



Saudi Midwifery Group

By laws

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These Bylaws are based on the SMG Constitution 2016

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Saudi Midwifery Group (SMG)

BYLAWS

1.0. Name and Seat

The name of the group is: Saudi Midwifery Group

The abbreviated name of the group is: SMG.

The group has its seat in Saudi Arabia.

2.0. Language

The official language of SMG is English.

SMG will not provide any translation.

3.0. Vision

Pursuant to Clause 2.1 of the Constitution, the vision is as described and it allows for elaboration to meet future needs.

4.0. Objectives

The objectives of SMG are expressing the mission. The objectives are underpinned by the strategic plan. They are administrated and implemented by the General Meeting (GM) and the SMG Executive Board (EB).

5.0. Members

Pursuant to Section 5, Clause 5.1:-

- 5.1. the term 'members' describes all classes of members –general, student, & supporting – at all times unless explicitly stated otherwise.

- 5.2. describes the way in which it is decided which delegate from a division will carry the vote for the division and how voting in general is managed.
- 5.3. the Executive Board has powers to make changes to committees and sub-committees, and their working as it sees fit.

6.0. Membership Application and Admission

Pursuant to Section 5, Clause 5.2, application to join the SMG shall be by electronic registration.

- 6.1. Admission of any applicant to the membership of the SMG will be at the discretion of the Executive Board of the SMG, provided that applicant meets the criteria of the category of membership as pursuant to Section 5 of the Constitution .
- 6.2. All members will be enrolled for a period ending with the last day of the current Gregorian calendar year.

7.0. Termination of membership

Termination of membership is taken as described in Section 5.1 of the constitution. It sets out the responsibilities of the Executive Board and process for appeal. Regardless of the timing of resignation or discontinuation of membership, the membership fee will not be reimbursed.

8.0. Annual Dues

Members must pay annual fees, if applicable, as announced annually by the SMG Board.

9.0. Executive Board

Pursuant to clause 5.1 of the SMG Constitution members serving on the leadership Board of SMG will be elected from the general membership of SMG by majority vote. Board Members must declare any conflict of interest and refrain from voting on matters or discussion that may be considered a conflict of personal or professional interest. Full voting privileges in all elections and matters open to the Board and/or general membership.

To be eligible for election to the Executive Board, the member:

- 9.1. must reside in Saudi Arabia
- 9.2. meet the ICM definition of “Midwife.”

10.0. Termination of Membership of the Executive Board

Pursuant to Clause 5.5.4

- 10.1. Board members may voluntarily resign from the Board after giving four (4) weeks written notice to the Board. They may choose to maintain their otherwise qualified status (general, student, or supporting) and termination of such status is as noted above.
- 10.2. Board members who fail to fulfil the responsibilities of their role as a Board member or otherwise harm SMG will be the subject of special discussion by Board members. If deemed appropriate a letter seeking an explanation will be sent to the Board member under the signature of the Chairperson. A special Board meeting may be called to vote to terminate their position on the Board.

11.0. Membership and Resolutions of the Executive Board

Pursuant to Clause 6.1 Board members are appointed for a term of three (3) years with terms that are staggered so that one-third of the Board is up for re-election each year .

For 'Founding' Executive Board member, the positions for re-election will occur as follows:

- 2016: Election of the Secretary by vote of the General Membership at the Annual General meeting
- 2017: Election of the Chair by vote of the General Membership at the Annual General meeting
- 2018: Election of Treasurer and Vice Chair by vote of the General membership at the Annual General meeting.

International Advisory Members term shall be for one (1) year and renewable annually upon vote of the Board.

- 11.1. Face to face meetings of the board members are required to take place at least three times a year.
- 11.2. Additional EB meeting may be conducted using technologically supported modalities such as Skype.
- 11.3. Decisions regarding the 'daily business' of the EB may be made discussed and decided upon "electronically:

12.0. Duties of the Board Representation

Executive Board

- 12.1. All representatives of the Executive Board are required to be well informed of all SMG activities and have a good working knowledge of the Constitution, rules and the duties of all office holders.
- 12.2. The Executive Board will direct the individual responsibilities and projects in accordance to the skills and competencies of the Board member.
- 12.3. The Board may on occasion nominate someone to act on their behalf in order to achieve the aims of SMG.

- 12.4. **The Chairperson** is responsible for ensuring that the Board and its members are aware of and fulfil their governance responsibilities, comply with applicable laws and Bylaws and conducts Board business effectively and efficiently.
- 12.5. The **Vice Chairperson's** main role is that of support to the Chairperson. In the absence of the Chairperson, the Vice Chairperson is expected to fulfil the role and functions of the Chairperson.
- 12.6. The duties and responsibilities of the **Secretary** are critical to the success and effective functioning of SMG. The three key responsibilities are to ensure meetings are effectively organised and minuted, to maintain effective records and administration, and to uphold legal requirements of the SMG.
- 12.7. **The Treasurer** shall be responsible for maintaining the full financial accounts of the SMG ensuring that the SMG's financial control procedures are adequate and are protected against fraud and complies with requirements of duly appointed any auditors

Board member/s

Board members should work together to achieve and maintain financial stability and ensure that proper financial records, policies and procedures are maintained, in order to conduct the business of SMG. Board members may be required to submit reports to the Board from time to time as requested by the Chairperson.

13.0. Annual Report – Statement of receipts and payments

A comprehensive report on the SMGs activities throughout the preceding year, will be presented to the General membership by the Secretary at the Annual General Meeting of members. Additionally, an annual Financial Report will be presented to the General Membership by the Treasurer at the Annual General Meeting of members.

14.0. General Meetings

All meetings will be conducted in English.

15.0. Admission and voting rights

Pursuant to clause 5.1 of the Constitution, members having

- 15.1. Board member admission shall have full voting privileges in all elections and matters open to the Board and/or General Membership.
- 15.2. General member admission shall have full voting privileges in all elections and matters open to the General Membership
- 15.3. Student membership admission shall have limited voting privileges in elections and matters open to the general membership where the Board or general membership has voted to include students in the vote
- 15.4. Supporting Membership admission shall have no voting privileges

16.0. Resolutions of GM

Pursuant to clause 7.5 of the SMG Constitution, a Special Resolution to be proposed at the meeting, the 'Notice of Meeting' must specify an intention to propose a Special Resolution, state the full text of the Special Resolution and the name of the Member making the proposal.

17.0. Convening the GM

Pursuant to Clause 7.4 of the Constitution at least 90 days' notice of an Annual General Meeting shall be given to those entitled to receive notices of meetings

18.0. Amendment of the Articles of Association

Pursuant to Clause 9 of the Constitution, proposed amendments may be raised at any regular business meeting if the proposed amendment has been submitted in writing at the previous regular business meeting. The proposed amendment(s) may be accepted by a two-thirds (2/3) vote of those voting, providing a quorum is present.

19.0. Dissolution

Pursuant to Clause 10 of the Constitution, the SMG may be dissolved by a resolution passed by a two-thirds (2/3) majority of those present and voting at a Special General Meeting convened for the specific purpose of dissolution, for which ninety (90) days' notice shall have been given to the members.