

This translation attempts to be as literal as possible without jeopardising overall continuity. Differences may occur in translation and, if they do, the Dutch text will prevail, provided that, insofar as legally possible, the English text will prevail between the members of the association and the bodies of the association.

ARTICLES OF ASSOCIATION

as of 20 May 2010

of the association:

International Confederation of Midwives,
with its registered office in The Hague

ARTICLES OF ASSOCIATION

Name and registered office

Article 1

- i) The association shall bear the name: **International Confederation of Midwives**, hereinafter referred to as '**the Confederation**' or '**ICM**'. The Confederation is an association as referred to in Book 2, Title 2 of the Civil Code of The Netherlands.
- ii) The Confederation shall have its registered office in The Hague (The Netherlands).

Aims and objectives

Article 2

- i) The aim of the Confederation shall be:
to advance worldwide the goals and aspirations of midwives in the attainment of improved outcomes for women, their newborns and families during the childbearing cycle, using the ICM midwifery philosophy and model of care.
- ii) The objectives of the Confederation shall be to:
 - 1. work to improve women's health globally;
 - 2. promote and strengthen the midwifery profession;
 - 3. promote the aims of the Confederation internationally.
- iii) These aims and objectives will be achieved through the vision and mission

of the Confederation as stated in the by-laws.

Eligibility

Article 3

Members of the Confederation shall be:

- i) associations of midwives, which may include student midwives in their membership, the term 'midwife' being as described in the ICM document 'International Definition of the Midwife';
- ii) where midwives, nurses and other health professions are represented by a single association and where no specific midwifery association exists in membership with the Confederation, that association representing that section which represents the interests of midwives, provided that:
 - a. a midwifery association or section exists with its own chairperson; and
 - b. meetings for the conduct of midwifery affairs are held separately from those of other professions.

Qualification for membership

Article 4

An association applying to become a member of the Confederation shall:

- i) consist primarily of midwives;
- ii) have duties and objectives that are in harmony with those of the Confederation;
- iii) be willing to pay an admission fee and annual fees in such form and within such time limits as may be decided by the Council.

Applications for membership

Article 5

- i) An association may apply for membership of the Confederation by submitting a written application to the Secretary-General (as referred to in article 24 paragraph i) with a copy of its constitution.
- ii) The Board shall decide on admitting members to the Confederation and approve members of the Confederation that meet the qualifications for membership.
- iii) Any association which is refused membership shall have the right to appeal to the Council at its next meeting.
- iv) The Secretary-General shall maintain a register in which the names and addresses of all the members of the Confederation shall be listed.

Suspension of rights

Article 6

The Member Association which is in arrears with its financial obligations to the Confederation for a period of time as set out in the by-laws will be given notice by the Board of its intention to recommend to the Council that it be suspended. The Council, when deciding to suspend a Member Association, shall determine the conditions - which may include being placed on an inactive list - under which membership of the Confederation is terminated and the length of time that is to elapse before termination.

Termination of Membership

Article 7

- i) Membership terminates:
 - a. as a result of the dissolution of the Member Association;
 - b. as a result of a Member Association resigning;
 - c. as a result of membership having been terminated by the Confederation because:
 - the Member Association in question ceases to meet the qualifications for membership as laid down in these articles of association;
 - the Member Association in question fails to meet and comply with its obligations in respect of the Confederation;
 - in all reasonableness the Confederation can no longer be required to allow the membership in question to continue;
 - d. as a result of disqualification because:
 - the Member Association acts in conflict with these articles of association, the rules and regulations which apply or the resolutions adopted by the Confederation; or
 - the Confederation has been unreasonably disadvantaged by the Member Association in question.
- ii) Terminating membership on the part of the Confederation shall be carried out by the Board.
- iii) Terminating membership on the part of a Member Association shall be carried out by giving notice in writing to the Board.
- iv) Terminating membership on the part of a Member Association or on the part of the Confederation may solely be carried out in writing, at the end

of a calendar year and in compliance with a period of notice of one month. Membership may however be terminated effective immediately should the Confederation or the Member Association in question no longer, in all reasonableness, be required to allow the membership to continue.

- v) A Member Association may also give notice to terminate its membership and even do this effective immediately within one month after having been informed that a resolution has been adopted to change the legal entity or form of the Confederation, merge, or sub-divide. A Member Association shall not be entitled to give notice to terminate membership effective immediately should monetary rights and obligations be amended.
- vi) Disqualification from membership shall be carried out by the Board.
- vii) Should a resolution be adopted to terminate membership on the part of the Confederation and should a decision be made to disqualify a Member Association from the membership of the Confederation, the Member Association concerned shall retain the right to appeal provided any such appeal is instituted within two months after receipt of the notice to terminate, which appeal shall be required to be submitted to the Council at its next meeting.
- viii) The Member Association in question shall be notified within two months, in writing, as to the decision, together with reasons for making the decision. For the period during which any appeal is underway and pending the appeal, the Member Association in question shall be suspended.
- ix) When membership terminates in the course of the Confederation's year, the annual contribution due shall remain due in full.

Governance

Article 8

The Confederation has the following bodies:

- i) the Council;
- ii) the Board.

Regions

Article 9

The Council shall group the members of the Confederation into geographical regions. By-laws may further regulate the organisation of the regions and matters pertaining to meeting and decision making on the part of the regions.

The Council

Article 10

All authority in respect of the Confederation, which is not imposed by Dutch law or these articles of association on other bodies, shall be retained by the Council.

Composition of the Council

Article 11

The Council shall consist of all the Member Associations, each represented by one or two delegates.

Meetings of Council

Article 12

- i) A Council meeting shall be held at least once a year.
- ii) Annually, and no later than six months after the close of the Confederation's year, a Council meeting shall be held, which shall deal with, inter alia, the annual report and the annual accounts and explanatory notes as referred to in article 23, together with the certification by the Confederation's auditors for the previous financial year.
- iii) Other Council meetings may be held as frequently as the Board shall deem to be desirable. The Board is moreover authorised and indeed bound, should a written request be made to this end, by at least as many Member Associations as shall be required to cast one tenth part of the votes of the full membership, to convene a Council meeting and do so within a time period of no longer than four weeks. Should no response have been given to the aforementioned request within fourteen days the Member Associations submitting the request may themselves convene a meeting in accordance with that stipulated by article 13.
- iv) All official delegates of Member Associations, the Board members and observers including all midwives belonging to a Member Association shall be eligible to attend meetings of the Council.
- v) Only official delegates of Member Associations and the Board members may speak at a Council meeting.
- vi) Only official delegates of Member Associations may vote on all matters at a Council meeting. Board members may vote at a Council meeting, providing they do not cast more than fifty percent (50%) of the votes cast at the meeting and they are not entitled to vote on financial matters as

defined in the by-laws.

- vii) Every Member Association, if not suspended, represented by one or two official delegates or by written proxy, shall retain the right to cast two votes. Every Board member, if not suspended, shall retain the right to cast one vote.
- viii) A Member Association may cast votes by granting a written proxy to a fellow Member Association or one of the Board members. Board members may only carry directed proxies.
Voting at the meeting of the Council held in conjunction with a triennial congress can only be done by the delegates of each Member Association and not by proxy.
- ix) Delegates of suspended Member Associations shall not be afforded access, aside from that determined in the following full sentence and suspended Board members shall also not be afforded access to a Council meeting. Delegates of Member Associations who have been suspended shall however be afforded access to the meeting at which the decision to suspend those Member Associations is to be dealt with and those delegates shall be entitled to speak in connection with the proposed suspension.

Convening a Council meeting

Article 13

- i) The Council meetings shall be convened by the Board, without prejudice to that determined by article 14, paragraph iii. Convening a Council meeting shall be done in writing by forwarding a document to the addresses of Member Associations as listed in the register of members. The time period to be complied with in connection with convening a Council meeting shall amount to no less than thirty days.
- ii) When convening a Council meeting the subjects to be dealt with at that meeting shall be listed, without prejudice to that stipulated by articles 25 and 26.

Quorum Council meeting

Article 14

The quorum of a meeting of the Council shall be one fourth of the Member Associations, represented by one or two delegates (or by written proxy if it is not a meeting held in conjunction with a triennial congress). If a quorum is not

present at the time appointed for such a meeting, the Board will convene a new Council meeting as stipulated in article 13.

Chair of the meeting

Article 15

- i) The meetings of Council shall be chaired by the President of the Board.
Should the President be absent, the meeting of Council shall be chaired by the Vice-President. If the President and the Vice-President are absent the meeting shall be chaired by the Treasurer.
In the exceptional case when none of the above is present a chair of the meeting is appointed by the members of the Board present.
- ii) The proceedings of each meeting shall be minuted and duly signed by the Chairperson of the meeting and the Secretary-General subsequent to those minutes having been ratified.

Voting in Council meeting

Article 16

- i) Decision making in Council shall be conducted by way of voting.
- ii) The Chairperson of the meeting shall declare the final outcome of any round of voting.
- iii) In case of an appeal against the declaration by the Chairperson of the meeting, a new round of voting shall be held. A new round of voting renders the lawful consequences of the original round of voting no longer valid.
- iv) Where these articles of association or the law do not determine otherwise, all decisions reached by the Council shall be adopted on the strength of an absolute majority of the votes cast.
- v) Abstentions shall be deemed votes not having been cast.
- vi) Should votes be tied on a proposal, a second vote shall be held. Should votes be tied once again, the proposal shall be deemed to have been rejected.
- vii) Should, when electing persons, no one person have received an absolute majority of votes, a second vote shall be held, or should a binding proposal have been made, a second vote shall be held on the candidates proposed. Should no one person once again have received an absolute majority of votes, re-votes shall be held until either one person shall have acquired the absolute majority of votes or two persons shall have been

voted for but shall have tied. Should the aforementioned re-votes (not including the second round of voting) be held, then they shall be carried out between those persons for whom votes were cast in the previous round of voting, with the possible exception of the person who acquired during that previous vote the smallest number of votes. Should more than one person have acquired the smallest number of votes during the previous vote, lots shall be drawn to determine who may not participate in the re-vote. Should a vote between two persons be tied, lots shall be drawn to determine which of these two persons shall have been chosen.

- viii) All voting on appointing persons shall be carried out by means of written ballots or electronic voting. All other voting shall be done orally unless the Chairperson of the meeting is of the opinion that casting written ballots is desirable or unless one of those enfranchised shall desire this and make this desire known prior to votes being cast. Written ballots shall be unsigned, blank ballots. Decision-making by means of show of hands may be implemented unless one of those enfranchised shall require that a poll and a count be carried out.

Board

Article 17

- i) The Board of the Confederation shall consist of a set number of persons from each region of the Confederation and a President, Vice-President and Treasurer. The Council shall decide on the number of persons per region. The Council shall appoint the Board members. The Board members must be members of a Member Association, enjoying full rights, and therefore are non-members of the Confederation itself.
- ii) The appointment of the President, Vice-President, and Treasurer shall take place during a Council meeting during the triennial council, unless there is a vacancy. There may be a non-binding proposal from a Member Association and/or the Board for the appointment of the President, Vice-President and Treasurer.
- iii) The appointment of the Board members, except for the President, Vice-President and Treasurer, takes place on the basis of a binding proposal. Each region, as referred to in article 9, shall submit a binding proposal for the appointment of Board members from this region, except for the appointment of the President, Vice-President and Treasurer.

- iv) The proposals shall be the subject of a notice included in the document forwarded convening a Council meeting.
- v) Each binding proposal may cease to be binding should a decision on this be reached by at least two-thirds of the votes cast on a resolution in the Council at which at least two-thirds of the votes may be cast.
- vi) Should no proposal have been made or should the Council meeting preclude the binding nature of the proposal in accordance with the previous section, the Council shall be at liberty to make its choice.

Terms of office - Terminating membership of the Board – Suspension

Article 18

- i) All the Board members shall assume their functions at the conclusion of the congress at which they were elected, and shall vacate office at the conclusion of the succeeding congress (a three year period), and those periods of office shall run in accordance with a roster drawn up by the Board for this purpose.
- ii) Any Board member who shall be required to resign membership of the Board because of the close of their term of office may be re-elected once immediately; a person who was appointed to fill a vacancy which had arisen shall occupy the position of their predecessor to the completion of their term and may stand for re-election once immediately.
- iii) Each Board member, irrespective of the period of their term of office, may be dismissed or suspended at any and all times by the Council.
- iv) Membership of the Board shall also terminate:
 - a. should the Board member's association's membership of the Confederation terminate;
 - b. should the Board member's association be suspended, or
 - c. upon a Board member tendering their resignation.

Tasks, responsibilities of the Board and representation

Article 19

- i) Aside from the limits imposed by these articles of association, the Board shall be charged with the governance of the Confederation.
- ii) Should the number of Board members fall below that defined in article 17 i, the Board shall remain authorised. However, the vacancy or vacancies must be filled at the next Council meeting. An interim Board member may be appointed by the Board. The number of interim Board members must

be less than half of the total number of Board members.

- iii) The Board may appoint committees to support the performance of the work of the Confederation; and allocate to these committees certain tasks and responsibilities to be undertaken under the responsibility of the Board.
- iv) Providing the Council has granted its prior approval, the Board may reach decisions as to entering into agreements to acquire, alienate or encumber registered goods and to enter into agreements by means of which the Confederation binds itself to provide a guarantee, surety or become singly and severally liable for a debt, or a co-debtor, or act for and on behalf of a third party and furnish collateral for a debt incurred by another. Should no aforementioned approval have been granted, this may be invoked in respect of third parties.
- v) Without prejudice to that determined in the last full sentence of paragraph iv, the Confederation shall be legally represented by:
 - a. two Board members, including the President and/or the Vice-President and/or the Treasurer, acting together;
 - b. the full Board.

Meetings of the Board

Article 20

- i) The Board shall meet at the time of every congress. Between congresses the Board shall meet in person at least once every year and at such other times as the Board shall decide.
- ii) The Board meeting can be attended by the Secretary-General and the chair of the next triennial congress. They may speak but have no voting right in the meeting.
- iii) By-laws may further regulate matters pertaining to the meetings and the decision-making of the Board.

Notice

Article 21

Not less than thirty days before a Board meeting the Secretary-General shall, as far as is practicable, send to each Board member, by post, fax or e-mail, a notice giving the date and place of such a meeting and an indication of the business to be conducted.

Quorum of the Board

Article 22

- i) The quorum for a meeting of the Board shall be more than half of the Board members in office.
- ii) The Board may, when it is impracticable to call a meeting, transact any urgent business by a resolution approved in writing by the majority of Board members, provided that all Board members agree in writing with this way of decision making. It shall be as valid and effectual as if it had been passed at a meeting of the Board.

Finance

Article 23

- i) The financial year of the Confederation shall run from the first day of January through to the thirty-first day of December.
- ii) Member Associations shall be bound to pay an annual membership fee which shall be determined by the Council. Membership fees shall become due and payable at the beginning of each financial year.
- iii) The Confederation shall have the power to raise money by means of membership fees, subscriptions, donations, legacies, grants-in-aid, loans and other means in accordance with Confederation policies.
- iv) The Board shall be bound to retain the records of the assets of the Confederation and all that concerning the activities conducted by the Confederation in accordance with the demands which arise out of those activities and do this in such a manner and administer those records and the books to be kept in this light, and all further documents and other data carriers that the rights and obligations of the Confederation may be tracked and plotted as a result thereof at any and all times.
- v) The Board shall issue its annual report as to the course of business conducted by the Confederation and also on policy pursued at the annual meeting as referred to in article 12 paragraph ii, unless an extension shall have been granted by the Council of the time period of six months after the close of the Confederation's year as referred to in article 12 paragraph ii.
- vi) The Board shall draw up a balance sheet of the revenues and expenses together with explanatory notes and submit that balance sheet and those notes together with the certification by the Confederation's auditors to the

Council meeting. That balance sheet and those notes shall be signed by all Board members; should any signature be missing of one or more of those Board members, reasons for this shall be given. Upon the expiry of the time period within which the accounts and report should be submitted any Board member may require the Board to meet these obligations.

Secretariat. Secretary-General

Article 24

- i) The Confederation has a secretariat to prepare and execute the Board resolutions. The Secretary-General is charged with its management.
- ii) The Secretary-General is appointed by the Board and can be suspended and dismissed by the Board.
- iii) In the by-laws as referred to in Article 27 further details can be given about the tasks, authorisation and working arrangements of the Secretary-General and the secretariat respectively.

Amendment of the articles of association

Article 25

- i) A resolution to amend the articles of association may only be adopted in a Council meeting at which delegates (as meant in article 11) of at least of at least two thirds of the total number of members of the Confederation are present. If according to article 12viii) voting by proxy is allowed, a resolution to amend the articles of association may also be adopted in a Council meeting at which at least two thirds of the total number of members of the Confederation are present (via delegates as meant in article 11) or represented. A resolution to amend the articles of association shall require no less than a two-thirds majority of the votes cast in the Council meeting.
- ii) In accordance with article 12 under viii, voting will take place in person or by proxy during annual Council meetings outside of the Council meetings attached to the triennial congress.
- iii) Those persons who submitted a proposal to amend the articles of association which was listed in the document convening a Council meeting shall be required to lodge a copy of that proposal which contains the literal text of that proposal at a suitable place for the Members of the Confederation to peruse it at least fourteen days prior to that meeting where it shall remain until the close of the day on which that shall be held.

- iv) An amendment to the articles of association may be proposed by a Member Association or the Board. The Secretary-General must be notified not less than sixty days prior to the Council meeting at which it is to be submitted and the proposed amendment shall be communicated by the Secretary-General to every Member Association not less than thirty days before the said Council Meeting.
- v) An amendment to the articles of association shall not become effective until a notarised deed thereof shall have been executed.

Dissolution of the Confederation

Article 26

- i) The Confederation may be dissolved by a decision reached by the Council. That determined in article 25 paragraphs i and ii shall be accordingly applicable in connection with a decision to dissolve the Confederation.
- ii) In the event of the dissolution of the Confederation its assets shall be given or transferred to such body having objectives similar to those of the Confederation as the Council shall in general nominate at a Council meeting summoned to consider the same, at or before the time of the dissolution, or in default thereof, to such an organisation as appointed by the Council at a meeting summoned to consider the same, at or before the time of the dissolution.
- iii) The Board members shall act as liquidators of the assets of the dissolved Confederation.
- iv) The liquidators shall be subject to and governed by the stipulations of these articles of association in respect of the appointment, suspension and dismissal of Board members. A liquidator shall retain the same authority, obligations and liabilities as those held by a Board member, where these can be reconciled with his tasks and responsibilities as a liquidator.
- v) The stipulations of articles 23 through 24 of Book 2 of the Civil Code of the Netherlands regarding the liquidators and keeping of the books, documents and other data carriers of the Confederation after dissolution shall remain accordingly applicable.

By-laws

Article 27

- i) The Council may determine by-laws. Operational matters relating to the articles of association are detailed in the bylaws.

- ii) By-laws shall not conflict with Dutch law even when no mandatory stipulations of law are concerned neither may by-laws conflict with these articles of association.
- iii) The by-laws may only be determined or amended by a resolution adopted by the Council, on the strength of an absolute majority of the votes cast, in a Council meeting convened under cover of a notice that at said Council meeting an amendment to the by-laws shall be tabled, and with due observance of the provisions of article 14.

END ARTICLES OF ASSOCIATION