

Constitution

Name, objects and domicile of the Association

1

The name of the Association is Maternity Worldwide Denmark (hereinafter abbreviated "MWW") founded in 2005.

MWW is the sister organization of Maternity Worldwide founded in 2002 in the UK.

2

The objects of the Association are:

the preservation and protection of the health of women undergoing childbirth, in particular through the provision of doctors, midwives and other personnel working in maternity units in developing countries.

the education of the population in developing countries – on the basis of research and evidence-based knowledge.

the dissemination of knowledge of maternal mortality in the developing world and of the End Poverty 2015 Millennium Development Goals.

3

The domicile of the Association is c/o Illa Westrup Stephensen, Høeghsmindevej 75, st., 2820 Gentofte, Denmark.

Membership

4

Membership of the Association shall be open to anyone interested in and willing to further or support the objects of the Association.

5

Application for membership shall be made by contacting either the chairman or the treasurer of the Association. Membership is not considered valid until the candidate has paid his/her subscription.

6

Subscription shall be paid annually in advance.

7

An application for membership can be denied where special reasons speak in favour thereof, and if 2/3 of the members of the Executive Committee vote in favour of such a decision. If the rejected candidate still wishes to become a member, the decision of the Executive Committee shall be tried at the upcoming annual general meeting.

8

Membership shall automatically cease upon unpaid subscription.

The rights and duties of members

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The members shall be obliged to observe the laws, rules, objects and code of conduct of the Association.

Subscription

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Any membership shall be valid from 1 May and one year ahead.

11

The annual general meeting shall determine the subscription amount. Full subscription is paid by those members who join the Association from 1 May – 31 October. Following this, subscription is charged at half price.

The Executive Committee

12

The Executive Committee shall be responsible for the daily management of the Association's business. The Executive Committee may employ a managing director to carry out the job.

13

Members of the Executive Committee shall be elected at the annual general meeting for one year. However, the first Executive Committee shall be elected for a period of 3 years. The chairman and auditor shall also be elected at the annual general meeting. Re-election is possible.

14

The Executive Committee shall consist of 4-8 members.

15

After the annual general meeting, the Executive Committee shall be obliged to elect among themselves a chairman, a deputy chairman, a treasurer and, if necessary, ordinary members.

16

The Executive Committee shall determine its own order of business, which should be made public to the members.

There shall be a quorum when 3 members of the Executive Committee are present.

17

The members of the Association are not entitled to participate in the meetings of the Executive Committee.

Annual General Meeting

18

The supreme authority of the Association shall be the annual general meeting.

19

The general meeting shall be held annually in either the 1st or 2nd quarter.

20

Notice of the annual general meeting shall be made in writing 2 weeks before the holding of such a meeting.

21

Any member who is able to document a right to participate in the annual general meeting by presenting a receipt for paid subscription, shall be entitled to appear at such a meeting.

22

The notice of the annual general meeting shall contain the following items:

- 1) Election of chairman of the meeting
- 2) Election of person taking the minutes
- 3) Approval of the minutes

- 4) Report prepared by the Executive Committee
- 5) Accounts
- 6) Budget
- 7) Proposals received
- 8) Election of members of the Executive Committee
- 9) Election of auditor, if required
- 10) Determination of subscription
- 11) Miscellaneous

23

Any member who has paid the subscription shall be entitled to vote at the annual general meeting. All members shall have one vote.

All resolutions shall be made by ordinary majority vote.

24

No voting by proxy shall be permitted, and no member present at the annual general meeting can represent more than one member by proxy.

25

A chairman who is elected by those present at the annual general meeting shall take the chair.

26

The Executive Committee represented by its chairman shall submit the report on the activities of the Association.

27

The members of the Executive Committee are elected at the annual general meeting as is the auditor, if any.

28

Members, who, added to the forwarded agenda, wish to put a proposal to a vote, shall submit such proposals to the chairman 8 days prior to the holding of the general meeting.

29

In case one of the members requests the vote to be cast in writing, such a request shall be granted.

Special general meeting

30

Where 1/3 of the members request for a special general meeting to be held, such a request shall be granted.

31

The presiding Executive Committee shall be responsible for preparing and forwarding the notice of the special general meeting. The Executive Committee shall also account for the reason for convening a special general meeting.

32

The special general meeting shall follow the same procedures as those of the annual general meeting, cf clauses 20-29 of this Constitution.

Accounts and assets

33

As at 1 January 2010, the Association's accounting year shall run from 1 January to 31 December.

34

Next year's subscription shall be determined by the members present at the annual general meeting.

35

The managing director and the treasurer shall collect revenue and pay any expenditure approved by the Executive Committee.

36

The Executive Committee shall be answerable to those present at the general meeting for the budget and accounts.

37

The accounts shall be audited by the accountant, if any, elected at the annual general meeting.

Powers and liability

38

The Association shall be bound by the signature of the managing director in all normal financial transactions under DKK 15,000. However, as regards the financial transactions of an extraordinary nature or of major significance as well as transactions exceeding an amount of DKK 15,000, the Association shall be bound by the signatures of the chairman or two members of the Executive Committee jointly with the managing director.

39

None of the members of the Association shall be personally liable for any obligations incurred. However, the standard principles relating to the law of torts and associations shall apply.

Amendments

40

This constitution may be amended by a 2/3 majority at a general meeting, which can also be a special general meeting. However, if the amendment concerns clauses 2, 38, and 40 of this constitution, such amendments must be made at two consecutive general meetings, one of which being the annual general meeting.

The amendments of this constitution shall become effective as at the general meeting, on which they are adopted.

Winding-up

41

Dissolution of the Association can only be made by a 2/3 majority vote at two consecutive general meetings, one of which being the annual general meeting.

Upon winding up, any net assets shall be transferred to the fund of Læger uden Grænser / Doctors without Borders, Kristianiagade 8, 2100 Copenhagen Ø, Danmark, CVR-nr. 17 01 00 77.

Dates

42

This constitution was thus adopted at the Association's first general meeting held on 27 June 2005 as amended on 29 January 2010.