



Constitution

of the

EUROPEAN WOUND MANAGEMENT ASSOCIATION

EWMA Constitution

A Name

The name of the Association is the European Wound Management Association ("the charity").

B Administration

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with the constitution by the members of the Council constituted by clause F of this constitution ("the Council").

C Objects

The objects of the Charity are:

1. To promote the advancement of education and research into the nature, epidemiology, pathology, diagnosis, prevention and management of wounds of all aetiologies.
2. To organize and promote training courses and national and international conferences.
3. To provide bursaries towards travel expenses and conference fees for those persons attending such conferences, congresses and meetings where individual persons are in financial need of such expenses.

D Powers

In furtherance of the objects but not otherwise the Council may exercise the following powers:

(i) power to raise funds and to invite and receive contributions provided that in raising funds the Council shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;

(ii) power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity with repayment of the money so borrowed;

(iii) power to employ such staff (who shall not be members of the Council) as are necessary for the proper pursuit of the objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;

(iv) power to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;

(v) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;

(vi) power to appoint and constitute such advisory committees as the Council may think fit;

(vii) power to do all such lawful things as are necessary for the achievement of the objects;

(viii) power to delegate the day to day management of the Association to a committee designated the Executive Committee which will consist of those officers specified in the Rules.

The Executive Committee has the power to make decisions related to the activities of the charity. These decisions can be made at face to face meetings or by telephone conferencing as an alternative to face-to face meetings.

E Membership

(1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objects and who has paid the annual subscriptions laid down from time to time by the Council.

(2) Every member shall have one vote.

Members who are allowed to vote in the Council election are only those members who have registered as members before 1 January the year of the election.

(3) The Council may by unanimous vote and for good reason terminate the membership of any individual: Provided that the individual concerned shall have the right to be heard by the Council accompanied by a friend, before a final decision is made.

F The Council of the Association

(1) The Council shall consist of not less than 15 members, comprising:

(a) The honorary officers specified in the subsequent clause;

(b) Not less than seven (7) members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting;

(c) Five (5) members who shall be elected by the Cooperating Societies Committee, under the provisions set out in the Rules of the Association.

To ensure balance between professions on council a minimum of 5 of the Council members elected by individual members of EWMA must be nurses, and minimum of 5 of Council members elected by individual members of EWMA must be doctors (specialities not defined). The remaining seats in council can be occupied by other specialities or additional doctors and nurses. This rule does not apply to Council members elected by the Cooperating Organisations.

(2) The Council may in addition appoint not more than 3 co-opted members but no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Council would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Council called under clause J and shall take effect from the end of that meeting until the end of the Annual General Meeting (AGM) of the Association following their appointment.

(3) Members of the council shall retire from office at the end of the third AGM next after the date on which they came into office. Members of Council may only be re-elected once but will have the opportunity to stand for election again after a one-year

break. The maximum total number of years of EWMA Council membership are 9 years (three periods of three years). A longer term (exceeding the 9-year period) in council, due to an extended term in council for a council member holding a honorary position, is exempted from this rule.

(4) The AGM and Council will ratify the election of new Council members. The Council has the option to ask a member of Council to stand down from Council if the member does not fulfil his or her obligations to Council and for good reason. The member concerned shall have the right to be heard by the Council accompanied by an individual of his/her own choosing, before a final decision is made.

(5) The proceedings of the Council shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.

(6) Nobody shall be appointed as a member of the Council who is aged under 18 or who would, if appointed, be disqualified under the provisions of clause H.

(7) No person shall be entitled to act as a member of the Council (whether on a first or on subsequent entry into office), before he or she has signed the declaration of acceptance of council membership and thereby approved the procedures and rules defined in the EWMA Constitution and Rules of the EWMA Council.

(8) The Council shall have the power to fill any vacancy in their number, the appointed member holding office until the end of the Annual General Meeting of the Association following their appointment.

(9) Urgent decisions may be taken by a majority of the Council by telephone or email. Such decisions will be ratified at the next meeting of Council.

(10) Cooperating organisation members are elected by the cooperating organisations board members at the Cooperating Organisations Board meeting held at the annual conference.

New Cooperating Organisations will be allowed to nominate and vote in the Cooperating Organisations Board election when they have been a Cooperating Organisation of EWMA for at least one year.

Cooperating organisation members are elected as fully-fledged council members for a three year period. After this period they are allowed to stand for election for a second three year period as individual members of the association (in the election of the individual members of EWMA). After this second period in council they are allowed to stand for re-election after a one year break.

(11): The maximum number of Council members from the same country of residence allowed in Council at the same time is 3.

(12): Individuals with a residence outside Europe (Definition of Europe according to the Council of Europe, including Turkey) are not eligible for election to the EWMA Council. EWMA Council may however choose to co-opt members with residence outside Europe.

G Honorary Officers

(1) Election of honorary officers:

Honorary Officers will be elected from and by the members of Council at their meeting directly following the Annual General Meeting of the Association.

Candidates for the President Elect post must be nominated by two existing council members

They will be:

The **President** who will serve for two years

The **Immediate Past President** who will serve on Council for two years, independent of election period.

The **President Elect** who will succeed to the office of President at the end of the President's term of office or sooner if it becomes vacant before completion of the full term

The **Secretary** who will serve for three years and may stand for re-election after a 1 year break

The **Treasurer** who will serve for three years and may stand for re-election after a 1 year break

The **Scientific Recorder** who will serve for three years and may stand for re-election after a 1 year break

The duties of these Honorary Officers are specified in the Rules attached to this constitution.

A member of Council, holding an honorary executive position, can, if their period of time as an elected member of Council finishes before their period of office is complete, be co-opted onto Council in order to complete their term in office (up to a maximum of 2 years). Once they become a co-opted member, a new election will take place to fill the vacant elected member position in Council. This rule does not apply to President, President Elect and Immediate Past President as their term in council is automatically prolonged should they be elected to these three posts furthering the elected term in council.

(2) Terms of election:

An honorary post or committee chair position is held for maximum 3 years. Re-election is possible only after a one year break.

A member of council holding an honorary post cannot move directly from one Honorary Officer post to another. A break of one year is obligatory before the member can stand for election for another honorary post. The posts of President Elect and President are exempt from this rule.

H Determination of Membership of Council

A member of the Council shall cease to hold office if he or she:

(1) Is disqualified from acting as a member of the Council by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);

(2) Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(3) Is absent without the permission of the Council from three consecutive meetings and the Council resolve that his or her office be vacated; or

(4) Notifies to the Council a wish to resign (but only if at least six members of the Council will remain in office when the notice of resignation is to take effect).

I Council Members not to be personally interested

(1) No member of the Council shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Council) in any contract entered into by Council.

J Meetings and Proceedings of the Council

(1) The Council shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chairman or by any four members of the Council not less than 21 days notice being given to the other members of the Council of the matters to be discussed.

(2) The President shall act as chairman at meetings of the Council. If the President is absent from any meeting, the members of the Council present shall choose one of their number to be chairman of the meeting before any other business is transacted.

(3) There shall be a quorum when at least one half of the number of members of the Council for the time being or eight members of the Council, whichever is the greater, are present at a meeting.

(4) Every matter shall be determined by a majority of votes of the members of the Council present and voting on the question but in the case of equality of votes the chairman of the meeting shall have a second or casting vote.

(5) The Council shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Council and any sub-committee.

(6) The Council may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

(7) The Council may appoint one or more sub-committees consisting of three or more members of the Council for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Council would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Council.

K Receipts and Expenditure

(1) The funds of the Charity, including all donations contributions and bequests shall be paid into an account operated by the Council in the name of the Charity at such bank as the Council shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Council.

(2) The funds belong to the Charity shall be applied only in furthering the objects.

L Property

(1) Subject to the provisions of sub-clause (2) of this clause, the Council shall cause the title to:

(a) All land held by or in trust for the charity which is not vested in the Official Custodian for Charities; and

- (b) All investments held by or on behalf of the charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Council at their pleasure and shall act in accordance with the lawful directions of the Council. Provided they act only in accordance with the lawful directions of the Council, the holding trustees shall not be liable for the acts and defaults of its members.

(2) If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the charity, the Council may permit any investments held by or in trust for the charity to be held in the name of a clearing bank, trust corporation or any stock broking company which is a member of the International Stock Exchange (or any subsidiary of any such stock broking company) as nominee for the Council, and may pay such a nominee reasonable and proper remuneration for acting as such.

M Accounts

The Council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

- (1) the keeping of accounting records for the Charity;
- (2) the preparation of annual statements of account for the charity;
- (3) the auditing or independent examination of the statements of account of the Charity; and
- (4) the transmission of the statements of account of the Charity to the Commissioners.

N Annual Report

The Council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

O Annual Return

The council shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month of [*May*] in each year or as soon as practicable thereafter.
- (2) Every annual general meeting shall be called by the Council. The agenda for the annual general meeting will be drawn up by the secretary, approved by Council and made available with the notice of meeting to all members of the charity at least 30 days before the meeting. All members of the Charity shall be entitled to attend and vote at the meeting.

- (3) The President shall be the chairman of the annual general meeting, but if he or she is not present, before any other business is transacted, the persons present shall appoint a chairman of the meeting.
- (4) The Council shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
- (5) Nominations for election to the Council must be made by members of the Charity in writing and must be in the hands of the secretary of the Council at least 30 days before the annual general meeting. Only those persons who have been members for more than six (6) months shall be eligible for nomination. Members of the charity who are employed by industry have the right to vote in general elections but cannot stand for election for EWMA Council.

Vacancies will be posted as vacancies primarily for nurses or doctors. However, if insufficient numbers of candidates with the preferred professional background wish to stand for election, the place will be offered to a candidate with an alternative professional background.

Should nominations exceed vacancies, election shall be by ballot. Those members not able to attend the Annual General Meeting will be able to vote by postal ballot prior to the meeting. Votes thus cast will be added to the votes cast by those present at the Annual General Meeting.

Should insufficient nominations be received, nominations may be accepted from the floor at the Annual General Meeting; such nominations shall be voted on by those members present.

Q Special General Meetings

The Council may call a special general meeting of the Charity at any time. If at least ten members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 30 days notice must be given. The notice must state the business to be discussed.

R Procedure at General Meetings

- (1) The secretary or other person specially appointed by the Council shall keep a full record of proceedings at every general meeting of the Charity.
- (2) There shall be a quorum when at least one tenth of the number of members of the Charity for the time being or 15 members of the Charity, whichever is the greater, are present at any general meeting.

S Notices

Any notice required to be served on any member of the Charity shall be in writing and shall be served by the secretary or the Council on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his or her last known address any letter so sent shall be deemed to have been received within 10 days of posting.

T Alterations to the Constitution

(1) Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the term of the alteration proposed.

(2) No amendment may be made to clause A (the name of the charity clause), clause C (the objects clause), clause I (Council members not to be personally interested clause), clause U (the dissolution clause) or this clause without the prior consent in writing of the Commissioners.

(3) No amendment may be made which would have the effect of making the Charity cease to be a charity at law.

(4) The Council should promptly send to the Commissioners a copy of any amendment made under this clause.

U Dissolution

If the Council decides that it is necessary or advisable to dissolve the Charity it shall call a meeting of all members of the Charity, of which not less than 30 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting the Council shall have power to realize any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Charity as the members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

ADOPTED ON THE 9th of July 2021
EWMA Annual General Meeting, Online