

WoMena Extraordinary General Meeting

04 February 2015

Chair: Katrine

AGENDA POINTS		Responsible: presentation
19.00	A. Welcome and agenda	Marianne
19.05	B. Election of Chairman for Annual Meeting	Ida
19.10	C. WoMena statutes (vedtægter) ▪ Review of changes	Marianne
20.00	D. Presentation of accounts 2012-2014	Brook/Kristine
20.15	E. Presentation of Board member/alternate TORs	Ida & Maria
20.30	F. Final word	Marianne

Action Points:

C. The draft statutes were reviewed. The statutes were approved provided the following adjustments are made:

- The date of WoMena's founding should be changed to the 04.02.2015 or the day WoMena has sent an application for registration. Ida will look further in to this.
- Article 1.3: *Annual membership fee of 50 DKK (10 USD / 25,000 UGX) for students and unemployed persons from low- and middle- income countries* should be changed to *Annual membership fee of 50 DKK (10 USD / 25,000 UGX) for persons from low- and middle- income countries*
- Article 3.5: regarding the definition of "Partner"; the wording 'person' should be removed from the sentence.
- Article 4.6 + 6.1: The board will consist of 4 members and not 5 for the time being.
- Article 6.2 + following text: The title Treasurer had been changed to Finance Director. The title Secretary has been changed to Administration Director.
- Article 7.4: ... or Extraordinary General Meeting' should be added at the end of the sentence.

D. The accounts were reviewed and approved provided the following adjustments are made:
The titles under Conso Cash Book (for example description, project and activity) must be clarified. Some are not specific enough and some are overlapping. This will however first be done for the 2015 accounts.

E. TORs for the board and alternates were reviewed and approved. These outlines and clarifies the main responsibilities of the 4 board members and the alternates.

Signed by:

Marianne Tøller
President, WoMena

04 April 2015



Signed by Maria Hyttel Vice President WoMena

05 May 2015



Signed by:

Kristine Danderell Gørn
Financial Director, WoMena

15 April 2015



Signed by:

Ida Marie Boas
Administrative Director

30/4/15



ARTICLES OF ASSOCIATION

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 4th February 2015.

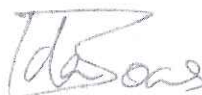
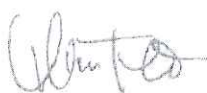
Article 2: Aims and Objectives

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 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. Intervention design packages including cultural programming;
 - 5.3. Policy briefs and advocacy analyses/packages; and
 - 5.4. Communication and raising awareness to the general public through events and other media.



Article 3: Members, volunteers, representatives and advisors

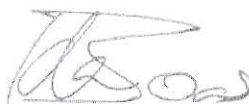
1. In terms of these Articles of Association, a "Member" shall mean a person who is sympathetic to the purposes and activities of the Association and pays an annual membership fee. A Member has the right to participate and vote at the Annual and Extraordinary General Meetings.
 - 1.2. Any person can be admitted as a Member if the criteria in this Article are met.
 - 1.3. The annual membership fee is:
 - 50 DKK (10 USD / 25,000 UGX) for persons from low- and middle-income countries;
 - 100 DKK for students and unemployed persons from high-income countries;
 - 150 DKK for all other persons; and
 - 300 DKK for others wishing to provide extra support.
 - 1.4. The membership fee is determined 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.
 - 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 expression of interest by the applicant to the Board of Directors. The Board of Directors reviews the expression of interest and considers the application.
 - 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 volunteering 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 or an organisation 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 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.
2. Voting at the Annual General Meeting require payment of one's membership fee for one year prior to the meeting. 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 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.
3. All decisions at the Annual General Meeting shall be made by simple majority.
4. 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.
5. 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.
6. The agenda of the Annual General Meeting must as a minimum include the following points each year:
 - a. Election of a Chairman of the Annual General Meeting
 - b. (Biannually) Selection of four (4) members of the Board of Directors and two (2) alternates
 - c. Presentation of the President's report



- d. The Finance Director's presentation of the audited accounts for the last financial year for approval.
- e. Proposals (If any)
- f. Determination of the membership fee
- g. Selection of one (1) accountant
- h. Presentation of strategy and budget for the coming year; and mid-term adjustments for the current budget
- i. Other business

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 appointed bi-annually at the Annual General Meeting. Members of the Board of Directors must be members of WoMena.
2. The Board of Directors is responsible for managing WoMena's day to day business. The Board of Directors consists of the members elected at the Annual General Meeting. The members of the Board of Directors elect officers including, but not limited to, a President, a Vice President, a Finance Director, and an Administrative Director among themselves. The election is by simple majority.
3. Two (2) alternates who are additionally available when needed are appointed annually at the Annual General Meeting.
4. The Board of Directors allocates responsibilities at the first Board meeting after the Annual General Meeting and sets meeting dates for the coming year. The Board meets at least four times annually.
5. 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.
6. 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 proposed budget at the Annual General Meeting.

Article 9: Disposition right

1. The Association is officially represented by the President and one member of the Board of Directors, or by the Finance Director and one member or alternate member of the Board of Directors. These representatives have the authority to make binding agreements on behalf of the Association.
2. The Finance Director, the President, or two member 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.

Signed by:

Noranne Tellier
President, WOMENA
07 April 2015



Signed by

Christine Dandaneau Gryn
Financial Director, WOMENA
15 April 2015



Signed by:

Ida Marie Boas
Administrative Director
30/4/15



Signed by

Maria Hyttel
Vice President, WOMENA
05/05/2015

