

EASTERN MEDITERRANEAN AND MIDDLE EAST CHIROPRACTIC FEDERATION

DRAFT BY-LAWS AND EXPLANATORY NOTES

September 15, 2013

1. Name and Office

The EASTERN MEDITERRANEAN AND MIDDLE EAST CHIROPRACTIC FEDERATION (EMMECF) is a federation of national associations of doctors of chiropractic, also known and referred to herein as chiropractors. The EMMECF's administrative office shall be at the office of the President or such other address as may be agreed.

2. Official Languages

The official language of the EMMECF is English.

3. Object and Powers

- (a) EMMECF is established to promote the development of chiropractic in the Eastern Mediterranean and Middle East region as well as to pursue the interests of chiropractic as a science and a profession by research, teaching, publications, and legal activities. It represents the whole of the chiropractic profession in the region on a supranational level.
- (b) In furtherance of the said objects the EMMECF may:
 - (i) Employ and pay any person or persons to supervise, organize and carry on the work of the EMMECF and make all reasonable and necessary provisions for the payment of previous remuneration to, or on behalf of, employees and their widows and other dependants.
 - (ii) Bring together in conference representatives of voluntary organizations, government departments, statutory authorities and individuals, in order to obtain or improve and maintain legal recognition of chiropractic as an independent and autonomous profession of the scientific healing arts.

- (iii) Promote and carry out or assist in promoting and carrying out research, surveys and investigations and publish the useful results thereof.
- (iv) Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars and training courses, and to promote and assist in the development of chiropractic teaching institutions in the Eastern Mediterranean and Middle East.
- (v) Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects.
- (vi) Cause to be written and printed, or otherwise reproduced, and circulated as appropriate, such documents as shall further the said objects.
- (vii) Purchase, take or lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain, alter and administer any buildings or premises necessary for the work of the EMMECF.
- (viii) Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the EMMECF.
- (ix) Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- (x) Raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise provided that the EMMECF shall not undertake permanent trading activities in raising funds for the said objects.
- (xi) Invest the monies of the EMMECF not immediately required for the said objects in or upon such investments, security or property as may be thought fit, subject nevertheless to such conditions as may for the time being be imposed or required by law.
- (xii) Do all such other lawful things as are necessary for the attainment of the said objects.

4. Membership

- (a) Membership is open to any properly constituted national association of chiropractors in the Eastern Mediterranean and Middle East with members who are:
- (i) duly qualified chiropractors, being graduates of programs accredited by a member council of the Councils of Chiropractic Education International (CCEI) or of such other program as may be agreed; and
 - (ii) in residence and practice in the country of the association to which they belong (hereinafter known as an Association Member; and
 - (iii) include a majority of the duly qualified chiropractors in the country provided that there shall only be one Association Member per country.
- (b) A national association of chiropractors from a neighboring country or region can be accepted as a member by the Assembly after proper application.
- (c) Applications for membership shall be approved by the Assembly by simple majority at the next meeting following receipt of a valid application.
- (d) Each Association Member shall appoint one person to represent it and vote on its behalf at Assembly meetings. This representative should usually be the President of the Association Member.
- (e) Each Association Member:
- (i) may appoint a deputy from the Association Member to replace its appointed representative if the latter is unable to attend any Annual Assembly or other meeting of the EMMECF; and
 - (ii) may appoint two non-voting observers to attend any such meeting; and
 - (iii) may request that one or more additional observers may attend having regard to the business before the meeting.
- (f) The Assembly shall have the right:
- (i) to approve and reject applications for membership; and
 - (ii) for good and sufficient reason to terminate membership of any Association Member, provided that an individual representing such

Association Member shall have the right to be heard by the full Assembly before a final decision is made.

(g) Chiropractors in Eastern Mediterranean and Middle East countries where no national association of chiropractors exists, or where such an association is not an Association Member of FLAQ, may apply for membership as associate members, and shall be accepted as such on providing evidence of professional qualification and ethical standards to the satisfaction of the Assembly of EMMECF.

(h) In the event of a national association of chiropractors being constituted in any country and becoming an Association Member of EMMECF, all associate members in that country will be required to become members of their national associations, in order to retain their membership in EMMECF.

(i) Chiropractors outside the region may apply to become an associate member of EMMECF, provided such chiropractors are able to prove they are members in good standing in their State or National Association, should one exist, or in such other circumstances as may be approved by the Executive Council.

(j) Any member wishing to withdraw from membership must give written notice to the President of EMMECF prior to the 30th day of September in any year.

Failing such notice the per capita fee for the ensuing year shall become due and payable.

(k) The Executive Council shall have the right to establish such other categories of non-voting, associate members as it deems appropriate, subject to approval by the members at the next Annual Assembly.

5. Executive Council

(a) At the Annual Assembly Meeting the Assembly shall elect an Executive Council consisting of a President, First Vice-President, Second Vice-President, Secretary and Treasurer. These directors shall hold office for a period of two years until the conclusion of the Annual Assembly Meeting and are eligible for re-election for a further term of two years by simple majority. Any further terms require a 75% majority of those present and entitled to vote.

(b) After the election of a new President, the immediate Past President should remain on the Executive Council until the next following Annual Assembly

Meeting one year later, or for such other time as deemed appropriate by the Executive Council, but without the right to vote.

(c) The directors shall serve without remuneration but with reimbursement of reasonable expenses incurred on EMMECF business in accordance with policy pre-approved by the Executive Council.

(d) Subject as hereinafter mentioned the policy and general management of the affairs of EMMECF shall be directed by the Executive Council which shall meet not less than twice a year.

(e) The members of the Executive Council shall be elected at the Annual Assembly Meeting of EMMECF in accordance with Articles 4 and 5.

(f) Any vacancy on the Executive Council may be filled by the Executive Council and any person appointed to fill such vacancy shall hold office until the conclusion of the next Assembly and shall be eligible for election at that meeting.

(g) The Executive Council shall appoint an Executive Secretary and such other staff as may be required.

(h) The Secretary must request nominations from the Assembly for the posts of Directors to be received in writing six weeks before elections. These nominations will be circulated with the agenda one month before elections.

(i) The Executive Council shall appoint and fix the remuneration of the Executive Secretary and of all such other staff (not being members of the Executive Council) as may in their opinion be necessary.

(j) The proceedings of the Executive Council shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any member.

(k) The Executive Council may appoint such special or standing committees as may be deemed necessary by the Executive Council, and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the Executive Council as soon as possible.

(l) All decisions taken by the Executive Council shall be in accordance with the policies laid down by the Assembly, which is the supreme authority in the EMMECF, and shall be subject to ratification at the following Assembly meeting.

6. Meetings of the EMMECF

(a) Annual Assembly meetings of the EMMECF shall be held at such time, not being more than fifteen (15) months after the holding of the preceding Annual Assembly, and place as the Executive Council shall determine. At least twenty-eight (28) days written notice shall be given to the Association Members by the Secretary. At such Annual Assembly the business shall include the election of Directors; the appointment of an auditor or auditors; the consideration of an annual report of the work done by and under the auspices of the Executive Council and of the audited accounts; and the transaction of such other matters as may from time to time be necessary.

(b) An Assembly meeting may be called at any other time by the Executive Council at its discretion or by the Assembly by providing six (6) signatures of Association Members. The Secretary shall, within twenty-eight days of receiving such request, call a Special Assembly Meeting.

(c) Any decision of the Assembly may be objected to by an Association Member that was represented at the meeting taking the decision, within one (1) month after receipt of the minutes of the meeting. That objection shall be considered at the following ordinary or special Assembly Meeting, and the Association Member must accept the majority decision on the matter at that meeting.

7. Nominations of Directors

(a) Only full members of Association Members shall be eligible to serve as Directors or members of the Assembly. Nominations for Directors must be made by members of the Assembly in writing and must be received by the Secretary at least six (6) weeks before the Annual Assembly.

(b) Should nominations exceed vacancies, election shall be by ballot and a simple majority of those present and eligible to vote at the Assembly.

8. Rules of Procedure at All Meetings

(a) **Quorum.** The quorum at an Assembly meeting shall consist of two-thirds of the Association Members who represent not less than two-thirds of the total votes.

(b) **Voting.** Save as otherwise herein provided, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. In the case of an equality of votes, the President shall have a second or casting vote. In decisions relating to political, professional, or electoral issues each Association Member shall have one vote. In decisions

relating to financial issues each Association Member shall have the following votes dependent on membership numbers as follows:

No. of Members	Votes
1 - 20	1
21 - 100	2
Over 100	3

provided that no Association Member may have more than one-third of the total votes present and available at an Assembly.

(c) **Minute books.** Minute books or an equivalent record shall be kept by the Executive Council and all other committees, and the appropriate secretary shall enter therein a record of all proceedings and resolutions.

(d) **Rules of Procedure.** The Executive Council shall have power to establish and adopt rules of procedure for the EMMECF. Such rules shall come into operation immediately provided always that they shall be subject to review by the Assembly and shall not be inconsistent with the provisions of these Bylaws. The rules contained in Robert's Rules of Order shall govern meetings in all cases where they are not inconsistent with these Bylaws and rules of procedure made under them.

(e) **Conflict of interest.** If an Associate Member makes a proposal on a financial item directly concerning the country of that member, that Associate Member will not be allowed to vote on that proposal.

(f) **Numbers Based on Dues.** Membership numbers are assessed as those Associate Members whose dues have been received by the EMMECF Treasurer prior to the Assembly.

(g) **Financial Proposals.** Financial proposals for the agenda must be submitted by the Association Member in writing four months in advance of the Assembly meeting.

(h) **Other Agenda Items.** All other proposals for the agenda must be submitted by the Association Member in writing to the Secretary six weeks prior to the Assembly meeting.

9. Finance

- (a) All monies raised by or on behalf of the EMMECF shall be applied to further the objects of the EMMECF and for no other purpose, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the EMMECF or the repayment to members of the Executive Council or of any committee appointed under Article 6(n) hereof of reasonable expenses.
- (b) The Treasurer shall keep proper accounts of the finances of the EMMECF.
- (c) The accounts shall be audited at least once a year by the auditor or auditors appointed at the Annual Assembly. A Director is not eligible to act as an Auditor.
- (d) The Assembly may determine the remuneration, if any, of the auditor.
- (e) An audited statement of account for the last financial year shall be submitted by the Executive Council to the Annual Assembly Meeting.
- (f) A bank account shall be maintained in the name of the EMMECF with such bank as the Executive Council shall from time to time decide.
- (g) The Executive Council shall have the power to appoint trustees, when and where necessary in countries where EMMECF funds have accumulated. Three trustees shall be appointed, two to form a quorum. They shall invest the ordinary and special funds of the EMMECF in any of the stocks or securities authorised by law for the investment of trust funds in such manner as the Assembly shall from time to time direct.
- (h) The title to all real or personal property which may be acquired by or on behalf of the EMMECF shall be vested in a corporation lawfully entitled to act as Custodian Trustee or in not less than three or more than five individual persons (not being members of the Executive Council).

10. Amendments

- (a) Any amendment of these Bylaws shall be approved by all Association Members if possible, provided that if there is any dissent the amendment may be ratified by a two-thirds majority of those members present at the next Assembly.
- (b) Notice of any proposed amendment to these Bylaws must be received by the Secretary in writing at least three (3) months before the Assembly at which it is to be considered, and submitted to the Association Members two (2) months before such meeting.

11. DISSOLUTION

(a) If the Executive Council by a simple majority decides at any time that, on financial grounds or otherwise, it is necessary or advisable to dissolve the EMMECF, it shall call an Assembly meeting, giving not less than twenty-eight (28) days notice of the meeting and the terms of the resolution for dissolution to be proposed. If the decision to dissolve the EMMECF is confirmed by a two-thirds majority of those present and voting at such meeting the Executive Council shall have power to dispose of any assets held by or on behalf of the EMMECF. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to the Association Members in proportion to their membership.

12. NOTICES

(a) Any notice may be served by the EMMECF on any Association Member either personally, or by sending it by regular print mail to an Association Member at its last known address any such letter being deemed to have been received within ten (10) days of posting, or by such other physical or electronic means as may be approved by the Assembly.