

WWHearing

World-Wide Hearing Care For Developing Countries

**Articles of Association
adopted 20 July 2006**

Association not for Profit

1. NAME, DOMICILE AND AIMS

1.1 Name

WWHearing - World-Wide Hearing Care For Developing Countries (hereinafter "WWHearing") is an Association according to the provisions of 2nd title, chapter 2 of Swiss Civil Code.

1.2 Domicile

The head office of WWHearing will be located in Geneva, Switzerland.

1.3 Aims

The aims for which WWHearing is established are as follows :

a) To promote better hearing through the provision of hearing aids and services, with priority in developing countries and underserved communities within the framework of the *Guidelines on Hearing Aids and Services for Developing Countries* first published by WHO in July 2001, 2nd edition published 2004, or as amended by WHO from time to time.

b) To remove the barriers that prevent hearing aids and services from being appropriate, acceptable, affordable, available, and accessible in developing countries.

To help in the attainment of these aims, but not in limitation of it, WWHearing may inter alia :

- * coordinate, consult, and gather information;
- * encourage, develop, approve and monitor proposed projects and partnerships;
- * lobby; carry out public relations; raise awareness and disseminate guidelines.

2. MEMBERSHIP

2.1 Members

2.1.1 WWHearing shall consist of members who may be representatives from the government sector and civil society having interests and/or skills and experience in the provision of hearing aids and services for developing countries, taken from the following categories from developing countries where appropriate:

governments of recipient countries and other service providers including implementing non-governmental organisations (NGOs);

organisations of users;

relevant professional organisations;

institutions that have been designated as WHO Collaborating Centres ;

independent experts;

international organizations interested or working in the area of hearing impairment;

other appropriate persons, associations, foundations, trusts, partnerships, universities, institutions and organisations.

2.1.2 Organisations of commercial and not-for-profit manufacturers of items such as hearing aids, batteries, earmoulds and audiometric equipment will not be members of WWHearing.

2.1.3 Application for membership of WWHearing shall be decided by the Executive Committee (EC) [see section 3.2].

2.1.4 Members, their agents and assignees shall incur no personal liability and/or obligation when acting on behalf of WWHearing.

2.2. Termination of membership

2.2.1 A two-thirds majority of members present and voting at a General Assembly may by resolution expel any member whose attitude or conduct is prejudicial to the honour and the interest of WWHearing. Any such member shall from the passing of such resolution cease to be a member of WWHearing, provided that seven days' notice at least shall be given to such member of the intention to propose such a resolution and the member shall be given an opportunity of being present at the General Assembly at which such resolution is proposed, and being heard in his defence. Expelled members will remain liable for unpaid dues.

2.2.2 If a member wishes to terminate its membership, the member must give a period of at least six months notice for the end of a month.

2.2.3 If the membership fee is not paid by the end of the year, the EC has the right to terminate membership.

3. GOVERNING BODIES

3.1. General Assembly

3.1.1 Composition of the General Assembly

3.1.1.1 The composition of the General Assembly shall be all members of WWHearing.

3.1.2 Responsibilities of the General Assembly.

3.1.2.1 The General Assembly shall approve the functions of WWHearing, and the plan of action and timetable for activities.

3.1.2.2 The General Assembly shall review the work of WWHearing, approve reports, accounts and budgets, and shall determine the relationship of WWHearing with other organisations.

3.1.2.3 The General Assembly shall review the work of the global, regional and national consultative groups and provide advice as appropriate.

3.1.2.4 The General Assembly shall elect the eight members of the EC for a period of two years. However, the General Assembly will not decide which members of the EC will be officers [see section 5.2 : nomination and tenure of officers].

3.1.2.5 The meetings shall have power to adopt decisions, in particular concerning

- Election of members of the Executive Committee
- Approving of reports, accounts, budgets and discharge of liability of members of the Executive Committee
- Amount of the annual membership
- Amendments of the Articles of Association
- Dissolution

3.1.3 Meetings of the General Assembly.

3.1.3.1 The General Assembly shall hold at least one meeting of members per fiscal year. Other meetings shall be held as necessary throughout the year on dates decided by the General Assembly or the EC.

3.1.3.2 The chairperson, or the deputy chairperson if deputed by the chairperson, shall preside at all meetings of the General Assembly and the EC.

3.1.3.3 The draft agenda for a meeting of the General Assembly shall be circulated to the members of the WWHearing by the chair-person in consultation with the secretary four weeks prior to the meeting and following clearance by the EC.

3.1.3.4 The minutes of all meetings of WWHearing shall be drafted by the secretary for preparation by the chairperson and shall contain the date, duration of the meeting, names of those present and the decisions taken. The minutes shall be signed by the chairperson of the meeting, and disseminated to members following clearance by the EC.

3.1.3.5 An organisation that is a member of WWHearing shall be represented by a maximum of three persons at meetings of the General Assembly. [For voting procedure, see section 3.3].

3.1.3.6 At any meeting, a quarter of the total membership shall constitute a quorum.

3.1.3.7 The chair person may invite any person or organisation who is not a member of WWHearing to attend any meeting on an individual basis as an observer if they are required to contribute to specific items on the agenda.

3.1.3.8 An extraordinary meeting shall be held by the request of a minimum of one third of the members of WWHearing.

3.2 Executive Committee

3.2.1 Composition of the Executive Committee.

3.2.1.1 An Executive Committee (EC) shall comprise eight members and will be elected from among the members of WWHearing. If the member of WWHearing is an organisation, a government or another service provider, a WHO Collaborating centre, an association, a foundation, a trust, a partnership, an university, an institution or a major donor which is not a person, then the member of the EC should be a person which is representative of that member, and not the member itself [for details of nominations, elections and tenure, see section 5.]

3.2.1.2 The members of the EC shall be the four officers of WWHearing, and the four other members [for details of officers of WWHearing, see section 5.]

3.2.2 Responsibilities of the Executive Committee.

3.2.2.1 The EC will have responsibility for decisions on membership, budgets and relations with other organizations, and will develop other items for consideration and approval by the General Assembly; the EC will have the power to act on behalf of WWHearing until the next meeting of the General Assembly. The EC shall designate the persons authorised to sign on behalf of WWHearing.

3.2.2.2 The EC will be responsible to the General Assembly, except as in clause 3.2.2.1.

3.2.2.3 The EC has the power to form sub-committees for particular purposes.

3.2.3 Meetings of the EC.

3.2.3.1 The EC shall hold at least two meetings per year.

3.2.3.2 Meetings may be conducted by teleconference or e-mails.

3.2.3.3 Five members of the EC shall constitute a quorum, and the decisions will be adopted by simple majority of the members participating in a meeting, even if conducted by teleconference or e-mails during a meeting; if a resolution is still not obtained, the Chairperson shall exercise the casting vote.

3.2.3.4 The chair person may invite any person or organisation who is not a member of WWHearing to attend any meeting on an individual basis as an observer if they are required to contribute to specific items on the agenda.

3.3 Decisions and voting

3.3.1 The normal procedure shall be the adoption of decisions on a consensus basis.

3.3.2 If a consensus is not achievable at a General Assembly, a simple majority vote of the members present at the General Assembly shall be taken except where a two-thirds majority is required; if a resolution is still not obtained the Chairperson shall exercise a casting vote.

3.3.3 Votes at the General Assembly shall be taken by ballot if requested by a member.

3.3.4 Any organisation that is a member of WWHearing shall have only one vote, regardless of the number of its representatives.

3.3.5 A participant from a country for which a project proposal is under discussion shall not take part in the voting for that project.

4 FUNDS

4.1 Fundraising

4.1.1 Each individual or organisation that is a member of WWHearing shall pay an annual membership fee, the amounts to be proposed by the EC, and ratified by the General Assembly.

4.1.2 Funds may be sought from bodies such as international and bilateral agencies, not-for-profit organisations and foundations, and other entities acceptable to WWHearing, that will not raise issues of conflict of interest.

4.1.3 Donations in kind shall not be accepted for the membership fee.

5 NOMINATIONS, ELECTIONS OF MEMBERS AND OFFICERS OF THE EC OF WWHEARING

5.1 Categories

5.1.1 Among the eight members of the EC, the four officers of WWHearing shall be the chairperson, deputy chairperson, treasurer and secretary.

5.2 Nominations, elections and tenure

5.2.1 Nomination of a member of the EC can only be made in writing by a member of WWHearing and has to be supported in writing by another member of WWHearing. Nominations must be accompanied by a signed statement from the person nominated that he or she is willing to stand. Nominations for members of the EC shall be submitted to the chairperson not less than four weeks before the next meeting of the General Assembly. If the nominator and/or the nominee is an organisation, a government or another service provider, a WHO Collaborating centre, an association, a foundation, a trust, a partnership, an university, or an institution,, then the nominator and/or the nominee should be a person which is representative of that member, and not the member itself. If such a representative was subsequently elected as a member of the EC, that person shall also continue to represent the body that he or she is representing.

5.2.2 The eight members of the EC shall be elected by the General Assembly.

The EC shall appoint the four officers, among these eight members, without any ratification by the General Assembly.

5.2.3 The members and other officers of the EC shall be elected or appointed on a biennial basis. Re-election or appointment shall be possible for further terms. [For voting procedures, see section 3.3].

5.3 Resignation and vacancies

5.3.1 A member of the EC or an officer may resign at any time. Such resignation shall be in writing and shall take effect at the time specified therein, or if no time is specified, upon its acceptance by the chairperson, or, if the chairperson resigns, upon its acceptance by the secretary.

5.3.2 A vacancy of a member of the EC or an officer may be filled for the remainder of the unexpired portion of the term until the next EC meetings by the membership from among its members until his/her successor is elected by the next General Assembly. Nominations to fill vacancies for such unexpired terms shall be made by the secretary in consultation with the chairperson or deputy chairperson.

6 AMENDMENTS TO ARTICLES

6.1 The articles of association may be amended by a majority of not less than two-thirds of the members present and voting.

6.2 An amendment may be proposed by any of the members through notice given in writing at least two months prior to the next meeting of the General Assembly.

7 MISCELLANEOUS

7.1 The fiscal year shall be the calendar year.

7.2 The chair person and the secretary shall jointly authorize all public statements made on behalf of WWHearing.

8 DISSOLUTION

8.1 The dissolution of WWHearing shall require a decision by a majority of not less than two-thirds of the members present and voting.

8.2 In the event of dissolution of WWHearing, any remaining unallocated funds shall be used for any outstanding obligations, and the remainder shall revert to an institution of public utility with a similar purpose as WWHearing.

Articles of Association adopted in Geneva, on 20 July 2006

Christian Garms, Chairperson

Johannis Verschuure, Member of Executive Committee

Agnete Parving, Member of Executive Committee