

# MEDICAL WOMEN'S INTERNATIONAL ASSOCIATION

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# MWIA

## STATUTES AND BY- LAWS



Revised  
June 26, 2022

Signed by:

Dr. Eleanor Nwadinobi  
President  
MWIA

Dr. Mariam Jashi  
Secretary General  
MWIA

**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 will be at all times be able to change the locality of its Head Office and likewise 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**

There can be only one affiliated National Association for each country unless there are exceptional circumstances considered by the Executive Committee and admission recommended to the General Assembly. In that case, each Association would be allowed their own voting rights.

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

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

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

### **b) Individual Members**

Any Medical Woman 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.

## **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 votes
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.

## **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 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 in 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 nominate a substitute for the remaining current period should this 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 EXTERNAL AUDIT**

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 on behalf of MWIA.

## **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 the event of the dissolution of the Association, the available assets will be attributed in their entirety to another institution which pursues a goal of public interest similar to that of the Association, and which has been granted tax exemption. On no account may the assets revert to the physical founders or the members, nor may it be used in any way, either wholly or partly, for their benefit.

**BY-LAWS**  
**For**  
**THE MEDICAL WOMEN'S INTERNATIONAL ASSOCIATION**

**HEAD OFFICE**  
**ARTICLE 1**

The Association maintains a virtual office for its Secretariat.

**GENERAL ASSEMBLY**  
**(ARTICLE 2-6)**  
**ARTICLE 2**

Each National Association and the Individual Members shall inform the Executive Secretary in writing of the names of their delegates and substitutes in good time before the meeting of the General Assembly.

**ARTICLE 3**

In the absence of a delegate, her voting right is exercised by her official substitute. As far as possible, the MWIA National Coordinator of each National Association shall be a delegate.

**ARTICLE 4**

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

**ARTICLE 5**

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 6**

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 of the last meeting.



**THE EXECUTIVE COMMITTEE**  
**(ARTICLE 7-18)**  
**ARTICLE 7**

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. Adopts the budget on the basis of the budget proposed by the Treasurer and the finance Committee.
7. Reports to the General Assembly on the financial aspects and other activities of the Association.
8. Undertakes all other obligations provided for by the Statutes and By-Laws.
9. 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.

The signature powers, whether single or joint, of the members of the Executive shall be determined from time to time and duly registered in the commercial register of the locality of its Head Office.

**THE PRESIDENT**  
**ARTICLE 8**

The **MWIA President** is a member of the MWIA executive, the decision-making body of the association. Her role is

1. 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.
2. 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.
3. The term of her presidency is three years; the President is not eligible for re-election for a second term.
4. In consultation with the Secretary General, she directs the administration of the Association and is responsible for carrying out the policy of the Association.
5. Along with the Secretary General she 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. Is responsible for all the activities dependent on her office.
8. Presides over meetings of the General Assembly and the Executive
9. If for any reason the removal from office is irreversible, the President-elect will assume the presidency.

## **MWIA PRESIDENT- ELECT ARTICLE 9**

**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 at which she was elected.

### **The President-Elect:**

1. Assumes the Presidency in case of death or inability of the President to carry out her duties during the President's term of office.
2. 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
3. Should the President-elect not be able to carry out her duties due to death or inability, the position will not be replaced for the remainder of that term.

## **SECRETARY GENERAL ARTICLE 10**

**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 may employ an Executive Secretary on the recommendation of the Executive. 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 re-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 that term.

## **MWIA TREASURER ARTICLE 11**

**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 that term.

### **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 (e.g. 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 all 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

## **THE VICE-PRESIDENTS ARTICLE 12**

### **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 re-elected for a second term.

Some regions however, 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 the 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 for information on matters that concern medical women.
3. Organizes, as far as possible, regional meetings to discuss the business of the
4. Association, scientific and professional matters which take into account the aims of the Association.
5. Includes the Individual Members of her region in her activities.
6. Encourages the establishment of new National Associations.
7. Works closely with the National Coordinators of their region.

### **IMMEDIATE PAST-PRESIDENT ARTICLE 13**

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 position will not be replaced for the remainder of that term.

### **ARTICLE 14**

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

### **ARTICLE 15**

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 Affiliated Associations in good standing who paid their dues can run for any executive position.

**NOMINATIONS OF CANDIDATES FOR EXECUTIVE  
ARTICLE 16**

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, eighteen months before the next General Assembly. The deadline for receipt of nominations is exactly 12 months before the 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.

**ARTICLE 17**

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 18**

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 19**

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 20**

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 21**

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 22**

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.

**MEDICAL STUDENTS  
ARTICLE 23**

Affiliated National Associations may choose to have medical students as Associates according to the rules applicable to the medical profession in their countries

**REVISION OF THE BY-LAWS ARTICLE 24**

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

**SUSPENSION OF MWIA  
ARTICLE 25**

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

Signed by:

Dr. Eleanor Nwadinobi  
President  
MWIA



Dr. Mariam Jashi  
Secretary General  
MWIA

