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EUROPEAN ASSOCIATION FOR MENTAL HEALTH IN MENTAL RETARDATION

C O N S T I T U T I O N

Article 1. Name, Residence, Language

- a) The name of the organization is EUROPEAN ASSOCIATION FOR MENTAL HEALTH IN MENTAL RETARDATION (MHMR).
- b) The Headquarters of the Association shall be in The Netherlands but it may have its offices elsewhere.
- c) The Association is founded under Dutch Law.
- d) The official language of the Association is English.

Article 2. Purpose and Means

The purpose of the Association is international co-operation and exchange of knowledge and experience in the field of mental health care for mentally retarded people with special emphasis on co-ordinating and promoting scientific activities and improving standards of service provision throughout the European Community.

In furtherance of this purpose the Association shall

- a) organize international and regional congresses, conferences, symposia, workshops and courses.
- b) publish journals, newsletters, books and brochures for the dissemination of information.
- c) establish international exchange programmes for researchers, professional care givers, educators and public policy representatives.
- d) promote international collaborative research projects.
- e) develop and provide consultancy on professional and continuing education programmes and materials.
- f) provide consultancy at local, regional, national and international levels on the development and provision of services.

- g) provide such other services and develop such other functions as are compatible with the purposes of the Association and may be authorized by the Executive Committee.

The Association is non-profit making and shall not seek to promote any political, economic or religious aims.

Article 3. Membership.

Section 1. Classes.

The membership of the Association consists of

- a) ordinary members
- b) corporate members (Member Organizations)
- c) affiliated organizations
- d) honorary members.

Section 2. Ordinary Members

- a) membership of the Association is open to all persons who work professionally in the area of mental health care and the care of the mentally retarded according to the rules prescribed in the Bylaws.
- b) ordinary members are entitled to attend, speak and vote at meetings of the Assembly.
- c) ordinary members have a right to hold office in the Executive Committee.

Section 3. Corporate Membership

- a) any professional organization having a significant interest and concern in the area of mental health in the mentally retarded may become a member of the Association according to the rules prescribed in the Bylaws.
- b) each Member Organization is entitled to appoint one or more delegates to the Assembly according to the regulations in the Bylaws.
- c) each individual member of a Member Organization is considered a member of the Association and as such is privileged to attend and speak at meetings of the Assembly, but not entitled to vote unless serving as a delegate.

Section 4. Affiliated Organizations

- a) organizations whose purposes are directly or closely related to those of the Association may become affiliated members as prescribed in the Bylaws.
- b) representatives of affiliated organizations are privileged to attend and speak at meetings of Assembly on condition that they identify their status. They are not entitled to vote. They will have such other powers as may from time to time be prescribed in the Bylaws.

Section 5. Honorary Members

- a) persons of distinction may be awarded Honorary Membership of the Association.
- b) Honorary Members are privileged to attend and speak at meetings of Assembly, but are not entitled to vote unless serving as a delegate.

Section 6. Termination of Membership

Membership of the Association shall be terminated:

- a) on the death of the member.
- b) Membership ends at the end of the year immediately upon request of a Member; Fees are not returnable. Members of Memberorganizations can be readmitted on payment of the full outstanding fees due.
- c) by failure of the member or Member Organization to pay the Association's membership fees - after two successive years.
- d) by a decision of the Executive Committee in the case of members or Member Organizations who act contrary to the Constitution of the Association or have caused unreasonable harm to the Association and/or its members - as prescribed in the Bylaws.

Article 4. Organization

Section 1. Organizational Structure

The organizational structure of the Association shall consist of:

- a) the Assembly
- b) the Executive Committee

- c) the Officers
- d) the Executive Director
- e) special Working Groups.

Section 2. The Assembly

- a) The Assembly shall consist of:
 - i) voting members - that is, ordinary members and delegates of Member Organizations as prescribed in the Bylaws.
 - ii) non-voting members - other members of the Association.
- b) Assembly shall:
 - i) review the activities of the Executive Committee.
 - ii) review and approve the accounts and review the financial policies.
 - iii) discuss and approve any proposed amendments to the Constitution and Bylaws.
 - iv) elect the Officers and Executive Committee as prescribed in the Bylaws.
 - v) transact any other business as necessary.
- c) At least one regular business meeting of the Assembly shall be held biennially. The Assembly may also meet on the call of the President or on petition of at least one tenth of all members of the Association as prescribed in the Bylaws.
- d) One third of members and those appointed as delegates shall constitute a quorum for the transaction of business.

Section 3. The Executive Committee

- a) The Executive Committee of the Association shall consist of the Officers and Members, each of whom shall be elected by the Assembly as prescribed in the Bylaws.
- b) The Executive Committee shall meet
 - i) at least annually

- ii) upon the call of the President
 - iii) upon petition of a majority of Committee Members.
- c) The Executive Committee is responsible for managing the affairs of the Association and shall have and exercise all authority and duties except that specifically reserved to the Assembly as stated in Section 2, sub-section (b) of this Article.
 - d) It shall be the responsibility of the Executive Committee, within the framework of regulations in the Bylaws, to implement the resolutions of Assembly, to administer the affairs of the Association as directed to the Assembly, to appoint special working parties, to elect Members and Member Organizations and Honorary members and to determine the place and date of meetings of Assembly.
 - e) In the event of vacancies occurring between terms the Executive Committee may appoint temporary Members to serve until the next meeting of Assembly as prescribed in the Bylaws.
 - f) One third of the Executive Committee shall constitute a quorum for the transaction of business.

Section 4. Officers

- a) The Officers of the Association are the President, Vice-President, Treasurer, Secretary and second Secretary.
- b) The Officers shall be elected and have responsibilities, authority and privileges as defined in the Bylaws.
- c) The Offices of Secretary and Treasurer may be vested in one person upon a decision of the Executive Committee.
- d) Where urgent decisions are required, the President and two other Officers shall constitute a quorum for the transaction of this business. In financial matters the Treasurer shall be one of the two other Officers. Notice of the decision will be given to Officers and Committee Members at the earliest possible date.

Section 5. Working Groups

The Executive Committee may from time to time establish special Working Groups to undertake certain duties of the Association.

Section 6. Executive Director

- a) The Executive Committee may employ a staff head who shall have the title of Executive Director.
- b) The terms and conditions of employment of the Executive Director shall be determined by the Executive Committee.
- c) The Executive Director shall be able to attend and speak at meetings of the Assembly and the Executive Committee but is not entitled to vote.

Article 5. Finance.

Section 1. Fiscal Year

The fiscal year of the Association is from January 1st until 31st December.

Section 2. Annual Fees

Ordinary Members and Member Organizations shall remit to the Treasurer such annual fees and before such a point in time as shall be decided by the Assembly according to the regulations in the Bylaws.

Section 3. Contractual Responsibility

The Association may accept and conclude all contracts and acquire, alienate, rent or let any real property or personal property necessary to conduct its affairs.

Section 4. Fund Raising and Acceptance of Gifts

The Executive Committee will actively pursue fund raising possibilities in the pursuit of the objectives of the Association. The Association may accept and use all gifts, subsidies and legacies whether given in support of the general purposes or of a specific purpose of the Association.

Article 6. Amendments**Section 1. Amendments to the Constitution**

Amendments to the Constitution may be proposed by the Executive Committee or by a petition of one third of the Members and Member Organizations. Notice of the proposed amendment shall be mailed to Members and Member Organizations by the Secretary at least three months prior to the meeting of the Assembly. The full text of the motion must be attached to the agenda. An amendment will be carried to the Constitution when it has been accepted at a meeting of the Assembly with more than half of the Members and Member Organizations present by a two thirds vote.

If the required number of Members is not present, the decision can then be reached by a two thirds of postal votes in favour, regardless of the numbers of Members present.

Section 2. Amendments to the Bylaws

Amendments to the Bylaws may be proposed by the Executive Committee or a petition/motion of five Members to the Assembly at a regular meeting. A simple majority of votes will be sufficient to carry the proposed amendment to the Bylaws.

Article 7. Dissolution**Section 1. Dissolution**

The Association shall be dissolved only by a two thirds majority vote of Members and Delegates of Member Organizations at a regular meeting of Assembly at which more than half of the Members and Delegates of Member Organizations are present. The proposal to dissolve the Association and the full text of motion must have been notified to Members and Member Organizations at least six months prior to Assembly.

Should the required number of Members and Delegates of Member Organizations not be reached, the decision to dissolve the Association can be reached by postal vote, regardless of Members present by a two thirds majority vote.

Section 2. Funds and Assets

In the event of dissolution the Executive Committee shall be responsible for the liquidation of the affairs of the Association.

Because the Association is dedicated exclusively to scientific and educational purposes and the development of services, its funds and assets, in the event of its dissolution, should be distributed exclusively for these purposes.

EUROPEAN ASSOCIATION FOR MENTAL HEALTH IN MENTAL RETARDATION

B Y L A W S

Section 1. Membership

- a) Any individual seeking Membership of the Association shall file a written application together with an up-to-date curriculum vitae to the Secretary.
- b) Any organization seeking Corporate Membership of the Association shall file a written application which must include or be accompanied by a description of the nature and purpose of the Organization.
- c) Election to Membership shall be by a simple majority of the Executive Committee.
- d) The Annual fees of the Association shall be fixed by the Executive Committee and adopted by a simple majority vote at the General Assembly.
- e) All fees shall be payable in advance before January 1st of each year.
- f) A Member or Member Organization may resign in good standing provided that they are not in arrears of fee payments or other obligations. A Member or Member Organization who has resigned in good standing may be reinstated without prejudice.
- g) An individual or Member Organization may be expelled from the Association for conduct contrary to the Constitution of the Association or otherwise prejudicial to the Association. Charges of such conduct must be submitted to the Executive Committee in writing and signed by at least two Members of the Association. Before making a decision to expel a Member or Member Organization the Executive Committee shall give that Member or Member Organization the opportunity to answer the charge or resign. A Member or Member Organization which has been expelled shall have the right to appeal to the General Assembly and must do this within one month of receiving written notification of their expulsion from the Executive Committee. After hearing the evidence, Assembly will decide by a two thirds majority of Members present.

Section 2. The Assembly

- a) A meeting of Assembly will be held every two years.
- b) Corporate Organizations shall appoint one Voting Delegate to the Assembly.
- c) Officers and Members of the Executive Committee can not be appointed as Delegates to the Assembly.
- d) Delegates must make themselves known to the Secretary and present written evidence of their appointment by Member Organizations prior to Assembly in order to be able to vote.
- e) Extraordinary Assembly meetings may be called by a petition to the Executive Committee signed by at least one tenth of the Membership which states the subject or subjects to be discussed. The Executive Committee must convene a meeting of Assembly within three months following the receipt of such a request. In the event that this does not take place the petitioning Members may convene the meeting themselves. Extraordinary meetings of the General Assembly can only make decisions on those issues which were stated at the time the meeting was called.
- f) The Secretary shall notify Members and Member Organizations of the date, time and place of General Assembly at least ninety days prior to the meeting and invite items for inclusion on the agenda. Resolutions for consideration at the General Assembly must be made in writing to the Secretary at least ninety days prior to the date of Assembly.
- g) A report of the Executive Committee on the Association's business and a financial report - both covering the previous two years shall be presented to the General Assembly.
- h) Subject to the provisions of Article 9 of the Constitution, resolutions will be passed at the General Assembly by a simple majority vote. Voting will be in the form of anonymous ballot. In the event of an equal number of votes being cast the resolution will be considered to have been rejected.

- i) In exceptional circumstances resolutions may be passed on a postal ballot of all Members and Member Organizations entitled to vote (lead to perhaps state details, e.g. 60 days notice, secretary to co-ordinate, Executive Committee decides on exceptional circumstances).

Section 3. The Executive Committee

- a) At least six months prior to the Assembly Meeting the Secretary shall ask Members and Member Organizations to propose candidates for election to the Executive Committee. Nominations must be accompanied by a full curriculum vitae and persons nominated should be individuals of high standing and commitment in the field.
- b) The Executive Committee shall select from the nominations a maximum of fifteen nominees, paying due attention to wide representation of disciplines and countries. No more than two persons can be nominated from any one country.
- c) Candidates so selected will be recommended to the next Assembly.
- d) Candidates elected at Assembly shall succeed to Office at the close of the meeting at which they were elected.
- e) Members of the Executive Committee shall serve for one term of 4 years and/or until a successor is elected. They may be elected for a further term, but may not serve more than a maximum of two terms.
- f) A Member of the Executive Committee who persistently fails to respond to letters or otherwise neglects his or her duties may be asked by the President - after consultation with the Officers to resign.
- g) The Executive Committee are in power to appoint one or more editors for proceedings of conferences and other publications.

Section 4. The Officers

- a) The Officers of the Association are the President, the Vice-President, two Secretaries and the Treasurer.
- b) The Officers shall be nominated from Members of the

Executive Committee and elected by the Assembly.

- c) Officers serve for one term or until a successor is elected. They shall be eligible for not more than two consecutive terms in the same Office.
- d) The President shall preside at Assembly meetings and meetings of the Executive Committee. He/she may call special meetings of the Executive Committee or of the Officers. He/she shall be authorized to represent the Association in matters of public relations. He/she shall perform such other duties as may be assigned by the Executive Committee. In the absence or temporary disability or death of the President, succession to the Office shall be the Vice-President.
- e) The Vice-President shall perform such duties as may be assigned by the Executive Committee or the President.
- f) The Secretary shall keep a record of the meetings of the Executive Committee and the Assembly of the Association. He/she shall handle the correspondence of the Association appropriate to his/her Office. He/she shall perform other such tasks as may be required to conduct the business affairs of the Association as assigned by the Executive Committee or the President.
- g) The Treasurer shall receive and dispense and duly account for all sums of money belonging to the Association. He/she shall keep accurate accounts and vouchers and receipts of all payments on behalf of the Association and all invested funds. He/she shall be responsible for the collection of all fees and registration of new Members. He/she shall prepare financial reports for the regular meetings of the Executive Committee and Assembly. The financial report to Assembly shall be audited by a qualified accountant. He/she may be assisted in his/her duties by the formation of a small financial and business Sub-Committee.
- h) The Office of Secretary and Treasurer may be combined.
- i) In the event that the Vice-President, Secretary or Treasurer are unable to perform their duties of their respective Offices, they may ask the President to be relieved of their responsibilities. The Officers can appoint a Deputy Officer in his/her place by a simple majority of vote of the remaining Officers.

- j) Should an Officer be considered unfit to carry out his/her duties he or she may be relieved of his/her Office by a two thirds majority vote of the Executive Committee. A postal vote may be conducted. If the vote is carried the Officer will be asked to resign and a Deputy Officer appointed in his place as under Bylaw 4.i.

Section 5. Working Groups

The Executive Committee may establish ad hoc task orientated working groups chaired by the Officers of the Association or Members of the Executive Committee.