members of Honour do not have any voting rights. They may attend the General Assembly as observers.

ARTICLE 6

The members of the Association must undertake to abide by the Statutes and By-Laws.

ARTICLE 7 GENERAL ASSEMBLY

The General Assembly is the highest authority of the Association and the ultimate decision making body.

ARTICLE 8

The General Assembly elects the Executive Committee and settles all business which is not within the mandate of the other Statutory Bodies.

The General Assembly is made up of the delegates of the National Associations, the delegates of the Individual Members and members of the Executive Committee. Only these three categories hold voting rights.

Members of Honour, other members of National Associations and other Individual Members who are not delegates can be present at the General Assembly as observers.

National associations* will have the following voting rights:

10-20	members equals 1 vote
21-40	members equals 2 votes
41-60	members equals 3 votes
61-80	members equals 4 votes
81-100	members equals 5 votes
101-500	members equals 7 votes
501-1000	members equals 10 votes
1001-1500	members equals 15 votes
1501-2000	members equals 20 votes which is the maximum number per association

* A national association needs to pay for a minimum of 10 members as this is considered the lowest number of members to form an association

** The maximum number of members an association has to pay for is 2000.
The maximum number of voting rights is 20.

Individual members will have the following voting rights:

10	members equals 1 vote
20	members equals 2 votes
30	members equals 3 votes
40	members equals 4 votes
50	members equals 5 votes

ARTICLE 9

The General Assembly is held at least once in three years, upon summons by the Executive Committee.

The General Assembly chooses the country in which its meeting shall be held and approves the dates.

In default the Executive shall make these decisions.

At the request of ten National Associations from at least two Regions the Executive must summon an extraordinary General Assembly as soon as possible.

ARTICLE 10 QUORUM

Any ordinary meeting of the General Assembly shall only be able to deliberate validly if at least one hundred delegates are present representing at least 10 National Associations from 2 Regions.

An Extraordinary meeting of the General Assembly shall only be able to deliberate validly if at least 50 delegates are present representing 10 National Associations from at least 2 Regions.

The Executive Committee shall only be able to deliberate validly if a majority of its members is present.

ARTICLE 11 VOTING

Decisions are taken by the majority vote of the delegates or members present except in cases where the By-Laws provide for a qualified majority.

ARTICLE 12 EXECUTIVE COMMITTEE

The General Assembly elects the members of the Executive Committee which is usually known as THE EXECUTIVE. The By-Laws set their number. As such, this Committee shall comprise:

- a) The President
- b) The President-Elect
- c) The Secretary-General
- d) The Treasurer
- e) The Vice-Presidents
- f) The Immediate Past President

The conditions of their eligibility, of their re-eligibility, those concerning the presentation of their candidature at the General Assembly, the general obligation of the members of the Executive and the duration of their office are set by the By-Laws.

ARTICLE 13

In case of resignation, or incapacity to fill her office, or death of one of the Executive members, the Executive shall appoint a substitute as required and according to the bylaws for the remaining current period, should this be felt to be necessary for the functioning of the Executive. In the case of the President this substitute shall be the President-Elect.

ARTICLE 14

The Executive Committee shall meet at least once a year.

ARTICLE 15

The General Assembly shall employ an external auditing firm of international standing to control the presentation of the accounts. The duties are stated in the By-Laws.

ARTICLE 16 ASSETS

The General Assembly sets the annual subscription of the affiliated National Associations and of the Individual Members.

Non-payment of the annual subscription within 12 months of the due date will result in suspension of membership unless a justifiable delay had been agreed on by the Executive Committee. Only members in good standing are eligible to hold executive positions, run for office or serve on committees

Non-payment of the subscription for 3 years, except in the case of a justified delay, entails loss of statutory rights.

Membership shall be reinstated on payment of subscriptions owed or such amount as agreed by the Executive Committee.

The Executive Committee is entitled to accept gifts or legacies and manage them.

ARTICLE 17 COMMITTEES

The General Assembly and the Executive shall be able to create standing and ad hoc committees according to need. The Executive Committee shall be assisted by a Standing Finance Committee.

The Chair and members of the Standing Finance Committee and all other Committees are appointed by the Executive.

ARTICLE 18 ALTERATION OF STATUTES

The General Assembly only has the authority to alter the Statutes.

Motions involving alteration of the Statutes must be sent to the Secretary-General at least one year before the date set for the next General Assembly. These motions are then sent by the Secretary-General not later than 6 months before the next General Assembly to the National Associations and to the Individual Members.

Decisions related to an alteration of the Statutes require a majority of two thirds of the members voting.

ARTICLE 19 DISSOLUTION

The decision to dissolve the Association requires two thirds of the votes of the members at the General Assembly specially summoned for this purpose. If two thirds of the members are not represented at this General Assembly the decision shall be submitted to all National Associations and Individual Members by referendum.

In case of dissolution of the Association, the remaining assets are handed over, through the Executive Committee to organizations whose aims are close to those of the Association after settlement of all liabilities of the Association.

BY-LAWS for THE MEDICAL WOMEN'S INTERNATIONAL ASSOCIATION (revised November 2018)

HEAD OFFICE ARTICLE 1

The legal Head Office of the Association is in Geneva, Switzerland, in the Chambers of Mr. Alfred Borel, 2 Rue Jargonnant, 1211 Geneva 6. The Association maintains a virtual office for its Secretariat.

ARTICLE 2

Meetings of a scientific and professional nature must not be in contradiction to the stance of MWIA

ARTICLE 3

The official language of the Association is English but the country in which the meeting is held may use its own language provided that simultaneous translation is available and the expenses due to this are borne by the National Association concerned.

ARTICLE 4

The minutes of the meeting of the General Assembly are published by MWIA and distributed to the National Associations and Individual Members within 12 months.

THE EXECUTIVE COMMITTEE

ARTICLE 5

The Executive Committee (known as The Executive) is the decision-making body of the association between the General Assemblies. It

- 1) Reviews and evaluates the activities of the Association and recommends to the General Assembly practices and projects suitable to further the activities of the Association.
- 2) Assures the management functions for which it is responsible.
- 3) Appoints the chairs and members of committees.
- 4) Receives and evaluates the reports of all the committees.
- 5) Appoints representatives to other international organizations to whom MWIA is affiliated.
- 6) Supports the president in carrying out the strategy of the association.
- 7) Adopts the budget proposed by the Treasurer and the Finance Committee and ensures that the organization functions in a fiscally responsible manner.
- 7) Follows up the budget reports during the budget year.
- 8) Reports to the General Assembly on the financial aspects and other activities of the Association.
- 9) Undertakes all other obligations provided for by the Statutes and By-Laws.
- 10) In an emergency situation the Executive will assure the arrangements of the Congress. The Executive recommends to the General Assembly the appropriate venue after investigation considering economic and geographic factors.

ARTICLE 6

The MWIA President is a member of the MWIA executive, the decision-making body of the association. Her role is to be the strategic and policy lead. In this role the President is supported by the Secretary General and the executive with whom she keeps in close communication.

The President is an ex officio member without voting rights of all committees except if there is a tie, the President can cast the last vote.

The term of her presidency is three years; the president is not eligible for re-election for a second term.

The President:

- 1) Presides over meetings of the General Assembly and the Executive
- 2) Is the main spokesperson for the association
- 3) Is the strategic and policy lead of the organization and with the support of the executive initiates new projects and studies.
- 4) In consultation with the Secretary General, directs the administration of the Association and is responsible for carrying out the policy of the Association.
- 5) Along with the Secretary General, signs all legal documents authorized by the Executive and within the limits of the Association's concerns.
- 6) In consultation with the Executive, proceeds with nominations and appointments required by the activities of the Association which are not stated in the Statutes and By-Laws.

- 7) Represents the Association at meetings of other organizations or if indicated along with the Secretary General arranges for representation, representatives being nominated by the Executive committee.
- 8) Is an ex officio member on all MWIA committees
- 9) Is responsible for all the activities dependent on her office.
- 10) Presides over meetings of the General Assembly and the Executive
- 11) If for any reason the removal from office is irreversible the President-elect will assume the presidency.

ARTICLE 7

The MWIA President-elect is a member of the MWIA executive, the decision-making body of the association. In this role, she works closely with the President, the Immediate Past President, the Secretary General and the Executive with whom she keeps in close communication. Her role is essentially that of shadowing the President, and learning what will be required of her when she becomes President.

Every President-elect needs to choose a theme and plan activities around this theme to be presented to the membership during her presidential speech after her inauguration at the end of the triennial MWIA meeting.

The President-elect is an ex officio member without voting rights of all committees. Her term of office is three years. She assumes the office of President at the end of the last session of the next General Assembly

The President-elect assumes the Presidency in case of death or inability of the President to carry out her duties during the President's term of office.

Should the President-elect not be able to carry out her duties due to death or inability, the position will not be replaced until the next election cycle.

ARTICLE 8

The Secretary General is a member of the MWIA executive, the decision-making body of the association. She directs the administration of the association in consultation with the President and Executive and in this role she ensures the smooth running of the virtual office. She keeps in close communication with the President who is the main spokesperson and leads the organization. She supports the President and the executive in their decision-making roles.

The Secretary General is an ex officio member without voting rights of all committees. Her term of office is three years with the opportunity to be elected for a second term.

The Secretary General, together with the President, President-elect and Treasurer plays a key role in sustaining MWIA as a well-run and financially secure organization on the world stage. She facilitates, monitors, collects data and prepares information for the Executive. Details of her roles can be found on the job description as posted on the MWIA website.

If for any reason the removal from office is irreversible, the Executive shall appoint a substitute for the remainder of the current triennium.

ARTICLE 9

The MWIA Treasurer is a member of the MWIA executive, the decision-making body of the association. The main duties of the Treasurer are to oversee the MWIA's financial administration, review procedures and financial reporting, advise the Executive on financial strategy and advise on fundraising. It is essential that she seeks financial advice as necessary.

The Treasurer is an ex-officio member without voting rights of any committee concerned with financial business.

Her term of office is for 3 years and can be renewed for a second term.

If for any reason the removal from office is irreversible, the Executive shall appoint a substitute for the remainder of the current triennium.

The Treasurer:

- 1) Is responsible for precise keeping of accounts of all assets, funds, investments, bank accounts and other properties of the Association.
- 2) Prepares a timeline for annual payments such as dues to international associations (eg WHO, European Women's Lobby)
- 3) Ensures that timely dues notices are sent to National associations and Individual members and payment is acknowledged with receipts (by email)
- 4) Sends out reminders when dues have not been paid
- 5) Notifies the executive when membership of associations need to be suspended or statutory status is lost
- 6) Makes all payments that are requested and have been agreed by the Executive Committee.
- 7) Along with the President and Secretary General is a signatory for payment with 2 of these 3 signatures being a requirement on transactions
- 8) Presents the Executive with the annual budget in consultation with the Finance Committee and ensures the Executive Committee understands its financial obligations including compliance with tax regulations
- 9) Presents the audited accounts to the Executive annually. An **external** auditor appointed by the Executive needs to follow international accounting principles in the review of all financial records.

ARTICLE 10

The Vice-Presidents

Each Vice President is a member of the executive, the decision-making body of the organization. Each Vice-President represents a geographic region. The term of office is three years. There is an option to be elected for a second term.

Some regions have a pre-determined rota of countries that will nominate the Vice President that precludes a second term. To be eligible for election, the candidate's national association or individual member must be current with their dues for the last triennium and be members in good standing. Individual Members are also eligible to represent the region to which they belong.

Each Vice-President within the limits of her region:

- 1) Shall encourage interest in the Association.
- 2) Studies and reports on professional problems and organizes exchanges of information on matters that concern medical women.
- 3) Organizes, as far as possible, regional meetings to discuss the business of the Association, scientific and professional matters which take into account the aims of the Association.
- 4) Includes the Individual Members of her region in her activities.
- 5) Encourages the establishment of new National Associations.
- 6) Works closely with the national coordinators of their region

ARTICLE 11

The immediate past President is a member of the MWIA executive, the decision-making body of the association. In this role, she works closely with the President, the president-elect, the Secretary General and the Executive with whom she keeps in close communication. Her role is advising and supporting the president and the MWIA executive in their decision making processes.

The immediate past President is an ex officio member without voting rights of all committees. Her term of office is three years.

If for any reason the removal from office is irreversible, the Executive shall not name a substitute for the remaining current period.

ARTICLE 12

A term of office for members of the Executive means the time interval between one General Assembly and that following.

ARTICLE 13

The nomination of candidates for the Executive by the National Associations and Individual Members must be accompanied by a curriculum vitae and personal statement and by their acceptance of the nomination in writing. Only candidates from associations in good standing who have paid their dues can run for any executive position.

ARTICLE 14

The nomination of candidates to the Executive is made as follows:

Through the Secretariat, the Executive invites the National Associations and the Individual Members to submit the names of their candidates for the offices of President-Elect, Secretary-General, Treasurer and Vice-Presidents at least eighteen months before the next General Assembly. The Vice-President for each region is nominated only by the members of that region, but nominations for the other positions can come from any region and the names proposed do not need to be limited to members from their own regions.

The Executive reviews the nomination of candidates as to their eligibility for

presentation to the General Assembly. The nominations are to be received by the Secretary-General at the latest 12 months before the next General Assembly.

The list of all candidates to be presented to the General Assembly is circulated with a summary of each curriculum vitae and personal statement to the National Associations and Individual Members at least six months before the next General Assembly.

Comments concerning nominations must reach the Secretariat at least three months before the next General Assembly.

ARTICLE 15

Members of the Executive must receive 2/3 (two thirds) of the votes of those voting in order to be elected. If this majority is not obtained after the first ballot a second ballot is taken and the candidate obtaining the highest number of votes is elected.

If there are two or more nominations for the same office in the Executive, the election is conducted by secret ballot.

For the position of Vice President for the region, it is advantageous to the region if it can decide itself at a regional business meeting who the candidate will be and put forth a single candidate on the nomination form. If there is more than one candidate, the election will take place at the General Assembly and all national associations and individual members will be allowed to cast their votes, not just members of that region.

MWIA NATIONAL COORDINATOR ARTICLE 16

Each National Association has an MWIA National Coordinator who is responsible for liaison with the Association.

She presents an annual report on the activities of the members of her National Association and provides the MWIA Secretariat with required information. She performs other duties as necessary.

ASSETS ARTICLE 17

The annual subscription is due on the first of July each year. The amount of the dues will be determined at each General Assembly.

COMMITTEES ARTICLE 18

The Executive according to need, creates standing or ad hoc Committees. The General Assembly may also recommend committees.

The Executive sets the terms of reference for these Committees.

The Executive appoints the Chair and members of the Committees. Members can be suggested by the associated MWIA members in good standing or by invitation of the executive. Only members from associations in good standing can serve on committees. Appointments shall be reviewed at the beginning of each term.

**EXTERNAL AUDITORS
ARTICLE 19**

The external auditors shall audit the accounts annually or more often as required by the Executive or at least 5 National Associations in two regions.

**LIABILITY OF THE OFFICERS
ARTICLE 20**

No officer shall be personally liable for any action undertaken on behalf of the Association while executing her fiduciary duty and her duty of care.

**REVISION OF THE BY-LAWS
ARTICLE 21**

Revision of the Statutes and By-Laws or any part of them shall be approved by the General Assembly.

**SUSPENSION OF MWIA
ARTICLE 22**

In the event of war or other disaster MWIA may go into temporary suspension.