

## CONSTITUTION INPA

Case: TL/LVDL/2172732/CV

Directory: 80.506

“Women in Electoral Management – International”  
International non-profit association  
1000 Bruxelles, Rue du Congres, 35

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**CONSTITUTION - CHAPTER – NOMINATIONS**

Year 2018, December 12.

1000 Brussels, Avenue Lloyd George, 11

In front of me, Mr. Tim Carnewal, notary of Brussels, associate of Berquin Notaries having the office in Brussels, 11 Lloyd George Avenue.

HAVE APPEARED

1/Public organization “The Central Electoral Commission of Latvia” with the legal address 4 Smilsu str, Riga, LV-1050, Latvia with the registration number in Belgium nr 0685.713.784

2/ Independent administrative organization “Permanent Electoral Authority of Romania” with the legal address 6 Stavropoleos Street, 3<sup>rd</sup> District, Bucharest, Romania with the registration number in Belgium nr 0685.714.081

3/Public organization “Center for Continuous Electoral Training by the Central Electoral Commission of Moldova” with the legal address 119 Vasile Alecsandri Street, Chisinau, Republic of Moldova with the registration number in Belgium nr 0685.714.477

4/State organization “Central Electoral Commission of the Republic of Moldova” with the legal address 119 Vasile Alecsandri Street, Chisinau, Republic of Moldova with the registration number in Belgium nr 0685.715.269

5/” Central Election Commission of Georgia” with the legal address 13 km, Aghmashenebeli Alley, Tbilisi, Georgia with the registration number in Belgium nr 0685.715.665, represented by by Mr Khrikadze Zurab.

Representation – Power of Attorney

The founders under point 1/to 4/ are represented by Mr Bordeianu Mircea, by his quality of special representative, based on four (4) power of attorney, attached to this document.

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**CHARTER**

**“CHAPTER 1 - NAME, VISION, MISSION, VALUES AND OBJECTIVES”**

**Article 1 - NAME AND ESTABLISHMENT**

The Organization shall be known as Women in Electoral Management - International, hereinafter referred to as WEM-International or the Association.

**ESTABLISHMENT**

WEM-International legal address is located at *1000 Brussels, 35 Rue du Congres* and could be transferred to other address under the Brussels Region upon the decision of the General Assembly.

**Article 2 – VALUES, VISION AND MISSION**

## **2.1. VALUES**

The following are the core values and beliefs of WEM-International which indicate what it stands for, what drives its priorities, and what guides its daily interaction in the implementation of its Mission to achieve its Vision, which are first and foremost women-focused:

**P -Participation**

**A-Awareness/Advocacy**

**R-Representation**

**I-Inclusiveness/Innovation/Integrity**

**T-Transformation**

**E-Equality**

**E-Excellence**

## **2.2. VISION**

Women's full participation at all decision-making levels of electoral management has been achieved; WEM-International is a globally recognized advocate for gender equality; and a leader in gender sensitizing EMBs.

## **2.3. MISSION**

To remove barriers to women's full participation in electoral management and electoral processes at all levels by advocating, inspiring and empowering women through networking, sharing of innovative and best practices, raising awareness, education, training, and equipping electoral processes with tools and techniques to enable representative and gender-sensitive electoral processes.

## **Article 3 – AIMS AND OBJECTIVES**

### **3.0 AIMS AND OBJECTIVES**

In fulfillment of its mission, the aims and objectives of the Association are as follows:

- 3.1.** To mainstream gender in a holistic and meaningful way in EMBs as well as in electoral processes and activities;
- 3.2.** To recommend measures and promote good practices among EMBs to reach gender equality in election administration, including at senior levels and in decision-making at all levels of election administrations;
- 3.3.** To encourage EMBS to ensure awareness raising campaigns on gender equality;
- 3.4.** To facilitate access to and sharing of experiences, research, technology and technological information on gender mainstreaming in EMBs between and among EMBs and election stakeholders;
- 3.5.** To encourage the development of electoral laws which promote representation of women in EMBs and in public life, including promoting temporary special measures in accordance with international standards;
- 3.6.** To provide a forum for women in EMBS to discuss and speak on critical public policy issues affecting women in EMBs;
- 3.7.** To facilitate networking with other organizations and institutions such as international organizations and networks, Non-Governmental Organizations (NGOs), business and academia in activities aimed at promoting gender equality and participation;
- 3.8.** To develop leadership skills of women in EMBs;
- 3.9.** To provide information and training on the importance of the collection of sex disaggregated statistical data by EMBS;
- 3.10.** To undertake quantitative and qualitative research into issues affecting women in EMBs and to make recommendations thereon;
- 3.11.** To develop training programmes and gender-sensitive checklists for EMBs at all levels;
- 3.12.** To undertake gender mapping assessments and develop and promote gender-sensitive outreach activities;
- 3.13.** To develop gender policies and Action Plans for EMBS; and

**3.14.** To perform such other functions which are conducive to, supportive of and in furtherance of the above-mentioned objectives.

### **3.2 ACTIVITIES**

Without restricting the generality of Article 3.1, the Association will pursue its aims:

- a) by arranging WEM-International Plenary Conferences, and other conferences, seminars, meetings and study groups;
- b) by providing facilities for the exchange of visits between and among EMBs;
- c) by publishing material relevant to the aims and activities of the Association; and
- d) by maintaining at the Secretariat of the Association a centre for the dissemination and exchange of information on women in EMBs and gender sensitizing EMBs

### **3.3 PLENARY CONFERENCE**

As far as practicable, there shall be an annual Plenary Conference.

#### **3.3.1 NOTICE OF PLENARY CONFERENCE**

The Secretary-General shall give ninety days' written notice to Members of the Association and dates of a Plenary Conference.

#### **3.3.2 DELEGATES TO THE PLENARY CONFERENCE**

The following shall be entitled to attend a Plenary Conference:

- a) Officers of the Association;
- b) Ordinary Members of the Executive Committee;
- c) Delegations from Ordinary Member EMBs;
- d) Delegations from Associate Member regional election associations; and
- e) Delegations from Partner international election-related organizations.

**3.3.2.1** Other persons may be invited by the Association to attend a Plenary Conference as observers.

#### **3.3.3 PRESIDING OFFICER AT PLENARY SESSIONS**

The Presiding Officer at plenary sessions of a Plenary Conference shall be determined in accordance with the provisions of Article 10.6 for determining the Presiding Officer of a meeting of the General Assembly

### **Article 4 – TYPE OF ENTITY AND OFFICIAL LANGUAGE**

#### **4.1. TYPE OF ENTITY**

The Association shall be a non-political, autonomous and independent association comprising of national election bodies around the world, regional election associations and international election related organizations.

#### **4.2. OFFICIAL LANGUAGE**

The official language of the Association is French. English is the working language.

## **CHAPTER II – MEMBERSHIP**

### **Article 5 – COMPOSITION**

#### **5.1. FOUNDING MEMBERS**

Founding Members shall be those entities which support the mission, vision and values of WEM-International and are identified as such in the official registration documents of the Association.

**5.1.1.** Founding Members shall be recognized in official and public documents of WEM-International

**5.2.2.** Founding Members are automatically approved as Ordinary Members of WEM-International, pending payment of their dues as determined in accordance with the Charter.

#### **5.2 ORDINARY MEMBERS**

Membership in WEM-International shall consist of the national election management bodies of all countries.

**5.1.1** Only Ordinary Members shall have the right to vote.

#### **5.3 ASSOCIATE MEMBERS**

Regional elections associations shall be eligible for Associate Membership of the Association. They must agree to support the work of the Association and share its aims, objectives, Vision, Mission and Values.

**5.3.1** Associate members shall have the right to speak in the General Assembly but will not have the right to vote.

**5.3.2** Associate Members may fully participate in WEM-International programmes, including the Plenary Conferences.

#### **5.4 PARTNERS**

WEM-International shall have as Partners international election-related organizations who agree to support the work of the Association and share its aims, objectives, Vision, Mission and Values.

**5.4.1** Partners shall have the right to speak in the General Assembly but will not have the right to vote.

**5.4.2** Partners may fully participate in WEM-International programmes, including the Plenary Conferences.

#### **5.5 HONORARY MEMBERS**

The Executive Committee may name an individual(s) to be Honorary Member(s) of the Association in recognition of their exceptional and outstanding support of and/or work on behalf of Association.

### **Article 6 – REQUESTS FOR MEMBERSHIP**

#### **6.1 REQUESTS FOR MEMBERSHIP**

All requests for Ordinary and Associate Membership and Partner Status shall be submitted to the Executive Committee through the Secretariat. All requests shall follow the procedures established by the Executive Committee and applicants must agree to subscribe to the WEM-International Charter.

**6.1.1** The Secretariat shall immediately table the request for consideration at the next meeting of the Executive Committee, where a decision on whether to accept or reject the request shall be taken. The decision of the Executive Committee shall be ratified by the General Assembly.

### **Article 7 – RIGHTS AND RESPONSIBILITIES OF MEMBERS**

#### **7.1 RIGHTS**

**7.1.1** Ordinary Members shall have the following rights:

- a) To participate in all the activities and programmes of the Association and to take part in making decisions of the Association;
- b) To send a prescribed number of delegates and officials to each Plenary Conference;
- c) To receive services and benefits provided by the Association;
- d) To participate in the process of electing the President, Vice-President, Chairperson of the Executive Committee, the Treasurer and the Ordinary Members of the Executive Committee; and
- e) To vote in the decision making processes of the General Assembly.

**7.1.2** Associate Members and Partners shall have the following rights:

- a) To participate in the activities and programmes of the Association; and
- b) To send a prescribed number of delegates and officials to each plenary conference.

**7.1.3** Associate Members and Partners shall not have the right to vote.

#### **7.2 RESPONSIBILITIES**

**7.2.1** Ordinary Members shall have the following responsibilities:

- a) To follow all decisions made in the General Assembly;
- b) To participate in the General Assembly and exercise their vote when required to do so; and
- c) To pay an annual prescribed membership fee for the financial year and to fulfil other prescribed obligations of membership

**7.2.2** Associate Members and Partners shall have the following responsibilities:

- a) To follow all decisions made in the General Assembly; and
- b) To pay an annual prescribed membership fee for the financial year and to fulfill other prescribed obligations of membership.

## **Article 8 – TERMINATION OF MEMBERSHIP**

### **8.1 RESIGNATION FROM THE ASSOCIATION**

- a) A Member will cease to be a member of the Association by resigning from it.
- b) A Member may resign from the Association at any time, by submitting a letter of resignation to the Executive Committee, in care of the Secretariat.
- c) The Executive Committee shall consider the letter of resignation at its first meeting following the receipt of the letter of resignation.
- d) The letter will come into operation upon its acceptance by the Executive Committee.
- e) The annual membership fees paid by the member shall not be refunded.
- f) Should the member seek to rejoin the Association, it shall be required to submit a new request for membership in accordance with the prescribed procedures.

### **8.2 SUSPENSION FROM THE ASSOCIATION**

A Member may at any time be suspended from the Association by a decision of the Executive Committee upon the following grounds:

- a) Failure to pay annual membership fees;
- b) Upon such other conditions as are determined by the General Assembly; and
- c) In the event of suspension in accordance with the conditions determined by the General Assembly, any fees already paid by the member shall be forfeited to the Association.

### **8.3 REVOCATION OF SUSPENSION**

**8.3.1** A Member suspended from the Association may, on written application, have the suspension set aside by the General Assembly.

**8.3.2** The application shall be made to the Executive Committee which shall make recommendations to the General Assembly on the setting aside or otherwise of the suspension.

**8.3.3** Two-thirds of the members present and voting at the General Assembly will decide both on the suspension of a member and the setting aside or otherwise of the suspension.

**8.3.4** Until such time that any setting aside of the suspension takes place, the member will be deemed to be disqualified from membership of the Association.

## **CHAPTER III – STRUCTURE OF THE ASSOCIATION**

### **Article 9 – STRUCTURE OF THE ASSOCIATION**

#### **9.1 STRUCTURE OF THE ASSOCIATION**

WEM-International shall be composed of the following bodies:

- 9.1.1** The General Assembly;
- 9.1.2** The Executive Committee; and
- 9.1.3** The Secretariat.

### **Article 10 – THE GENERAL ASSEMBLY**

#### **10.1. COMPOSITION AND FUNCTIONS**

**10.1.1** The General Assembly shall have the ultimate authority to determine the policy and management of the Association. It shall comprise of all of its Members.

**10.1.2** Without restricting the generality of the foregoing, the General Assembly shall be responsible for the following:

- a) Approve the Charter and consider and adopt amendments thereto;
- b) Determine the annual membership fee and other financial obligations of the members of the Association;
- c) Approve the appointment of the Secretary-General;
- d) Without restricting Article 11.2.1(c), the venue of each Plenary conference and select an EMB to host the Plenary Conference;

- e) The number of delegates and officials which each Member shall be entitled to send to a Plenary Conference;
- f) Agree on policies and project plans;
- g) Consider and approve recommendations from the Executive Committee;
- h) Agree on the agenda proposed by the Executive Committee;
- i) Receive, consider and approve the Budget;
- j) Receive, consider and approve the Audited Financial Statements;
- k) Approve the appointment of the Auditor; and
- l) Take such action as may be considered necessary to realize the objectives of the Association

## **10.2 DELEGATES AT GENERAL ASSEMBLY**

**10.2.1** The following shall be entitled to attend the General Assembly as delegates:

- a) Officers of the Association
- b) Members of the Executive Committee
- c) Delegates to the Plenary Conference at which the meeting of the General Assembly is held.

**10.2.2** Other persons may be invited by the Association to attend the General Assembly as Observers.

## **10.3 GENERAL ASSEMBLY MEETINGS**

**10.3.1** An ordinary meeting of the General Assembly shall be held at each Plenary Conference.

**10.3.2** The Secretary-General shall give ninety day's written notice of the date, and forty-five days' written notice of the time, place and agenda, of an ordinary meeting of the General Assembly to each Member, Officer of the Association and member of the Executive Committee.

**10.3.3** The Executive Committee may convene an extraordinary meeting of the General Assembly during a plenary conference to consider any matter which in the opinion of the Executive Committee is of urgent importance.

## **10.4 GENERAL ASSEMBLY AGENDA**

**10.4.1** A Member or the Executive Committee may submit to the Secretary-General written notice of matters to be placed on the agenda of an ordinary meeting of the General Assembly not less than sixty days prior to the date of the meeting.

**10.4.2** The agenda of an ordinary meeting of the General Assembly shall include:

- a) The Minutes of the previous meeting;
- b) A Report by the Executive Committee on the activities of the Association since the last General Assembly;
- c) The presentation of the audited accounts of the Association for the financial year or years since the last presentation of audited accounts to the General Assembly;
- d) The presentation by the Executive Committee of the Budget of the Association for the next financial year and of a financial project for subsequent financial years;
- e) Matters submitted in accordance with Article 10.4.1;
- f) The election of Officers of the Association and other members of the Executive Committee;
- g) The appointment of an independent auditor; and
- h) Other matters which are required to be considered or determined by the General Assembly.

**10.4.3** Where a Member which submitted a matter in accordance with 10.4.1 is not represented at the meeting of the General Assembly at which the matter is included on the agenda, any delegate may move consideration of the matter.

## **10.5 QUORUM**

**10.5.1** Subject to 10.5.3, the quorum for a meeting of the General Assembly shall be twenty (20%) of the Ordinary Member delegates.

**10.5.2** If the meeting remains inquorate for a period of thirty minutes after the time appointed for the meeting, it shall stand adjourned to the same place at such date and time as the majority of the delegates then present shall determine.

**10.5.3** The quorum for such an adjourned meeting shall be ten (10%) per cent of delegates, excluding the members of the Executive Committee.

## **10.6 PRESIDING OFFICER**

**10.6.1** The Member present who is the most senior in the order of precedence set out in Article 10.6.2 shall preside at a meeting of the General Assembly.

**10.6.2** The order of precedence shall be as follows:

- a) President of the Association;
- b) Vice-President of the Association;
- c) Chairperson of the Executive Committee;
- d) Vice-Chairperson of the Executive Committee; and
- e) A delegate elected by the meeting.

## **10.7 VOTING**

**10.7.1** Each Ordinary Member delegate present at a meeting of the General Assembly shall be entitled to a vote.

**10.7.2** Subject to 10.7.5, in the event of an equality of votes, the question shall be decided in the negative.

**10.7.3** Subject to Article 8.3.3 which deals with the suspension of a member and the setting aside or otherwise of the suspension, Article 26.4 which deals with amendments to the Charter and Article 27.1 which deals with the dissolution of the Association, a decision of a meeting of the General Assembly shall require a majority of the votes of the delegates present and entitled to vote.

**10.7.4** Subject to the provisions of Article 10.7.5, the voting procedure at a meeting of the General Assembly shall be as follows:

- a) A vote shall be taken by a show of hands;
- b) Following a vote taken by a show of hands, a roll call vote shall be taken if five or more delegates demand such a vote by rising in their places;
- c) If prior to a vote being taken by a show of hands, seven or more delegates demand it, a vote shall be taken by secret ballot.

**10.7.5** The voting procedure for a contested election of an Officer of the Association or a member of the Executive Committee shall be as follows:

- a) Voting shall be by secret ballot;
- b) If after a ballot no candidate has achieved the number of votes required by Article 10.7.3, the candidate with the lowest number of votes shall be eliminated from the ballot and the delegates shall vote again on the remaining candidates;
- c) Where two or more candidates in a ballot tie with the lowest number of votes, the Presiding Officer shall, by lot, draw the name of one of the candidates who shall be eliminated from the ballot;
- d) Subject to subparagraph e), the procedure set out in subparagraph b) shall be repeated until a candidate achieves the number of votes required by Article 10.7.3; and
- e) Where, in a ballot of two candidates, there is an equality of votes, the Presiding Officer shall, by lot, draw the name of one of the candidates who shall be deemed to have achieved the number of votes required in Article 10.7.3.

## **Article 11 – EXECUTIVE COMMITTEE**

### **11.1 COMPOSITION**

As far as practicable, the Executive Committee shall maintain a regional balance, and consist of the following:

- a) Officers of the Association; and

- b) Chairpersons, or duly designated representatives, of seven Election Management Bodies duly elected by the General Assembly at its annual meeting and known as Ordinary Members of the Executive Committee. The Executive Committee consists of minimum three members.

The members of the Executive Committee are elected by the General Assembly for at least two-year term.

## **11.2 POWER AND DUTIES OF THE EXECUTIVE COMMITTEE**

The control and management of the Association shall be vested in the Executive Committee, and it shall be competent to exercise all power and do such acts as may be exercised or done by the Association, except those which are expressly reserved to the General Assembly.

**11.2.1** Without restricting the generality of Article 11.2, the Executive Committee shall undertake the following:

- a) Manage and control the assets of the Association;
- b) Oversee the implementation of policy decisions made by the General Assembly;
- c) Determine the venue of the next, or next but one, Plenary Conference where it has not been determined by the General Assembly and may, for good cause, change the venue of a Plenary Conference which has been determined by the General Assembly;
- d) Determine the establishment, and the terms and conditions of employment of the staff of the Secretariat;
- e) Establish a Finance Subcommittee in accordance with Article 11.3;
- f) Establish Subcommittees as it deems necessary;
- g) Consider and make recommendations to the General Assembly on any matter that will facilitate the more effective and efficient functioning of the Assembly;
- h) Present to each ordinary meeting of the General Assembly:
  - i. A report on the activities of the Association since the last General Assembly;
  - ii. The budget of the Association for the next financial year and a financial project for subsequent financial years; and
  - iii. The audited accounts of the Association for the financial year or years since the last audited accounts were presented to the General Assembly;
- i) Delegate the exercise of its powers to any Officer of the Association; and
- j) Take any action as may be considered necessary to realize the objectives of the Association

## **11.3 FINANCE SUBCOMMITTEE**

**11.3.1** Finance Committee shall consist of the Treasurer and not more than three other Members of the Executive Committee.

**11.3.2** The Finance Committee shall have authority to examine, and report to the Executive Committee, on the financial affairs of the Association.

## **11.4 QUORUM OF THE EXECUTIVE COMMITTEE**

A quorum shall be comprised of a majority of the members of the Executive Committee.

## **11.5 NOTICE OF MEETINGS**

Except in exceptional circumstance, the Secretary-General shall give thirty day's written notice to each of its Members of the date and venue of a meeting of the Executive Committee and of the business to be transacted.

## **11.6 VOTES TO GOVERN**

**11.6.1** Unless otherwise required, questions arising at any meeting of the members shall be decided by a consensus of the members present at the meeting. A consensus will be considered to have been reached when no member objects to the question on the floor before the meeting. Should the Chairperson of the meeting determine, after a reasonable effort to achieve consensus has been made,



that a consensus will not be reached regarding a particular question, and then the Chairperson shall refer the question to be decided by a majority vote of the members.

**11.6.2** Provided that if prior to a vote being taken a member of the Executive Committee demands it, a vote shall be taken by secret ballot.

#### **11.7 EQUALITY OF VOTES**

In case of an equality of votes, the Chairperson of the meeting in addition to an original vote shall have a second or casting vote.

#### **11.8 MEETINGS BY MEANS OF TELECOMMUNICATION**

Where all the members of the Executive Committee present at or participating in the meeting have consented thereto, any member of the Executive Committee may participate in a meeting of the Executive Committee or its Subcommittee by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and each member of the Executive Committee participating in such a meeting by such means is deemed for the purpose of the Charter to be present at the meeting.

#### **11.9 TRANSACTION OF BUSINESS BY RESOLUTION**

**11.9.1** The Executive Committee may, when it is impractical to call a meeting, transact urgent business by a resolution circulated to all Members and approved in writing by two-thirds of the Members.

**11.9.2** Such a resolution shall be deemed to have been passed at a meeting of the Executive Committee

**11.9.3** The Secretary-General shall, with the agreement of the Chairperson that the business is urgent, be competent to initiate the procedure in Article 11.9.1.

#### **11.10 MEETINGS OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall meet during, or within seven days, of the ordinary meeting of the General Assembly and as necessary between ordinary meetings of the General Assembly.

#### **11.11 EX OFFICIO MEMBERSHIP ON SUBCOMMITTEES**

In addition to the Chairperson of the Executive Committee, the President and Vice-President of the Association, the Vice-Chairperson of the Executive Committee and, subject to Article 11.3, the Treasurer shall be entitled to serve as *ex officio* Members of all Subcommittees of the Executive Committee but without the right to vote.

### **Article 12 - CO-ORDINATING COMMITTEE**

#### **12.1 COMPOSITION**

The Coordinating Committee shall be composed of the Chairperson of the Executive Committee, the Vice-Chairperson of the Executive Committee and the Treasurer.

#### **12.2 DUTIES**

The Coordinating Committee shall oversee the implementation of practices, policies and procedures of the Executive Committee between meetings, ensure follow-up on Executive Committee decisions, recommend that the Secretary-General invoke Article 11.9.3 on any urgent and critical issues as may arise between Executive Committee meetings, oversee the development of issues to be brought before the Executive Committee and report any recommendations at its next meeting.

#### **12.3 SECRETARY**

The Secretary-General shall act as the Secretary of the Coordinating Committee without the right of vote.

#### **12.4 MEETINGS**

As is practical, the Coordinating Committee shall meet before each full Executive Committee meeting and as necessary between meetings.

#### **12.5 NOTICE OF MEETINGS**

Except in exceptional circumstances and always with the concurrence of the Chairperson of the Executive Committee, the Coordinating Committee shall receive thirty days' written notice of the date and venue of a meeting from the Secretary General.

#### **12.6 PRESIDING OFFICER**

The meeting of the Coordinating Committee shall be chaired by the Chairperson of the Executive Committee or, in the absence of the Chairperson, the Vice-Chairperson of the Executive Committee and the Member chairing shall have a vote.

#### **12.7 EQUALITY OF VOTES**

In the event of an equality of votes, the question shall be decided in the negative.

#### **12.8 QUORUM**

Two members shall constitute a quorum for the meetings provided that the Members present shall be Members from at least two different EMBs.

### **CHAPTER IV – OFFICERS**

#### **Article 13 – OFFICERS OF THE ASSOCIATION**

##### **13.1 OFFICERS OF THE ASSOCIATION**

The Officers of the Association shall be the following:

- a) President;
- b) Vice-President;
- c) Chairperson of the Executive Committee;
- d) Vice-Chairperson of the Executive Committee; AND
- e) Treasurer

#### **Article 14 - PRESIDENT**

##### **14.1 PRESIDENT**

A President of the Association shall be elected on nomination in accordance with Article 14.1.3, and shall be the honorary head of the Association.

**14.1.1** Other than as provided for in Article 14.1.2, the General Assembly shall elect a President of the Association.

**14.1.2** The Executive Committee shall elect a President of the Association where:

- a) In accordance with Article 11.2.1 (c), it has:
  - i. determined the venue of the next Plenary Conference, or
  - ii. altered the venue of that Plenary Conference, or
- b) a casual vacancy arises in the office of the President.

**14.1.3** For an election under this Article:

- a) the EMB which is to be the host of the next Plenary Conference shall be entitled to nominate one of its Members, and
- b) failing such nomination, the Executive Committee shall be entitled to nominate a candidate.

**14.1.4** Subject to Article 14.1.5, a President of the Association shall hold office from the conclusion of the Plenary Conference at which the election is held until the conclusion of the next Plenary Conference.

**14.1.5** Where the venue of the next Plenary Conference has been altered, the President of the Association elected to hold office in the year of that conference shall cease to hold office on the election of a successor or not enter into office, as the case may be.

#### **Article 15 - VICE-PRESIDENT**

##### **15.1 VICE-PRESIDENT**

A Vice-President of the Association shall be elected on a nomination in accordance with Article 15.1.3, and shall act as President when that office is vacant.

**15.1.1** Other than as provided for in Article 15.1.2, the General Assembly shall elect a Vice-President of the Association.

**15.1.2** The Executive Committee shall elect a Vice-President of the Association where:

- a) in accordance with Article 11.2.1(c), it has:
  - (i) determined the venue of the next but one plenary conference, or
  - (ii) altered the venue of that conference, or
- b) a casual vacancy arises in the office of Vice-President

**15.1.3** For an election under this Article:

- a) the EMB which is to be the host for the next but one Plenary conference shall be entitled to nominate one of its Members, and
- b) failing such nomination, the Executive Committee shall be entitled to nominate a candidate

**15.1.4** Subject to Article 15.1.5, a Vice-President of the Association shall hold office from the conclusion of the Plenary Conference at which the election is held until the conclusion of the next Plenary Conference.

**15.1.5** Where the venue of the next but one Plenary Conference has been altered, the Vice-President of the Association elected to hold office in the year of that conference shall cease to hold office on the election of a successor or not enter into office, as the case may be.

## **Article 16 - CHAIRPERSON OF THE EXECUTIVE COMMITTEE**

### **16.1 CHAIRPERSON**

The General Assembly shall, on a valid nomination, elect a Chairperson of the Executive Committee.

### **16.2 DUTIES OF THE CHAIRPERSON**

The Chairperson of the Executive Committee shall be the executive head of the Association and without restricting the generality of the foregoing, the Chairperson of the Executive Committee shall:

- a) Be the official spokesperson of the Association on all matters affecting the policy of the Association;
- b) Where both the offices of President and Vice-President are vacant, act as President;
- c) Preside over meetings of the Executive Committee;
- d) Co-ordinate the work of, and provide policy guidance to, the Subcommittees of the Executive Committee;
- e) Provide policy guidance to the Secretary-General; and
- f) Serve as an ex officio Member of all Subcommittees of the Executive Committee, but without the right of vote.

### **16.3 INVITATION FOR NOMINATIONS**

Not less than one hundred and twenty-days prior to the date of a meeting of the General Assembly at which the election of the Chairperson of the Executive Committee is to take place, the Secretary-General shall, in writing, invite nominations for the office from each Member EMB, Officer of the Association and Ordinary Member of the Executive Committee.

### **16.4 VALID NOMINATIONS**

To be valid, such a nomination shall:

- a) Be in writing;
- b) State, and contain the consent of, the nominee, but shall not be the Chairperson of the Executive Committee then in office;
- c) Be proposed and seconded by a Member EMB; and
- d) Subject to Article 16.6, be submitted by a Member EMB, or by an Officer of the Association or by a member of the Executive Committee, and received by the Secretary-General not less than sixty days prior to the date of the meeting of the General Assembly at which the election of the Chairperson of the Executive Committee is to take place.

### **16.5 PLACEMENT OF VALID NOMINATION ON AGENDA**

A valid nomination shall be placed on the agenda for the meeting of the General Assembly at which the election of the Chairperson of the Executive Committee is to take place

**16.6 LACK OF VALID NOMINATIONS**

Where no valid nomination is received within the period required by Article 16.4(d), the General Assembly may receive otherwise valid nominations from the floor at the meeting at which the election of the Chairperson of the Executive Committee is to take place.

**16.7 TERM OF CHAIRPERSON**

The Chairperson of the Executive Committee shall hold office from the conclusion of the General Assembly at which the Chairperson is elected and thence until the conclusion of the General Assembly in the second succeeding year, or if no plenary conference is held in the second of the two years, until the conclusion of the General Assembly of the next plenary conference held thereafter.

**Article 17 – VICE-CHAIRPERSON OF THE EXECUTIVE COMMITTEE**

**17.1 VICE-CHAIRPERSON PERSON OF THE EXECUTIVE COMMITTEE**

The Executive Committee shall elect a person qualified under Article 17.4 as the Vice-Chairperson of the Executive Committee.

**17.2 ELECTION AND TERM OF VICE-CHAIRPERSON**

The Vice-Chairperson of the Executive Committee shall be elected at the first meeting of the Executive Committee after a General Assembly and thereafter shall hold office until the conclusion of the General Assembly held during the next Plenary Conference.

**17.3 FUNCTIONS OF VICE-CHAIRPERSON**

The Vice-Chairperson of the Executive Committee shall perform the functions of the Chairperson in the absence of the Chairperson or when there is a casual vacancy in the office of the Chairperson; in the latter event, the Vice-Chairperson shall perform the functions of the Chairperson until the conclusion of the next General Assembly at which a new Chairperson shall be elected.

**17.4 QUALIFICATIONS FOR VICE-CHAIRPERSON**

To be qualified for election as Vice-Chairperson of the Executive Committee, a person shall be:

- a) A member of the Executive Committee, and
- b) A member of an EMB in a region of the Association other than the region in which the Chairperson is a member of an EMB.

**17.5 CASUAL VACANCY**

Where there is a casual vacancy in the office of Chairperson and the Vice-Chairperson is acting as Chairperson, or where there is a casual vacancy in the office of the Vice-Chairperson, the Executive Committee may elect one of its Members to perform the duties of the Vice-Chairperson until a Chairperson or Vice-Chairperson is elected.

**17.6 FILLING CASUAL VACANCY**

An election under Article 17.5 may be held in a meeting of the Executive Committee or, in the absence of such a meeting, by a ballot of Members of the Executive Committee, and in either case election shall be by a simple majority of Members of the Executive Committee who vote in the election.

**17.7 INAPPLICABILITY OF ARTICLE 11.9**

Article 11.9 which deals with passing resolutions in lieu of an Executive Committee shall not apply to an election under Article 17.6.

**Article 18 – TREASURER**

**18.1 ELECTION OF TREASURER**

The General Assembly, on the nomination of the Executive Committee, shall elect as a Treasurer a person who is a member of an EMB and not being the Treasurer then in office.

**18.2 TERMINATIONS AS MEMBER OF THE EXECUTIVE COMMITTEE**

A member of the Executive Committee on election as Treasurer shall forthwith go out of office as a member of the Executive Committee.

### **18.3 TERM OF TREASURER**

The Treasurer shall hold office from the conclusion of the General Assembly at which the Treasurer is elected and thence until the conclusion of the General Assembly in the second succeeding year or, if no Plenary Conference is held in the second of the two years, until the conclusion of the General Assembly of the next Plenary Conference held thereafter.

### **18.4 CASUAL VACANCY OF TREASURER**

In the event of a casual vacancy in the office of Treasurer, the Chairperson of the Executive Committee may appoint a person as Acting Treasurer to perform the functions of the Treasurer until the next meeting of the Executive Committee.

#### **18.4.1 An appointment under Article 18.4:**

- (i) may be confirmed by the Executive Committee, or
- (ii) the Executive Committee may appoint another qualified person as Acting Treasurer

### **18.5 TERM OF ACTING TREASURER**

An Acting Treasurer shall hold office from appointment until:

- a) In the event that a person appointed under Article 18.4 whose appointment is not confirmed by the Executive Committee, the Executive Committee appoints an Acting Treasurer, and
- b) In all other cases, the next General Assembly at which a Treasurer shall be elected in accordance with Article 18.1 and shall hold office for the remaining term of the Treasurer who vacated office.

### **18.6 DUTIES OF THE TREASURER**

The Treasurer shall be responsible to the Executive Committee and the General Assembly for the management of the finances of the Association.

### **18.7 CHAIRPERSON OF THE FINANCE SUBCOMMITTEE**

The Treasurer shall be the Chairperson of the Finance Subcommittee of the Executive Committee.

## **CHAPTER V – REPRESENTATIVES OF EMBs**

### **Article 19 – REPRESENTATIVES OF EMBs ON EXECUTIVE COMMITTEE**

#### **19.1 ELECTION OF REPRESENTATIVES OF EMBs**

The General Assembly shall elect, on valid nominations, the prescribed number of individuals from EMBs who shall sit as Ordinary Members on the Executive Committee.

#### **19.2 TERM ON EXECUTIVE COMMITTEE**

An Ordinary Member of the Executive Committee shall hold office from the conclusion of the General Assembly at which the Ordinary Member is elected until the conclusion of the General Assembly of the second Plenary Conference after that election and shall serve for a maximum of two consecutive terms. Provided however that at the inaugural election of the representatives of EMBs to the Executive Committee, four Ordinary Members shall be elected to serve for a one year term, and three shall be elected to serve for a two year term. Thereafter, the terms of Ordinary Executive Members shall be staggered and each Ordinary Member shall serve for a two-year term.

#### **19.3 NOMINATIONS**

Each EMB which is an Ordinary Member of the Association shall be entitled to nominate an individual to serve as an Ordinary Member of the Executive Committee.

**19.3.1** No EMB shall nominate more than one individual to serve as an Ordinary Member of the Executive Committee.

**19.3.2** In the absence of nominations by EMBs, the General Assembly shall at the meeting receive nominations from the floor.

**19.3.3** To be valid, a nomination shall:

- a) Be in writing;
- b) Be proposed and seconded by Members of an EMB, which the nominee, if elected, would represent; and
- c) Nominate a person, qualified under Article 29.1, who is a member of the EMB or its affiliated Training Centre or body, which is to be represented by the nominee, if elected.

#### **19.4 CASUAL VACANCY**

Where there is a casual vacancy for an Ordinary Member of the Executive Committee, the following shall occur:

**19.4.1** The EMB whose Member has last held the office may nominate one of its Members as an Acting Ordinary Member of the Executive Committee;

**19.4.2** At its next meeting, the General Assembly shall elect an Ordinary Member for the remainder of the term of office of the previous incumbent.

### **CHAPTER VI– THE SECRETARIAT**

#### **Article 20 – ESTABLISHMENT OF SECRETARIAT**

##### **20.1 ESTABLISHMENT OF SECRETARIAT**

The Secretariat shall be situated in such place as the General Assembly may determine.

#### **Article 21 – DUTIES OF THE SECRETARIAT**

##### **21.1 DUTIES OF THE SECRETARIAT**

**The functions of the Secretariat are as follows:**

- a) to provide the requisite support for meetings of the General Assembly and the Executive Committee in accordance with the Charter;
- b) to prepare and implement initiatives, activities project plans and budgets as directed by the Executive Committee; and
- c) to perform such other tasks assigned by the General Assembly and the Executive Committee or its Chairperson.

##### **21.2 MANAGEMENT STRUCTURE**

The Executive Committee:

- a) shall establish a management structure within the Secretariat, consisting of such senior officials as it considers necessary for the efficient operation of the Secretariat;
- b) shall appoint such senior officials; and
- c) may terminate such appointments

##### **21.3 SECRETARIAT STAFF**

Subject to the direction of the Executive Committee, the Secretary-General:

- a) may appoint other Secretariat staff; and
- b) may terminate such appointments.

#### **Article 22 – SECRETARY-GENERAL**

##### **22.1 APPOINTMENT**

The General Assembly:

- a) shall, on the nomination of the Executive Committee, appoint a Secretary-General of WEM-International; and
- b) may, on the recommendation of the Executive Committee, terminate the appointment of the Secretary-General.

##### **22.2 CASUAL VACANCY**

Where a casual vacancy arises in the office of the Secretary-General, the Executive Committee shall appoint an acting Secretary-General who shall hold the appointment until the General Assembly appoints a Secretary-General.

##### **22.3 DUTIES OF THE SECRETARY-GENERAL**

Subject to the direction of the General Assembly and the Executive Committee, the Secretary-General shall:

- a) be the Chief Executive Officer of the Association and, in that capacity, administer its affairs and manage the staff of the Secretariat;
- b) be primarily responsible for representing the Association and promoting its aims and objectives;
- c) act as Secretary to meetings of the Executive Committee, the General Assembly and the Plenary Conference, and
- d) undertake such other duties as are assigned by the General Assembly, the Executive Committee or its Chairperson

## **CHAPTER VII – FINANCE**

### **Article 23 - SOURCE OF FINANCE**

#### **23.1 MEMBERSHIP FEES**

Annual membership fees shall be determined by the Executive Committee and approved by the General Assembly.

#### **23.2 CONTRIBUTIONS**

Contributions can be made in the form of financial and/or staff support to the Secretariat of WEM-International from EMBs, regional associations or international organizations.

#### **23.3 DONATIONS**

**23.3.1** Donations from individuals, organizations, groups or private sector as approved by the Executive Committee may be received.

**23.3.2** Grants from international foundations or organizations may be received.

### **Article 24 – COSTS OF SECRETARIAT**

#### **24.1 OPERATIONAL COSTS OF SECRETARIAT**

The Election Management Body in the country where the Secretariat is located will bear the costs of leasing and maintaining the office building and for facilitating the operation of the Secretariat.

### **Article 25 – COSTS OF HOSTING A MEETING**

#### **25.1 COSTS OF HOSTING A MEETING**

The costs of holding either the General Assembly or the Executive Committee meeting shall be borne by the host Election Management Body and other available resources.

## **CHAPTER VIII – AMENDMENT OF THE CHARTER**

### **Article 26 – AMENDMENT OF THE CHARTER**

#### **26.1 AMENDMENT OF THE CHARTER**

This Charter shall only be amended by a valid proposed amendment adopted at a meeting of the General Assembly.

#### **26.2 PROPOSED AMENDMENTS**

A proposed amendment shall be valid if:

- a) it is proposed by an Ordinary Member and submitted in writing to the Secretary-General sixty days prior to the date of a meeting of the General Assembly; or
- b) it is proposed by the Executive Committee.

#### **26.3 PLACEMENT OF AMENDMENTS ON AGENDA**

A valid proposed amendment shall be placed on the agenda of the next meeting of the General Assembly following its proposal.

#### **26.4 VOTES TO GOVERN**

A valid proposed amendment shall be adopted if supported by the votes of two-thirds of the delegates present and voting at the General Assembly.

#### **26.5 REVOCATION OF PREVIOUS CHARTER AND ITS EFFECTS**

**26.5.1** As from the date at which this Charter comes into effect, the previous Charter is revoked without affecting action taken under it.

**26.5.2** Persons appointed or elected under the provisions of the previous Constitution who are in office on the date that this Constitution comes into effect shall, unless it is otherwise provided, continue in office until such date as is provided in this Constitution for the expiry of their term of office.

## **CHAPTER IX – DISSOLUTION**

### **Article 27 – RESOLUTION FOR DISSOLUTION AND DISPOSAL OF ASSETS**

#### **27.1 RESOLUTION FOR DISSOLUTION**

A resolution for dissolution of the Association shall be adopted by at least two-thirds of the members of the Association voting in person at the General Assembly by secret ballot.

#### **27.2 DISOPOSAL OF ASSETS**

Upon the dissolution of the Association, the General Assembly shall further decide on the disposal of assets and on the payment of the liabilities of the Association.

## **CHAPTER X – MISCELLANEOUS**

### **Article 28 – FINANCIAL YEAR**

#### **28.1 FINANCIAL YEAR**

The financial year of the Association shall be the calendar year.

### **Article 29 – QUALIFICATION FOR OFFICE**

#### **29.1 QUALIFICATION FOR OFFICE**

No person shall be entitled to be appointed or continue as an Officer of the Association, a Member of the Executive Committee or its subcommittees, or as a delegate to a conference or other meetings of the Association, unless the person is a Member of an EMB which enjoys full rights within the Association or its affiliated training institution or body.

## **TRANSITIONAL PROVISIONS**

International Non-Profit Association (INPA) will receive the legal personality, according to the article 50, paragraph 2 of the Law on ABSL (INPA), starting with the date of the Royal Decree recognitions.