



ARTICLES OF ASSOCIATION

First version: 27 October 2014

Version: 15 December 2015

Article 1: Name and Residence

1. The name of the Association is WoMena.
2. The Association has its place of residence in Copenhagen, Denmark, and was founded on the 4th of February 2015.

Article 2: Aims and Objectives

1. The Association is a non-profit, non-governmental association. The Association is neutral in political, ethnic and religious terms. The Association's overall vision, aim, objectives and main activities are listed in subsections 2-5 below.
2. The Association's vision is a world of reproductive and sexual health where men and women can get answers to their questions, make their preferred choices, as well as access quality maternal and child health care and menstrual hygiene management methods.
3. The Association's aim is to contribute to improving the reproductive health and rights of vulnerable men and women in low-income settings within the technical areas of menstrual hygiene management, family planning, reproductive health care, gender, and mobile phones for health (mHealth).
4. The Association's objectives are:
 - 4.1. To identify neglected but important issues as well as research, communication and policy translation gaps in the field of reproductive health; and
 - 4.2. To develop knowledge and tools to address these issues.

5. The Association's main activities are:

- 5.1. Multidisciplinary research and evaluations, as well as summarizing existing knowledge for academic, implementation and policy purposes;
- 5.2. Implementation of support packages including curriculum development, training, monitoring & evaluation and cultural programming;
- 5.3. Raising public awareness through events, campaigns, social and other media; and
- 5.4. Advocacy and policy including policy change mapping and policy briefs.

Article 3: Members, Volunteers, Representatives and Advisors

1. In terms of these Articles of Association, a "Member" shall mean a person, organisation or institution, which is sympathetic to the purposes and activities of the Association and has paid the annual membership fee. Membership starts on the date of receipt of the membership fee and ends one year after that date unless membership is renewed. A Member has the right to participate and vote at the Annual and Extraordinary General Meetings, will be invited to public activities organised by WoMena, and will receive updates on the organisation's activities.

1.2. Any person can be admitted as a Member if the criteria in this Article are met.

1.3. The annual membership fee is:

4 DKK for persons **below** 30 years of age from low- and middle-income countries (0.60 USD / 2,000 UGX according to current currency rates)¹

50 DKK for persons 30 years old **and above** from low- and middle-income countries;

100 DKK for students and unemployed persons from high-income countries;

150 DKK for all other persons; and

350 DKK or more for others wishing to provide a "donation" ("gave" according to Danish law) in addition to the minimum membership fee.

1.4. The membership fee is determined and revised where necessary at the Annual General Meeting and must be paid by members every year before the Annual General Meeting.

2. In terms of these Articles of Association, a "Volunteer" shall mean a registered paying member willing and able to contribute with an agreed level of effort towards the activities of and/or administrative tasks in the Association.

¹ 1 DKK = 478 UGX = 0.146 USD (07.12.2015, www.oanda.com)

- 2.1. Any person can be admitted as a Volunteer if the above criteria are met and if the Board of Directors deems the required coaching resources available within the organisation. Admission of a Volunteer is granted upon submission of a written Curriculum Vitae and/or expression of interest by the applicant to the Board of Directors. The Board of Directors or appointed recruitment committee reviews the submitted documentation and considers the application before (recommendation to and) approval by the Board.
- 2.2. A Volunteer is required to familiarise him- or herself with the briefing materials concerning the work of the Association made available to him or her, provide updates to his or her contact person or the Board of Directors on his or her activities, and sign a contract outlining the terms of the volunteer period.
- 2.3. After an active trial period of six (6) months, a Volunteer is entitled to a meeting with his or her contact person and at least one member of the Board of Directors in order to consider whether the Volunteer should become a WoMena Representative.
3. In terms of these Articles of Association, a “Representative” shall mean a registered paying member who has completed at least six months of volunteer work and who is willing, able and deemed appropriate by the Board of Directors to continue as a WoMena representative supporting agreed activities. A Representative is required to familiarise him- or herself thoroughly with the work of WoMena and sign a contract outlining the terms of the representation period.
4. In terms of these Articles of Association, an “Advisor” shall mean a person who provides technical advice to WoMena on a provisional basis. An Advisor is not necessarily a Member of WoMena.
5. In terms of these Articles of Association, a “Partner” shall mean a person who provides support (financial, operational or collaboration) to WoMena on a provisional or on-going basis. A Partner is not necessarily a Member of WoMena.
6. The Board of Directors may expel a Member, Volunteer or Representative if, after being given a written warning, the person in question breaches the Articles of Association or code of conduct of the Association. Exclusion under this provision requires a unanimous decision by the Board of Directors. This decision can be appealed to the first coming Annual General Meeting.

Article 4: Annual General Meeting

1. The Annual General Meeting is the supreme and sovereign authority of the Association. It approves the overall strategy and planning for WoMena and can recommend projects and activities targeted towards fulfilling the purpose of the Association.
2. The Annual General Meeting is held each year before the end of November. Members must be called to attend the Annual General Meeting at least four (4) weeks in advance either by mail and/or social media invitation.

3. Voting at the Annual General Meeting require payment of one's membership fee for the coming year prior to the meeting. Individual members as well as member organisations have one vote only, regardless of the number of representatives present from the member organisation. When necessary, members may attend the Annual General Meeting via online media and vote via online media to the Administrative Director. If a member cannot attend, the member can vote in writing prior to the Annual General Meeting or authorize (in writing) another member to vote on his or her behalf. A Partner or an Advisor is not able to vote, unless he or she is also a Member.
4. Voting for persons is done anonymously. The same can apply to any other voting process if requested by one of the members.
5. All decisions at the Annual General Meeting shall be made by simple majority. In case of equality of votes, the President shall have the casting vote.
6. All members may submit proposals for consideration at the Annual General Meeting. Such proposals are to be received by the President no later than fourteen (14) days prior to the meeting. The President is, in turn, obligated to submit the received proposals to all members no later than seven (7) days prior to the meeting together with the agenda, previous meeting minutes, proposed budget for the coming financial year and other relevant documents. These documents including all proposals should be made available on the Association's website latest three (3) days before the Annual General Meeting.
7. The agenda of the Annual General Meeting must as a minimum include the following points each year:
 - a. Election of Meeting Chairman
 - b. Presentation of the President's report
 - c. The Finance Director's presentation of the audited accounts for the last financial year for approval
 - d. Presentation and debate regarding strategy and budget for the coming year; and mid-term adjustments for the current budget for approval (if any)
 - e. Proposals
 - f. Determination/revision of the membership fee
 - g. Biennial election of four (4) members of the Board of Directors and two (2) alternates
 - h. Biennial election of one (1) accountant
 - i. Other business
8. The Administrative Director of the Board of Directors is responsible for the preparation of the minutes of the Annual General Meeting negotiations and decisions. The minutes are accessible via the Association's website.

Article 5: Extraordinary General Meeting

1. An Extraordinary General Meeting is summoned if requested in writing by either the Board of Directors, the auditor(s), or by at least thirty (30) percent of the Members. The meeting must take

place within six (6) weeks after the initial request. The deadline for inviting Members is no later than one week in advance of the Extraordinary General Meeting.

2. The Extraordinary General Meetings are subject to the same conditions as Annual General Meetings with the exception of the required agenda points and the deadline for inviting Members.

Article 6: Board of Directors

1. The Board of Directors consists of at least four (4) people, including the President. All board members of the Board of Directors are elected biennially at the Annual General Meeting. Members of the Board of Directors must be members of WoMena. The election is by simple majority.
2. The members of the Board of Directors appoint positions among themselves including, but not limited to, a President, a Vice President, a Finance Director, and an Administrative Director.
3. The Board of Directors is responsible for managing WoMena's day-to-day business. Job Descriptions for the Board positions and the Board of Directors as a whole should be approved by members of the association and available upon request.
4. Two (2) alternates who are additionally available when needed are appointed annually at the Annual General Meeting.
5. The Board of Directors allocates responsibilities at the first Board meeting after the Annual General Meeting and sets meeting dates for the coming year. Rules and procedures for attending and chairing meetings are determined by the Board and captured in the relevant guiding documents of the association. The Board meets at least four times annually.
6. The Board has a quorum when half of its members are present. The Board shall adopt decisions by simple majority. In case of equality of votes, the President shall have the casting vote.
7. The President is the main representative of WoMena and the official spokesperson of the Association. The Board of Directors may appoint other people to speak on behalf of the organization in general or in specific contexts.

Article 7: Budget and Audit

1. The Board of Directors presents a budget for the coming financial year at each Annual General Meeting.
2. The budget can be revised as per majority vote in an Extraordinary General Meeting.
3. The accountant prepares the annual accounts. The auditor(s) approves and signs the annual accounts and gives an auditor's statement at the Annual or Extraordinary General Meeting. The

accounts and statement are circulated latest seven (7) days before the Annual or Extraordinary General Meeting.

4. The auditor(s) has the right to access all of the Board of Directors' and the Association's documents and to attend all the Board of Directors' meetings and the Annual General Meeting.

Article 8: Finance

1. The Association's financial year runs from 1 January to 31 December. After each financial year, an annual report has to be prepared by the Finance Director containing financial statements during the financial year. The Board approves and signs the annual report.
2. Members are liable for the Association's obligations with their membership fees only. A member is not entitled to a share in the Association's assets.
3. The Board of Directors is responsible for the management of the Association's financial assets and liabilities and cash, and ensuring expenditures are in compliance with the budget as approved at the Annual General Meeting. This includes proposing revisions to the budget at the Annual or Extraordinary General Meeting as appropriate.

Article 9: Disposition right

1. The Association is officially represented by the President or by one member of the Board of Directors. These representatives have the authority to make agreements, Memorandums of Understanding and other transactions on behalf of the Association. In the case of volunteer agreements, "Representatives" (as defined in article 3.3) officially represent the Association and have the authority to make binding volunteer agreements on behalf of the Association.
2. The Finance Director, the President, or two members of the Board of Directors jointly are allowed to make payments up to a maximum amount as determined by the Board of Directors.
3. The Finance Director and the President have access to the bank account of the Association (including online banking). The Board of Directors can approve for other parties to access the bank account.

Article 10: Amendments

1. Amendments to the Articles of Association can only be made at an Annual or Extraordinary General Meeting with the consent of at least a two-thirds (2/3) of those in attendance.
2. Amendments to the Articles of Association are in effect from the Annual or Extraordinary General Meeting at which they are adopted.

Article 11: Dissolution

1. A decision on the dissolution of the Association requires that the resolution is adopted by at least three-fourths (3/4) of the votes of the members present at the Annual General Meeting. Blank and invalid votes will be considered not to be cast and do not count.
2. In the event of dissolution, the Association's assets will be used in accordance with Article 2 or for other charitable purposes. The Annual General Meeting will decide on the specific use of the assets at the time of the Association's dissolution, in accordance with the provisions of Article 2.