

# **WORLD ALLIANCE OF NEUROMUSCULAR DISORDER ASSOCIATIONS**

**DRAFT  
CONSTITUTION**

**3rd DRAFT**

**27<sup>th</sup> June 2002**

# CONSTITUTION OF WORLD ALLIANCE OF NEUROMUSCULAR DISORDER ASSOCIATIONS

## INTRODUCTORY

### 1 NAME (WANDA)

The name of the Association is WORLD ALLIANCE OF NEUROMUSCULAR DISORDER ASSOCIATIONS.

### 2 INTERPRETATION

In this Constitution:

“**Association**” means World Alliance of Neuromuscular Disorder Associations.

“**Muscular Dystrophy**” includes nerve and muscle disorders as generally catered for by Muscular Dystrophy Associations around the world.

“**Member**” means any Member of the Association.

“**Financial Member**” means an honorary Member or a Member who has paid the annual or other subscription.

“**Month**” means calendar month

“**Board**” means the Board of the Association.

Words importing the singular mean the plural and vice versa.

### 3 JURUSDICTION

WANDA will work on a global level in the field of Neuromuscular disorders.

WANDA will not work on a national level unless there is no Muscular Dystrophy Association, but will endeavour to establish an Association where none exists.

### 4 OBJECTIVES

4.1 To encourage and facilitate cooperation between national associations, in order to help people with Neuromuscular Disorders and work towards a cure and eradication of the disorders.

4.2 To encourage the formation of Neuromuscular Disorder Associations in countries without existing bodies, by providing information and advice.

4.3 On an international level develop strategies for better care and services for people with Neuromuscular Disorders and support for their families

4.4 To facilitate swift dissemination of information on treatment and research findings, which may be of use to Neuromuscular Disorder Associations around the world.

- 4.5 To make effective representation, on request, to individual Governments to ensure they are aware of the needs of their citizens with Neuromuscular Disorders and their families.
- 4.6 To be accepted by international authorities such as the WHO, UNESCO, & WFN as the appropriate authority to be consulted, and to make suggestions on, issues affecting people who have Neuromuscular Disorders and their families, researchers and service providers.

## **MEMBERSHIP**

WANDA is an umbrella group that works on a continental basis. Membership is open to individual National Muscular Dystrophy/Neuromuscular Disorder Associations and International Disorder bound groups. Individual Associations will be represented by continental delegates. (see Board of Management).

### **5 PATRONS**

The Board, to further the objectives of the Association, may appoint any number of persons as patrons of the Association. Patrons are honorary Members during their patronage.

### **6 ORDINARY MEMBERSHIP**

Ordinary Membership of WANDA comprises:

- 6.1 National Muscular Dystrophy/Neuromuscular Disorder Associations.
- 6.2 International individual specific Neuromuscular Disorder bound groups.
- 6.3 Any other class of ordinary membership created by the Board from time to time.

### **7 OBSERVANCE OF THIS CONSTITUTION**

Members must comply with the Constitution of WANDA.

### **8 MEMBERSHIP SUBSCRIPTION**

- 8.1 The Board, from time to time, may set a voluntary subscription fee, which may consist of a monetary payment or in kind services to WANDA.

- 8.2 No subscription is payable by honorary members whilst they remain honorary members.

## 9 CESSATION OF MEMBERSHIP

The Board may terminate a Member's Membership if the Member:

- 9.1 Resigns in writing.
- 9.2 Is guilty of conduct, which the Board considers in its absolute discretion is not consistent with the objects or the interests of WANDA.

## 10 MEETINGS OF WANDA

### QUADRENNIAL GENERAL MEETING

The Board of Management will endeavour to convene a quadrennial general meeting at the same time and venue and in conjunction with the International Congress on Neuromuscular Disorders for the following purposes.

- 10.1 To confirm the accuracy of the Minutes of the previous Quadrennial General Meeting.
- 10.2 To receive Policy and Activity Reports from the Board and audited statements of accounts for the previous four years; and to receive reports from the President and Vice Presidents.
- 10.3 To transact any other permitted business.

## 11 BOARD OF MANAGEMENT MEETINGS

The Board of Management will endeavour to meet either in person or electronically once in every 12 months.

## 12 GENERAL MEETINGS

The Board of Management may convene General Meetings of Members at its discretion at a date, time and venue to co-inside with recognised established Neuromuscular Disorder meetings of importance.

### 13 QUORUM

A Quorum at Board of Management meetings is four members, either present in person or by proxy.

### 14 PRESIDENT

At every meeting of WANDA the President will preside. In the absence of the President, the attending Vice Presidents will elect from its number a Chairperson who will preside.

### 15 PRESIDENTS VOTE

At all meetings of WANDA the person presiding will, in the event of an equality of votes on any question, have a casting vote in addition to a deliberative vote.

### 16 SECRETARY GENERAL

The Secretary General will:

- 16.1 Keep proper minutes of all meetings of WANDA and its standing committees.
- 16.2 Inform members of the Association and its standing committees of the places, dates and times of meetings.
- 16.3 Receive all incoming correspondence of WANDA so that it is available for the Board of Management.
- 16.4 Undertake all outgoing correspondence of the Association and keep copies on file.

### 17 TREASURER

The Treasurer will:

- 17.1 Prepare a balance sheet and statement of income and expenditure annually made up to the 31<sup>st</sup> December each year, and any other financial information that WANDA requires.
- 17.2 Prepare a financial statement for each Board of Management meeting.
- 17.3 Generally oversee the financial affairs of WANDA.
- 17.4 Make all payments other than Petty Cash payments by cheque.

## **BOARD OF MANAGEMENT**

### 18 MANAGEMENT

Management of WANDA (Including management and control of the funds and other property of WANDA) is vested in a Board of Management comprising of a minimum of seven and a maximum of twelve members, inclusive of office bearers.

Seven Board of Management members will be elected or appointed by the following regions: North America, South America, Europe, Africa, Asia (two) and Australasia.

The President may be elected by the Board Members as one of the seven regional delegates or be additional to the seven regional delegates.

In addition the Board may appoint a Secretary General and/or Treasurer, plus a maximum of two other Board Members with desirable skills needed to assist WANDA achieve its goals.

In the absence of a nominated or elected representative for a region the Board of Management may co-opt to its number a member from that region.

### 19 OFFICE BEARERS

Members of the Board of Management shall elect one of its numbers to act as President of WANDA. The remaining members of the Board of Management shall be Vice Presidents, representing their home region. Patrons of WANDA may also be appointed as Office Bearers for such periods as WANDA may decide.

### 20 RE-APPOINTMENT

All members of the Board of Management will retire at the Quadrennial General Meeting.

Retiring members of the Board of Management are eligible for re-election.

## 21 CASUAL VACANCIES

Any casual vacancy in the Board of Management may be filled by the Board. Any person appointed will retain office until the next Quadrennial General Meeting.

## 22 CESSATION OF OFFICE

The office of a member of the Board of Management will be vacated if that member:

- 22.1 Ceases to be endorsed by their region
- 22.2 In the case of the Secretary General and Treasurer is removed by a unanimous vote of remaining Board of Management members.
- 22.3 Is absent from three successive meetings of the Board of Management and the Board resolves that the office be vacated.
- 22.4 By notice in writing to WANDA resigns from office.

## 23 POWERS OF THE BOARD

Without affecting the generality or anything else in this Constitution the Board has the power:

- 23.1 To superintend and conduct the business and affairs of WANDA and to do everything WANDA could do.
- 23.2 To manage and control the funds and other property of WANDA.
- 23.3 To enter into joint ventures with other recognised bodies with similar aims and objectives as WANDA to further its work.
- 23.4 To establish working groups, committees, or task forces to further the objects of WANDA.
- 23.5 To appoint, dismiss, make provision for the payment of and to define the duties, powers and terms and conditions of employment of any officer, contractor or consultant necessary for carrying on the work of WANDA.
- 23.6 To open, conduct and close general bank accounts and Trust accounts for specific purposes from time to time.
- 23.7 To raise money and accept donations or other aid.

23.8 To make rules and by-laws not inconsistent with this constitution.

## 24 FINANCIAL YEAR

WANDA's financial year commences 1 January each year and ends on the 31<sup>st</sup> December.

## 25 ALTERATION OF CONSTITUTION

The Constitution of WANDA may be altered so long as it is not inconsistent with the stated objectives in this constitution by a Board Member, giving notice in writing at least two months prior to a scheduled Board meeting, detailing the proposed changes and, following discussion at the scheduled Board Meeting, three quarters of the Board Members present in person or by a proxy, vote in favour of the changes.

## 26 WINDING UP

WANDA may be wound up by an ordinary resolution of board members, passed at a scheduled Board Meeting providing at least two months notice is given prior to such meeting and is voted unanimously by Board Members present, either in person or proxy.

In the event that WANDA is wound up, the surplus assets should be passed to the World Muscle Society or other body of similar status and having similar objectives to those of WANDA.

## **INDEMNITY**

Every Board of Management member and other Officers and employees of WANDA is indemnified by WANDA against (and out of the funds of WANDA the Board of Management will pay) all costs, losses and expenses for which any Board of Management Member or other officer or employee may become liable by reason of anything properly done by the member, officer, or employee in the discharge of that persons lawful duties.

## **GENERAL**

WANDA is non- political and non- secretarian.