



Constitution of the Afghan Midwives Association

May 13, 2018

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ARTICLES OF ASSOCIATION

as of 1 May 2018

of the association:

Afghan Midwives Association

with its registered office in Kabul

ARTICLES OF ASSOCIATION

Article 1 - Name and registered office

- i. The association shall bear the name: Afghan Midwives Association hereinafter referred to as 'the Association' or 'AMA'.
- ii. The Association shall have its registered office in Kabul, Afghanistan unless otherwise designated by Association's Board.

Article 2 - Recognition

The association shall exist as a professional body as incorporated under the Ministry of Justice with registration number 129

Article 3 – Purpose and Objectives

- I. The purpose of the Association shall be:

To advance the goals and aspirations of midwives in the attainment of improved outcomes for women, their newborns and families during the childbearing cycle, using the International Confederation of Midwives (ICM) midwifery philosophy and model of care.

- II. The objectives of the association shall be to:
 - a. Work to improve girls, women and her newborn's health nationally;
 - b. Promote and strengthen the midwifery profession;
 - c. Promote the aims of the association nationally, regionally and internationally.
 - d. Promote good relations with the Afghanistan Government, professional councils and other national associations working for mothers and newborns and regional and international midwifery associations
 - e. Promote and support the law reforms on all matters affecting the midwives, mothers and newborns and their families in the country
- III. These aims and objectives will be achieved through the vision and mission of the association as stated in the by-laws.

Article 4 - Membership Eligibility

I. Members of the association shall be:

Every Midwife and Midwifery student in Afghanistan, upon her being registered with the Afghanistan Midwifery and Nursing Council / MoPH and MoHE shall be eligible to be a member of the association upon her;

- i. Payment of enrolment fee prescribed in the bylaws of the association and any other fees
 - ii. Completion of membership registration form
 - iii. Have a membership card duly signed by the President of AMA
 - iv. The Secretariat shall maintain a register in which the names and addresses of all the members of the association shall be listed
2. For non-midwives' and non-Afghans, association has its certain criteria which is described in the Bylaws of the Association and one of the following membership could be obtained:
- Honorary membership
 - Associate Membership
 - International Membership

Article 5 - Subscription

1. Every member shall pay such monthly subscription or fee as the association may determine from time to time
2. It shall also be the duty of every member to make such contributions as the national, provincial chapters may decide at annual congress.
3. The association shall impose penalties including suspensions of a member of the association for non-payment of subscription fees.

Article 6 - Suspension of rights

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

Article 7 - Termination of Membership

I. Membership terminates:

- a. as a result of the dissolution of the Association;
- b. as a result of a Member resigning;
- c. as a result of membership having been terminated by the Association because:

- the Member in question ceases to meet the qualifications for membership as laid down in these articles of association;
 - the Member in question fails to meet and comply with its obligations in respect of the Association;
 - in all reasonableness the Association can no longer be required to allow the membership in question to continue;
- d. as a result of disqualification because:
- the Member acts in conflict with these articles of association, the rules and regulations which apply or the resolutions adopted by the Association; or
 - the Association has been unreasonably disadvantaged by the Member in question.
2. Terminating membership on the part of the Association shall be carried out by the Board of Director.
 3. Terminating membership on the part of a Member shall be carried out by giving notice in writing to the Board of Director.
 4. Terminating membership on the part of a Member or on the part of the Association 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.
 5. Disqualification from membership shall be carried out by the Board of Directors
 6. Should a resolution be adopted to terminate membership on the part of the Association and should a decision be made to disqualify a Member from the membership of the Association, the Member 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 Board of Directors at its next meeting.
 7. The Member 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 in question shall be suspended.

Article 8 - Disciplinary Action

1. Any member whose name is struck out of the register of Afghanistan Midwifery and Nursing Council (AMNC) shall cease to be a member of the association until such time that her name shall be reinstated;
2. Any member of the association who is found guilty by the disciplinary committee of the association for conduct prejudicial to the interest of the association shall be liable to expulsion or any other punishment; provided that no member shall be expelled except she has been given the opportunity to appear before the committee to state her case.
3. Any executive board member who misse two continues meeting of the board without any reasonable excuses will be expelled and from the board of directors will fill out her position in the executive board member.
4. Any executive member expelled from the association or her executive post as a result of misconduct shall hand over all documents of the association in her custody to the executive board within two weeks from the date of expulsion.

5. Any member so expelled, shall have the right to appeal against the decision of the disciplinary committee to the Board.

Article 9 - Disciplinary Committee

1. There shall be set-up an adhoc disciplinary committee of the association by the Boards or the general assembly to investigate and make recommendation on a member(s) in times of conduct prejudicial to the interest of the association.
2. The membership of any disciplinary committee shall have a minimum of five and a maximum of seven.
3. The members of the disciplinary committee shall be;
 - i. members of the association who are in good standing
 - ii. have good morals and of high integrity
 - iii. Be equal or higher in rank to the member in respect of whom the investigation is to be conducted.
 - iv. Have reasonable knowledge of the kind of misconduct to be investigated

Article 10 - Governance

The Association has the following bodies:

- i. The Annual Congress
- ii. The Board of Directors
- iii. The Executive Board
- iv. The Executive Committee
- v. The Advisory Board

Article 11 - Annual Congress

1. The Annual Congress shall be held the first half of the calendar year in coordination with the International Day of the Midwife.
2. The Annual general assembly shall be held in coordination with the Congress and shall include:
 - i. Financial and Operations report of the Association during the past year.
 - ii. Elections of the Executive Committee and Executive Board for terms of office when appropriate:
 - iii. The Executive Committee & Executive Board candidate's profile must be made public at the Annual Congress, for the information of all members, before voting commences.
 - iv. Voting shall be conducted by confidential ballot counted in a transparent manner.
 - v. Association members shall not be involved in the counting of votes.
 - vi. All members maintain the right to abstain from voting if they so wish.
 - vii. Quorum for the Annual General Meeting shall be attendance of 10% of the total membership

Article 12 - The Board of Directors

1. There shall be a Board of Directors for hereinafter referred to as the “the Board ”

2. The overall management of the association shall be vested in the Board.
3. The board of Director shall meet quarterly or at least once in every 6 months

Article 13 - Composition of the Board

The national Boards shall consist of:

- i. All members of the executive committee & executive board
- ii. All the provincial directors and deputy provincial directors and treasurers
- iii. Executive Director as non-voting member

Article 14 - Terms of office - Termination and Suspension of Membership of the Board of Directors–

1. All the Board members shall assume their functions at the conclusion election process, and shall vacate office at the conclusion of the succeeding elections (a three year period), and those periods of office shall run in accordance with a roster drawn up by the Board for this purpose.
2. 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.
3. Each Board member, irrespective of the period of their term of office, may be dismissed or suspended at any and all times by members in case of evidence of a conflict of interest on the part of the member, a lack of participation or attendance in at least three consecutive meetings without any logical reason and notification, a lack of responses to communication with the Secretariat.
4. Membership of the Board shall also terminate:
 - a. should the Board member's association's membership of the Association terminate; or
 - b. upon a Board member tendering their resignation.

Article 15 - Tasks, responsibilities of the Board and representation

1. The Board shall be charged with the governance of the Association.
2. Should the number of Board members fall below that defined in article 13, the Board shall remain authorized. However, the vacancy or vacancies must be filled at the next annual congress meeting particularly in terms of executive board members. 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.
3. The Board may appoint other committees to support the performance of the work of the Association; and allocate to these committees certain tasks and responsibilities to be undertaken under the responsibility of the Board.
4. 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 Association 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.

5. The Association 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 members.

Article 16 - Meeting of the Board

1. The board of directors shall meet quarterly or at least bi annually
2. Decisions by the Board will be reached by consensus. Where consensus is not possible then the President shall call for a vote by members of the Board. Majority vote rules. In tied votes the President has the casting vote.
3. The proceedings of each Board meeting shall be minutes; this is the responsibility of the Executive Director. The minutes shall be ratified and signed in token thereof by the President of the meeting and the Executive Director.
4. An extraordinary Board meeting may be called at any time as determined by the majority of Board Members
5. By-laws may further regulate matters pertaining to the meetings and the decision-making of the Board
6. Board meetings will be chaired by the President or Vice president in absence of president

Article 17 - Notice

The Executive Director shall as far as it is practicable and not less than thirty days before the date of a meeting of the Board, send by post, fax or e-mail to each of the members of the Board a notice giving the date, place of such a meeting and of business to be conducted.

Article 18 - Quorum of the Board

1. Except at emergency meetings, a quorum should be made up to two thirds of members required to attend.
2. In the case of emergency meeting, the Quorum shall be simple majority of members required to attend.

Article 19 - Chair

The President of the Association shall chair the meeting or vice president in absence of president. The Executive Director shall be responsible for the official recording of the minutes however the task can be delegated as required.

Article 20 - Voting in Board meeting

- i. Decision making in the Board 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 Association 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.

Article 21 - Executive Board

1. There shall be elected executive Board for the association every three years.
2. The executive board shall be responsible for the operational management of the association
3. The executive board shall be responsible to the board of directors.

Article 22 - Composition of the Executive Board

There shall be a national executive of the association comprising of the following:

- i. The President
- ii. The Vice President
- iii. The Treasurer
- iv. 10 members of the association who elected in the congress as executive board members.
- v. The Executive Director - non elected and non-voting members

Article 23 - Election of the Executive Board

- I. Notice for nominations to the positions of President, Vice-President and Treasurer shall

- be given to the Board members at least 90 days in advance.
2. All candidates must present manifestoes, curriculum vitae (cv) and two passport size photographs to the national secretariat to be circulated to the provinces 60 days before elections.
 3. Applications shall be sent to Secretariat no later than 30 working days in advance of the Annual Congress.
 4. Members of the executive board shall be elected at the national annual congress – the general assembly
 5. Election shall be held every 3 years
 6. If a member of the Executive Board resigns before her term of office expires the position may be filled by another member from the list of candidates from annual congress (based on the number of their votes) until the next Annual Congress when an election will be held.
 7. The executive board shall be dissolved by the president immediately before elections but still they have voting rights in the election of the next executive board.
 8. Criteria shall be as follow for the President, Vice President and Treasure:
 - i. Any member of the association who is qualified may stand for elections to the executive board. Such a member shall be nominated by a province seconded by at least one other province.
 - ii. All applicants for the position of President must have served at least one term as a Board member.
 - iii. All applicants for the position of President must have proven advocacy, networking and organizational management skills
 - iv. All applicants for the position of Vice-President must have served as an official member in provincial chapters prior to application or being served as Board member.
 - v. If a vacancy arises in the position of President the Vice-President will act as President until the next Annual Congress when an election will be held.
 - vi. All applicant for the position of the Treasure must have basic understanding of finance and accounting – shall provide supporting document while applying for the position of Treasure
 - vii. Any members who is in debts of her subscription, fees and charges for three consecutive, months shall not be entitled to stand for election or vote at elections.
 - viii. No member shall contest for more than one executive office at the same election.

Article 24 - Terms of office – Terminating and Suspension of membership of the Executive Board

1. All the Executive 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.
2. Any Executive 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.

3. Each Executive Board member, irrespective of the period of their term of office, may be dismissed or suspended at any and all times by the Board of Directors
4. Dismissal or suspension of a member of the Executive Board will be undertaken by the board of directors during BoD meeting if there is evidence of a conflict of interest on the part of the member, a lack of participation or attendance at meetings, a lack of responses to communication with the Secretariat.
5. Each Executive Board member, irrespective of the period of their term of office, may be terminated if she shall not participate or attend in at least three consecutive meetings without any logical reason and the position will be filled by the provincial directors.
6. Membership of the Executive Board member shall also terminate:
 - a. should the association membership terminate; or
 - b. upon a Board member tendering their resignation

Article 25 - Meeting of the Executive Board

1. The Executive Board shall meet at 29th of every Gregorian's months.
2. The Executive Committee will meet weekly.
3. Decisions by the Executive Board will be reached by consensus. Where consensus is not possible then the President shall call for a vote by members of the Board. Majority vote rules. In tied votes the President has the casting vote.
4. The proceedings of each Board meeting shall be minutes; this is the responsibility of the Executive Director. The minutes shall be ratified and signed in token thereof by the President of the meeting and the Executive Director.
5. An extraordinary Board meeting may be called at any time as determined by the majority of Board Members
6. By-laws may further regulate matters pertaining to the meetings and the decision-making of the Board
7. Board meetings will be chaired by the President or vice president in absence of president

Article 26 - Quorum

3. Except at emergency meetings, a quorum should be made up to two thirds of members required to attend.
4. In the case of emergency meeting, the Quorum shall be simple majority of members required to attend.

Article 27 – Executive Board Tasks and Responsibilities and Representation

1. The Board shall be charged with the governance of the Association.
2. Should the number of Board members fall below that defined in article 13, the Board shall remain authorized. However, the vacancy or vacancies must be filled at the next Board of Directors 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.
3. The Board may appoint committees to support the performance of the work of the Association; and allocate to these committees certain tasks and responsibilities to be undertaken under the responsibility of the Board.

4. 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 Association 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.
5. Without prejudice to that determined in the last full sentence of paragraph iv, the Association shall be legally represented by:
 - a. President and/or the Vice-President and/or the Treasurer
 - b. the ten Executive Board members, acting together.
6. The board shall appoint auditors to audit the annual accounts of the association.
7. The board shall appoint legal advisor to advise the association on legal matters.

Article 28 - Provincial Chapters

There shall be provincial branches of the association known as provincial chapters in each province of the Afghanistan. The provincial Chapters shall consist voluntary, elected officials and members.

Article 29 - Composition and Functions of Provincial Chapters

1. There shall be Chapters of the Association in each province of Afghanistan.
2. Provincial Chapters shall be made up of registered members residing in that province
3. The provincial chapter leadership shall consist of:
 - i. Director
 - ii. Deputy Director
 - iii. Treasures
 - iv. Two Board Members
4. Functions of the Provincial Chapters:
 - i. Shall be responsible for the day to day administration of the association at the provincial level.
 - ii. Shall be responsible for the performance of the functions of their office as pertains at the national level.
 - iii. Implement the core documents at the provincial level
 - iv. Shall submit and present quarterly reports of their activities in the province to the Executive Board
 - v. Discuss and decide matters affecting the interest of all members in the province.
 - vi. Discuss matters referred to it by the Board and the Executive Board and submit reports and resolutions thereon to the appropriate bodies.
 - v. Implement decisions of the Board and the Executive Board
 - vi. Collect dues from members and submit to Secretariat
 - vii. Maintain & update the data base of members
 - viii. Represent AMA at provincial and regional level
 - ix. Coordinate and collaborate with Provincial Health Directorate and BPHS & EPHS

- implementers
- x. Develop professional relationship with members in the provincial level and related committees of ministries

Article 30 - Election of Provincial Chapters

1. Chapter heads shall submit their nominations to the executive board at least 60 days prior to the end of their tenure
2. All candidates must present manifestoes, curriculum vitae (CV) and two passport size photographs to the national secretariat to be circulated to the Board at least 30 days before elections.
3. Provincial Directors shall be elected by her own provincial chapter members and shall serve for a term of three years and be eligible for election for two consecutive terms.
4. The presence of at least half of the voting members shall constitute a quorum for voting process. Members may participate virtually, but voting by proxy shall not be permitted.
5. If a provincial director resigns before her term of office expires then an appointed deputy shall fill the position until the next annual provincial election and the board members can fill the position of the deputy then the expert and committed member can fill the position of the board member.

Article 31 - Terms of office - Terminating membership of the members – Suspension

1. All the members are responsible to obey the rule and regulation of the Association.
2. Membership shall be suspended from the Association if the member fails to pay fees, if the member acts in direct conflict with the constitution of the Association or in the case of confirmed unethical practices.

Article 32 - Secretariat (Executive Director)

1. The Association has a secretariat to prepare and execute the Board resolutions. The Executive Director is charged with its management.
2. The Executive Director is appointed by the Board and can be suspended and dismissed by the Board.
3. In keeping with the direction and delegation of the Board and Executive Board as the case may be, the Executive Director is responsible for the day-to-day management of the Association and the daily administration of the property and contents.
4. The Executive Director is responsible for managing the successful development, organization and promotion of the Association including safeguarding the organization's integrity and financial wellbeing.
5. The Executive Director provides leadership and supports the Board and Executive Board in their governance role.
6. In the by-laws as referred to in Article 31 further details can be given about the tasks, authorization and working arrangements of the Executive Director and the secretariat respectively.

Article 33 - Finance

The revenue of the association shall include:

- i. The financial year of the Association shall run from the first day of the January through to the thirty-first day of December.
- ii. Registration fees, dues, subscriptions, donations and financial support from national or international organizations.
- iii. The association may invest its financial resources in any securities and ventures approved by the Board.
- iv. The finances of the association that is not in use shall be lodged with a bank deposit, fix or current accounts in the name of the association.
- v. The Board shall set the amount of fees to be paid by the categories of members for the following year and notify membership before the end of the previous fiscal year.
- vi. The Association 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 Association policies.
- vii. The Board shall be bound to retain the records of the assets of the Association and all that concerning the activities conducted by the Association in accordance with the demands which arise out of those activities and do this in such a manner and administer those records and he books to be kept in this light, and all further documents and other data carriers that the rights and obligations of the Association may be tracked and plotted as a result thereof at any and all times.
- viii. The Board shall issue its annual report as to the course of business conducted by the Association and also on policy pursued at the annual meeting
- ix. 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 Association auditors to the annual congress 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 obligation

Article 34 - Dissolution of the Association

- i. The Association may be dissolved by a decision reached by the annual congress
- ii. In the event of the dissolution of the Association its assets shall be given or transferred to such body having objectives similar to those of the Association.

Article 35 - Amendment of the Constitution

1. All proposed amendments of the Articles of Association submitted to Board of Directors must be accompanied by a supporting background statement and an indication of possible financial consequences.
2. Proposed amendments must be submitted by the Executive Director no later than 60 working days prior to the meeting.
3. A resolution to amend the constitution shall require an absolute majority of the votes cast in a Board of Directors meeting.

Article 36 - By-laws

1. By-laws shall not conflict with Afghanistan laws
2. The by-laws may only be determined or amended by a resolution adopted by the congress, on the strength of an absolute majority of the votes cast.

END ARTICLES OF ASSOCIATION

This document was ratified during the Congress in Kabul on May 2018