



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 Objectives

EWMA's core objectives are to:

- 1) Benefit people at risk of, or living with, wounds across Europe by strengthening professional knowledge, supporting healthcare providers in raising clinical standards, and expanding access to high-quality wound care through collaborative networks.
- 2) Advance education, research and professional collaboration in wound prevention, diagnosis and management across Europe, for the public benefit, by:
 - (i) Providing access to evidence-informed information and guidance for cost-effective, interdisciplinary wound diagnostics, prevention, and management.
 - (ii) Providing accessible educational resources—including publications, e-learning, webinars, conferences, and courses—for healthcare professionals, patients, and care givers across health and social care sectors.
 - (iii) Supporting specialist wound care through endorsement of qualified centres and programmes.
 - (iv) Fostering future leadership in wound care via mentorship, networking, and programmes for emerging professionals.
 - (v) Encouraging sustainable and responsible healthcare practices in wound care, aligned with relevant UN Sustainable Development Goals.

D Powers

In furtherance of the objectives, 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 objectives;

- (vi) power to appoint and constitute such committees as the Council may think fit;
- (vii) power to do all such lawful things as are necessary for the achievement of the objectives;
- (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 under clause G and in the EWMA 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 online meetings.

E Membership

- (1) Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the objectives and who has paid the annual subscriptions laid down from time to time by the Council.
- (2) Members who are allowed to vote in the Council election are only those members who have registered as members before 1 January (According to CET time zone) the year of the election. Every member shall have one vote.
- (3) The Council may by unanimous vote and for good reason terminate the membership of any individual. The individual concerned shall have the right to be heard by the Council before a final decision is made.

F The Council of the Association

- (1) The Council (Including the Honorary Officers specified under clause G) shall consist of not less than 15 members, who will be elected or appointed in the following ways:
 - (a) Not less than seven (7) members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting;
 - (b) Five (5) members who shall be elected by the Cooperating Organisations Board, under the provisions set out in the Rules of the Association.
 - (c) The Council may appoint not more than three (3) co-opted members. Each appointment shall be for a one-year term, with the possibility of renewal for up to three (3) years in total. The renewal of co-opted members will be reviewed annually during the Council meeting following the AGM. If a co-opted member decides to stand for election as an individual EWMA member or as a representative of a Cooperating Organisation, their total time in the Council (including their co-opted term) must not exceed the maximum of nine (9) years. Co-opted members have voting rights in the Council and may be candidates for Honorary Positions (Specified under clause G) if vacancies arise during their term. If a co-opted member is elected to an Honorary Position, their maximum three-year co-opted term will be extended by the duration of their Honorary Position.
 - (d) The Council may appoint advising members to contribute specific expertise or knowledge relevant to EWMA's strategic decisions, as well as new and ongoing projects and activities. To ensure flexibility in addressing expertise needs, appointments can be made as required. When a need arises, an open call for candidates will be announced, and the most suitable candidate will be selected and appointed by the Council for a term of one year. Reappointments may be made on a yearly basis, depending on the continued need for their

expertise. Advising members will not have voting rights in the Council but will be invited to attend all Council meetings.

(2) 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 physicians (specialities not defined). The remaining seats in council can be occupied by other specialities or additional physicians and nurses. This rule does not apply to Council members elected by the Cooperating Organisations.

(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 an 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 via an online meeting or email.

(10) Council members elected by the Cooperating Organisations are elected by the Cooperating Organisations Board members at their annual meeting which is held during the annual EWMA conference or online, in case a face-to-face meeting is not possible to organise.

New Cooperating Organisations will be allowed to nominate and vote in the EWMA Council election by the Cooperating Organisations Board 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 three (3).

(12) Individuals with a residence outside Europe (Definition of Europe according to the [Council of Europe](#) list of member states, 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. The Honorary Officers will populate the Executive Committee.

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

The **Treasurer** who will serve for three years

The **Scientific Recorder** who will serve for three years

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

The duties of these Honorary Officers are specified in the *EWMA Rules*¹.

A member of Council, holding an honorary executive position, can, if their term as an elected member of Council finishes before their period of office is complete, be co-opted onto Council to complete their term in office (up to a maximum of two (2) years). Once they become a co-opted member, a new election will take place to fill the vacant elected member position in Council, unless the member elected for the honorary position was already co-opted into 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

A member of council holding an honorary post cannot move directly from one Honorary Officer post to another. 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 they:

¹ The *EWMA Rules* include guiding principles for the organisation of EWMA Council and EWMA Committees, Groups and Networks. The *EWMA Rules* may be amended by Council.

- (1) Is disqualified from acting as a member of the Council by virtue of the Charities Act 2022 (or any statutory re-enactment or modification of that provision),
- (2) Become incapable by reason of illness or injury of managing and administering their own affairs,
- (3) are absent without the permission of the Council from three consecutive meetings and the Council resolve that their office be vacated or,
- (4) Notifies to the Council a wish to resign (but only if at least 15 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 by Council.

J Meetings and Proceedings of the Council

- (1) The Council shall hold at least two ordinary meetings each year. These may be held online or face-to-face. A special meeting may be called at any time by the President or by any member of the Council with not less than 21 days' notice being given to the other members of the Council.
- (2) The President shall act as chairman at meetings of the Council. If the President is absent from any meeting, the meeting will be chaired by the President Elect, The Immediate Past President or the Honorary Secretary, in order of appearance.
- (3) There shall be a quorum when at least one half of the number of members of the Council for the time being or twelve (12) 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. 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 of the discussions and decisions 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.

K Receipts and Expenditure

- (1) The funds of the Charity, including all donations contributions and bequests shall be paid into an account overseen by the Council, represented by the EWMA Treasurer in the name of the Charity at such bank as the Council shall from time to time decide.
- (2) The funds belong to the Charity and shall be applied only in furthering the objectives.

L Property

(1) Concerning Property of the Charity, the following applies:

All funds belonging to the Charity will be held as cash deposit in a bank account belonging to the Charity and overseen by the Treasurer, representing Council.

In case Council decides to make investments on behalf of the Charity, the investments must be entrusted 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.

Council will not use Charity cash deposits for investments in property.

M Accounts

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

- (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 UK Charity Commission.

These obligations may be conducted by a corporation entitled to act on behalf of the Council.

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) regarding 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) regarding the preparation of an annual return and its transmission to the UK Charity Commission.

P Annual General Meeting

- (1) There shall be an annual general meeting of the Charity which shall be held in the month during which the annual conference of EWMA is held each year or as soon as practicable thereafter. The meeting may be held face-to-face or via an online meeting tool.
- (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, in case this is needed to maintain the balance between nurses and physicians in council stated in clause F1. 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 online ballot.

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 for any member of the Charity shall be in writing and shall be sent by the secretary or the Council via the email address provided by the member in connection with the registration as a member of the Charity.

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 UK Charity Commission.

- (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 UK Charity Commission 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 objectives similar to the objectives 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 UK Charity Commission.

*Revision ADOPTED ON THE 28th of March 2025
EWMA Annual General Meeting*