



INTERNATIONAL CONFEDERATION OF MIDWIVES

BYLAWS

These bylaws are to be applied in conjunction with the provisions of the Articles of Association of the association incorporated under the laws of the Netherlands: **International Confederation of Midwives (ICM)**, with its registered office in The Hague (The Netherlands), and address at: Laan van Meerdervoort 70, 2517 AN The Hague, the Netherlands, hereinafter referred to as: “**the Confederation**”.

NAME

Articles of Association – Article 1(i) and (ii)

The name of the Confederation cannot be used on stationery, publications, or in any way that infers the user is acting for the Confederation without the specific agreement of the Council. Between meetings of the Council, permission of the Board is required.

ACTIVITIES

Articles of Association – Article 2

1. The vision of the Confederation is: a world where every childbearing woman has access to a midwife's care for herself and her newborn. The mission of the Confederation is: to strengthen member associations and to advance the profession of midwifery globally by promoting autonomous midwives as the most appropriate care givers for childbearing women and in keeping birth normal in order to enhance the reproductive health of women and the health of the newborn and their families.
2. Plans for activities to be undertaken in the name of the Confederation, whether by regions, Member Associations, committees, other groups or individual people, shall be submitted to the Chief Executive (known in the Constitution as the Secretary General) before such activities take place and have to be approved by the Board or the Executive Committee. *All such activities shall be reported in writing to the Chief Executive within three months of completion.*

ELIGIBILITY

Articles of Association – Article 3

1. There are currently three categories of membership:
 - (i) Full Member

These members are entitled to full member rights and privileges.

 - a. Midwives Association – consists of a single midwives association or section that meets the 5 criteria required for membership.
 - b. Collective Midwives Association – consists of a group of midwives from geographically aligned small countries or entities that collectively meet the 5 criteria required for membership.

- (ii) Affiliate member – this category applies to Regional Midwives Associations whose membership may include members and/or non-members of ICM. This also applies to bodies which have the authority to regulate midwifery. These members have restricted membership rights and obligations.
- (iii) Associate member – this category consists of Midwives Associations that do not meet all the criteria and are therefore ineligible for full membership. Associate members have restricted membership rights and obligations. There will be no direct application to this category and qualification will be determined by the ICM Board.

Rights and obligations of the Affiliate Member and Associate Member Categories:

1. May engage or participate in ICM's projects or activities as appropriate and determined by ICM.
2. Obligated to pay annual membership fees.
3. Eligible to attend ICM Council meetings as observers.
4. May not speak to issues at ICM Council meetings.
5. May not submit motions, discussion points or position statements for Council.
6. May not vote at Council or regional meetings at Council.
7. May not submit a nomination for a Board member position.

QUALIFICATION FOR MEMBERSHIP

Articles of Association – Article 4

1. Membership fees are structured to reflect varying levels of development between countries as per internationally accepted benchmarks and as approved by Council. The association will pay the fees relevant to the country in which they operate.
2. Midwives Associations seeking membership are accepted for membership upon approval by the Board and after the pro-rated membership fee has been paid.
3. Arrears in membership dues shall be deemed to have been accrued by an association when any part of its full membership dues has not been paid within two consecutive financial years, according to the rate and method of calculation of those dues as agreed by the Council to apply during that two year period.
4. Member Associations having difficulty paying outstanding dues may apply to the Chief Executive for consideration of a payment plan.

APPLICATION FOR MEMBERSHIP

Articles of Association – Article 5 (iii)

1. An association refused membership may appeal the decision by lodging the appeal in writing to the Chief Executive at least 90 working days before the next meeting of Council. A representative of the association may present the case to Council. Such appeals will be the second order of business of the Council with the Chair of the meeting deciding the time allowed to hear the appeal.

SUSPENSION OF RIGHTS

Articles of Association – Article 6

1. Notice of intention to recommend suspension of rights of membership shall be sent by email and registered mail to the last physical and email address of the Member Association concerned listed in the register stated in article 5 (iv) of the Articles of Association.
2. Any Member Association so notified may request the Board within 60 working days of receipt of notification to reconsider its decision.
3. Any association which is in arrears of its full financial obligation to the Confederation for a period exceeding two financial years may be given notice by the Board of its intention to recommend to the Council that it be suspended from membership.
4. Any Full Member association which has its rights of membership of the Confederation suspended by Council is ineligible for representation on the Council until such time as its rights are restored by Council.

TERMINATION OF MEMBERSHIP

Articles of Association – Article 7 (iv, vii)

1. Any Member Association may terminate its membership by written notice to the Board through the Chief Executive.
2. An association which has had its membership terminated may appeal the decision by lodging the appeal in writing to the Chief Executive within 60 working days of receipt of notification of termination. A representative of the association may present the case to Council. Such appeals will be the second order of business of the Council with the Chair of the meeting deciding the time allowed to hear the appeal.

GOVERNANCE

Articles of Association – Article 8

1. The Confederation is governed by:
 - a. The Council
 - b. The Board

Articles 17, 18, 19, 20, 21, 22

Set out details of Board member appointments and terms of office, Executive Committee responsibilities, meetings and quorum.

Articles 10, 11, 12, 13, 14, 15, 16 set out details of Council composition, meetings and voting.

REGIONS

Articles of Association-- Article 9

1. Member Associations shall be grouped geographically into the six WHO regions: Africa, Americas, South East Asia, Europe, Eastern Mediterranean, Western Pacific.

2. Each region shall be represented by one or more members of a Member Association of the Confederation, nominated to Council by binding proposal by the Member Associations in the region.
3. Member associations shall have the right to select a region other than the one in which they are placed geographically, subject to approval by the Region and Council.

THE COUNCIL

Articles of Association – Article 10

The Council of the Confederation is the decision-making authority as it is the highest governing body of the Confederation;

COMPOSITION OF COUNCIL

Articles of Association – Article 11

1. Each Full Member Association shall be restricted to two delegates and two votes at a Council meeting, irrespective of the size of the association. Any one delegate may cast the association's two votes. Delegates will normally remain accredited to represent their association throughout the triennium.
2. Full Member Associations shall confirm to the Chief Executive at least 60 days before a Council meeting of the names of their delegates.

COUNCIL MEETINGS

Articles of Association – Article 12

1. The Council meets annually and once in every three years the meeting will be held together with a Congress (a Triennial Council meeting).
2. A Triennial Council meeting shall, besides dealing with the subjects mentioned in the Articles of Association article 12 paragraph ii), inter alia,
 - i) consider appeals under article 6 or 7 of the Articles of Association;
 - ii) receive and consider the report of the Board of the activities of the Confederation since the previous meeting;
 - iii) determine By-Laws and amendments to these;
 - iv) approve, amend or reject business or resolutions on professional issues proposed by Full Member Associations or the Board;
 - v) elect and appoint members of the Board;
 - vi) elect representatives to the agencies of the United Nations;
3. Council meetings, other than the Triennial Council meeting, may be held face to face or by electronic means.
4. At the beginning of the Council meeting lists of midwives, and other interested people wishing to observe the meeting, will be provided. Approval of their admission to the meeting venue will be taken as a third item of business. Observers are seated separately from the Council Delegates.
5. Members of Member Associations must have prior approval through their associations for attendance as observers at the Triennial Council meeting. Member Associations should submit names of approved observers to the Chief Executive no less than 40 working days prior to the Council meeting. An attendance fee may be charged.

6. Other interested observers may attend Council meetings provided they apply to the Board for accreditation prior to its opening. Interested individuals should submit their request for approval to the Chief Executive no less than 40 working days prior to the Council meeting. An attendance fee may be charged.
7. Others (including media representatives) are entitled to apply to the Board for permission to attend the Council while in session. Interested individuals should submit their request for approval to the Chief Executive no less than 40 working days prior to the Council meeting. An attendance fee may be charged.
8. Confirmation of the date and venue of a Triennial Council meeting, together with an agenda and the supporting papers, shall be given in writing to all Full Member Associations and Board Members, by the Chief Executive at least 45 working days before the date of the meeting.
9. Proposals for discussion, and resolutions, shall be submitted to the Chief Executive not less than 100 working days before a Triennial Council meeting, following a formal request from the Chief Executive.
10. Emergency items submitted after this date will be considered for inclusion on the agenda by the Board and chairperson of the Council, provided that sufficient reason is given for its late submission. The agenda and the supporting papers shall be given in writing to all Full Member Associations and Board Members, by the Chief Executive at least 25 working days before the date of the meeting. Criteria for assessment of emergency items will include consideration of the international significance and potential consequences and no other relevant criteria to consider the issue.
11. During a Council meeting the Chief Executive may be given permission to speak to the Council by the President.
12. At Council meetings official delegates will be able to vote on all matters. Members of the Board including the President will declare their intent not to vote in cases of perceived conflicts of interest such as finance matters or specific matters of governance of the Confederation and subsequently refrain from voting.
13. Draft minutes of the Council meeting should be approved by Board and Council delegates who are in attendance at the meeting.

CONVENING COUNCIL MEETING

Articles of Association – Article 13

1. Notice of a proposed annual Council meeting, other than a triennial Council meeting shall be given in writing by the Chief Executive, to Full Member Associations, at least 100 working days before the proposed meeting, with a request for agenda items.

2. Confirmation of the date and venue of an Annual Council meeting, together with an agenda and the supporting papers, shall be given in writing to all Full Member Associations, officers and Board members, by the Chief Executive, at no less than 45 working days before the date of the meeting.
3. A written set of Rules of Procedure, circulated prior to the meeting, shall be approved at the commencement of the meeting.

QUORUM

Articles of Association – Article 14

The count of delegates entitled to vote shall be based on the register of delegates established at the commencement of the meeting.

CHAIR

Articles of Association – Article 15

1. The President of the Confederation shall chair the meeting. The Chief Executive shall be responsible for the official recording of the minutes however the task can be delegated as required.

VOTING

Articles of Association – Article 16

1. Tellers shall be used on all occasions to count votes, whether by show of hands or written ballot. However, the Chair may decide that tellers shall not be used as the vast majority is clearly voting in one direction on a particular issue. Electronic voting system may also be used.
2. When granting a proxy to another Full Member Association the Member Association must do so in writing (by email or letter) and must communicate to that association whether the proxy is of a directed or non-directed type.
3. Full Member associations who hold a proxy vote from another Full Member Association must indicate to the Council what type of proxy vote they hold. Proxy votes must be submitted no later than 7 days prior to the commencement of the Annual Council meeting.
4. Proxy votes by another Full Member Association are not permitted at Triennial Council meetings.
5. Proxy votes may only be carried by a fellow delegate

BOARD

Articles of Association – Article 17

1. The Board of the Confederation comprises people from each region and the President, Vice-President and Treasurer that together make up the Executive Committee.

2. All applicants for the position of President must have served at least one term as a Board member.
3. All applicants for the position of Vice-President must have served as a Board Member for at least one term. Alternatively, applicants must have served as a Council delegate at one of the three preceding Triennial Council meetings prior to application.
4. If a vacancy arises in the position of President the Vice-President will act as President until the next Council meeting when an election will be held.
5. All applicants for the position of Treasurer must have demonstrated financial knowledge, skills and experience. Applicants must have served as a Board Member for at least one term or have served as a Council delegate at one of the three preceding Triennial Council meetings prior to application.
6. Notice for nominations to the positions of President, Vice-President and Treasurer shall be given to Full Member Associations 120 working days in advance.
7. Applications shall be sent to Headquarters no later than 100 working days in advance of the Council meeting.

The election procedure for regional Board member nominations shall be as follows:

8. A binding proposal will be presented by the region to Council with the name of the person(s) who will be a member of the duly elected Board.
9. Full Member Associations can submit nominations for Board Members. Full Member Associations nominating ICM Board Members must use the appropriate form (nomination form for ICM Board Member (annex 2-BM)) and ensure that all sections have been completely filled out (including the candidate's profile signed by the nominee) and sent to Chief Executive before the final date for submissions.
10. The regional candidates' profiles will be sent to the Council delegates from the corresponding region 100 working days prior to the Council meeting to ensure that they can be reviewed and discussed with their associations before the meeting.
11. In the event of no binding proposals being received from the region, Council delegates attending the Triennial Council Meeting will have the opportunity of attending regional meetings of delegates in order to discuss the regional nominations and to decide on the binding nominations that will go to the Council meeting for endorsement.
12. Once all the names are presented the Chair will call for any objections to those presented. Should no objections be received, the Chair will ask Council to endorse the election of the Board members.

13. Should an objection by any Full Member Association or region be received the objection shall be put to the region, which will reconvene to reconsider their nomination. The final decision of the region shall be provided to the Chair as soon as possible before the end of Council. The Chair will ask Council to endorse the Board members.
14. Should the region decide that the nomination will not change and the Council elect not to endorse the election of the member then the Chair will declare the election void and ask that the region present another binding proposal naming a different candidate to the Council.
15. The Board is collectively responsible for the leadership and governance of the Confederation, its development and viability within the Constitution (Articles of Association) and By-Laws adopted by the Council and implementation of governance policies. In addition the Board will:
 - (i) contribute to an effective group process within the Board and between the Board and the Secretariat.
 - (ii) approve the proposed budget for the next financial year and a projection of the finances for ensuing years, presented by the Board;
 - (iii) appoint external auditors;
 - (iv) select the sites of the Triennial Congresses.
16. Members from regions will:
 - (i) Make contact with the associations in that region at least twice a year
 - (ii) Initiate professional activities on behalf of the Confederation, within that region, which will further the aims of the Confederation. These activities may include exchange of information, correspondence, exchange study visits, and professional and business meetings.
 - (iii) provide a written report to the annual Council meeting.
17. Board members each carry a portfolio of key activities in keeping with expertise and skills and agrees to carry out the agreed portfolio in a timely and effective manner with appropriate reports to the Executive Committee, and Chief Executive including recommendations for action. Such activities include:
 - (i) Participation in and/or leading subcommittee that relates to specific portfolio and expertise
 - (ii) Regular contribution to any newsletter, journal, bulletin, or other publication issued by the Confederation, or associated with the Confederation, and encourage other midwives to do the same;
18. Role of President of the Confederation:
 - a. together with other members of the Executive Committee and the Board, the President assumes the responsibility for the leadership and governance of the Confederation, its development and viability within the Constitution (Articles of Association) and By-Laws adopted by the Council and implementation of governance policies;
 - b. liaises with and gives direction to the Chief Executive;
 - c. undertakes specific responsibilities as set out in the ICM President Terms of Reference, reviewed and updated by the Board each triennium
 - d. contributes to an effective group process within the Board and between the Board and the Secretariat.

19. The President is accountable to the Council to:
 - a. lead the development, funding, implementation, and evaluation of the strategic direction and goals of the Confederation in collaboration with members of the Board and the Chief Executive;
 - b. ensure, together with the Board that systems and processes are in place for the sound financial management of the Confederation;
 - c. represent the global interests of the Confederation within international and national meetings;
 - d. legally represent the Confederation together with another member of the Board as per Article 19 v) of the Articles of Association;
 - e. support the Chief Executive to translate the global objectives into a specific strategic work plan for the Confederation;
 - f. ensure, together with the Chief Executive, that the appropriate reporting arrangements are in place to assist the Board to regularly assess its progress against the strategic work plan;
 - g. support the Chief Executive in ensuring that the Confederation's necessary internal policies, procedures, controls and audits are operating effectively to provide early identification of problems and mechanisms for developing solutions;
 - h. ensure that members of the Board have the appropriate development/training to manage their respective allocated portfolios and their governance role;
 - i. maintain collegial and productive relationships with the strategic partners of the Confederation;
 - j. guide the Chief Executive in ensuring that all responsibilities as identified in the Articles of Association are fulfilled by the Board.

20. Role of Vice-President of the Confederation:
 - a. together with other members of the Executive Committee and the Board, the Vice-President has responsibility for the governance of the Confederation, its development and viability within the Constitution (Articles of Association) and By-Laws adopted by the Council and implementation of governance policies;
 - b. assumes the responsibilities of the President as required;
 - c. undertakes specific responsibilities as set out in the ICM Vice-President Terms of Reference, reviewed and updated by the Board each triennium
 - d. contributes to an effective group process within the Board and between the Board and the Secretariat.

21. Vice-President is accountable to Council to:
 - a. work with the President and the Chief Executive to ensure that all the responsibilities as identified in Article 23 iv), v) and vi) of the Articles of Association are fulfilled;
 - b. review all agenda materials prior to each Board meeting;
 - c. submit agenda items appropriate to areas of responsibility within assigned portfolio;

- d. collaborate with and support other Board members in the development, funding, implementation and evaluation of the mission and global objectives and strategic direction of the Confederation.
22. Role of Treasurer:
- a. together with other members of the Executive Committee and the Board, the Vice-President has responsibility for the governance of the Confederation, its development and viability within the Constitution (Articles of Association) and By-Laws adopted by the Council and implementation of governance policies;
 - b. undertakes specific responsibilities as set out in the ICM Treasurer Terms of Reference, reviewed and updated by the Board each triennium
 - c. contributes to an effective group process within the Board and between the Board and the Secretariat.
23. The Treasurer is accountable to Council to:
- a. work with the President and the Chief Executive to ensure that all the responsibilities as identified in Article 23 iv), v) and vi) of the Articles of Association are fulfilled;
 - b. work with the Chief Executive to develop an annual budget for the Confederation
 - c. provide critique and analysis of financial budgets and reports made to the Board
 - d. prepare, with support from the Chief Executive, the narrative for presentation of the annual and triennial financial reports
 - e. chair the Finance and Risk Committee (FARC) of the Confederation
 - f. advise the Chief Executive on financial matters
 - g. review all agenda materials prior to each Board meeting;
 - h. submit agenda items appropriate to areas of responsibility within assigned portfolio;
 - i. collaborate with and support other Board members in the development, funding, implementation and evaluation of the mission and global objectives and strategic direction of the Confederation.
24. Meetings of the Executive Committee will take place at the Headquarters in The Hague, unless otherwise decided by the Executive Committee.
25. The Executive Committee meets at least three times per year outside the Board and Council meetings.
26. The Chief Executive provides the agenda and any necessary documents at least 14 days prior to the meeting of the Executive Committee.
27. The minutes of the meetings of the Executive Committee will be drawn up by the Chief Executive and sent to the Executive Committee within three weeks after the meeting.

TERMS OF OFFICE – TERMINATING MEMBERSHIP OF THE BOARD – SUSPENSION

Articles of Association – Article 18

1. The terms of office of the President, Vice-President, Treasurer and other Board members shall be for a period of 3 years with an option for re-election immediately for one term.
2. If during the term in office a member of the Executive Committee resigns or is unable to fulfil the role for another reason, the Board may appoint another member of the Board to fulfil the role in the interim until the end of the term.
3. Dismissal or suspension of a member of the Board will be undertaken by the Council 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 from the Secretariat, if the Member Association is suspended or terminated or the member fails to meet any of the provisions within the Code of Conduct - Termination and Suspension from office (annex one).

BOARD TASKS AND RESPONSIBILITIES AND REPRESENTATION

Articles of Association – Article 19

1. Each triennium, the newly elected Board will convene between the end of Council and the conclusion of Congress and consider the decisions taken at Council so as to agree the priorities for action arising from those decisions, the dates and plan of action for the next meeting.
2. The Board will, when in session, consider all aspects of membership of the Confederation, including admission and notice of intention to suspend rights of membership.
3. The agenda for the Board Meeting will include items that allow it to attend to matters of governance of the Confederation, and to plan, develop, implement and evaluate initiatives and decisions agreed by the Council.
4. The Board upholds the decisions made by Council. However, if an emergency arises, the Board may take action, which shall be in the interests of the Confederation as a whole. An emergency would constitute a sudden or unexpected occurrence or combination of occurrences demanding prompt action; urgent necessity.
5. The Board will develop and present for discussion and agreement by Council, a proposal for calculation of the membership fees, as required.
6. Members of the Board shall be excluded from personal liability in respect of the financial commitments of the Confederation when working in accordance with normal practices of the Confederation. Liability insurance for Board Members is provided by the Confederation.

The Board will:

- i) submit to each Triennial Council meeting, a full report on the activities of the Confederation since the last meeting and recommendations for its future development;
- ii) submit to each meeting of the Council a review of activities and strategic objectives;
- iii) submit to each meeting of the Council the annual report and the annual accounts and explanatory notes as referred to in article 23 of the Articles of Association, together with the certification by the Confederation's auditors for the previous financial year;
- iv) prepare an agenda for each Council meeting, ensuring all documentation provides sufficient information for effective decision making. Make all other necessary arrangements in regard to holding of Council, other business meetings and the congresses.
- v) approve the proposed budget for the next financial year and a projection of the finances for ensuing years as presented to the Board by the Chief Executive and Treasurer
- vi) appoint external auditors on advice from Chief Executive, Treasurer and FARC.
- vii) select sites of the Triennial Congresses after consideration of bids made by Member Associations and the business cases for each presented by the Chief Executive
- viii) decide the Congress theme following discussion with the host Association for each Congress

MEETINGS OF THE BOARD

Articles of Association – Article 20

1. The working language of the Board is English and all Board documents, including agendas, supporting materials will be written in English.
2. Any Board meeting may be held using virtual technology.
3. 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.
4. The proceedings of each Board meeting shall be minuted; this is the responsibility of the Chief Executive. The minutes shall be ratified and signed in token thereof by the President of the meeting and the Chief Executive.

5. An extraordinary Board meeting may be called at any time as determined by the majority of Board Members.

FINANCES

Articles of Association – Article 22

1. The membership dues of the Confederation shall be calculated on a basis as agreed by the meeting of Council at each triennial meeting.
2. Membership dues shall become due and payable at the beginning of each financial year, on January 1st. The membership fee is increased each year according to the index in the country where Headquarters is situated. A surcharge of 10% shall be imposed on all membership dues not received by June 30th of the same year. At this time Member Associations will provide full details of membership numbers and any other information requested by the Confederation.
3. Any member association, which is in arrears of its financial obligation to the Confederation through exceptional financial difficulties, may make representation to the Board stating why the obligation cannot be met.
4. The Board shall consider in terms of the constitution any case of proven financial difficulty, presented by a Member Association in arrears, at its next meeting, and make a decision accordingly.
5. A newly admitted association shall, in addition to an admission fee as determined by Council, pay a membership fee according to a schedule agreed by a Triennial Council meeting and a prorated fee according to the time of the financial year in which it was admitted.

SECRETARIAT. CHIEF EXECUTIVE

Articles of Association – Article 24

1. The Chief Executive shall carry out the day-to-day management of affairs of the Confederation. In keeping with the direction and delegation of the Council and the Board as the case may be, the Chief Executive is responsible for the day-to-day management of the Confederation and the daily administration of the property and contents.
2. The Chief Executive is responsible for managing the successful development, organisation and promotion of the Confederation including safeguarding the organisation's integrity and financial well being. The Chief Executive provides leadership and supports the Board in their governance role.
3. The Chief Executive will:
 - i) ensure programme planning and delivery;
 - ii) be responsive to the issues of midwifery and maternity care worldwide by prioritising, managing, planning and programme development, advocacy and fundraising activities;
 - iii) initiate appropriate responses to situations as they arise and work in an autonomous manner;
 - iv) represent the Confederation in many diverse settings to promote the Confederation's commitment to women, the newborn and families;

- v) establish and maintain effective liaison with Member Associations and with core partners and other organisations;
- vi) ensure the effective and efficient utilisation of the Confederation's financial, physical, technological and human resources through innovative and strategic leadership practices;
- vii) provide expert advice on a diverse range of midwifery issues;
- viii) maintain a record of the minutes of all meetings of the Council, Board, the Executive Committee and of other committees of the Confederation.
- ix) An entry in the relevant minute book of the declaration of the chairperson of the result of any vote at any meeting, shall be conclusive evidence of the result of such a vote.

AMENDMENT OF THE ARTICLE OF ASSOCIATIONS

Articles of Association – Article 25

1. All proposed amendments of the Articles of Association submitted to Council must be accompanied by a supporting background statement and an indication of possible financial consequences.
2. Proposed amendments must be submitted to the Chief Executive no later than 60 days prior to the meeting.
3. A resolution to amend these By -Laws shall require no less than a two-thirds majority of the votes cast in a Council meeting in which at least two thirds of the votes may be cast.
4. Applications for Proxy and/or electronic votes, for Annual Council Meetings (excluding Triennial Council Meetings) will be sent out to Full Member Associations 90 working days in advance.

This document was ratified during the Council Meeting in Toronto, Canada on 14 June 2017.

GLOSSARY OF TERMS

as used in the Articles of Association and By-Laws.

Binding Proposal	A proposal put forward by an ICM region, holding the name of the candidate to serve as Board member for the coming term of office. In exceptional circumstances Council reserves the right to reject the proposal on the basis of sound evidence.
Confederation	The International Confederation of Midwives.
Congress	International Congress of Midwives, generally held triennially.
Council	Council of the Confederation, the highest governing body of the Confederation.
Council meeting	Annual meeting of the Council or other Council meeting.
Delegate	A midwife authorised by a Full Member Association to represent the Association at a meeting of the Confederation's Council.
Directed proxy vote	A Full Member Association directs another Full Member Association delegate (using an authorisation document) how to vote for a specific individual or item of business during a Council meeting not held together with Congress. This vote must be put as directed and cannot be altered. A directed proxy vote can also be held by a Board member.
Meeting	An agreed meeting either face to face or by electronic means—with an agenda and supporting papers and a set date, time and venue.
Midwife	As defined in the most current version of the ICM Definition of a Midwife to be found on the Confederation website.
Midwifery Philosophy	The philosophy which is the background to the provision of midwifery care and is based on a human rights approach.
Non-directed proxy vote	Permission is given (using an authorisation document) from one Full Member Association to another Full Member Association delegate to vote with their conscience on any item of business during a Council meeting not held together with a Congress. A non directed proxy vote cannot be held by a Board member.

Observer	A person who attends Council to note proceedings but does not participate and has no voting rights.
She	Can mean he in the context of these documents.
Teller	A person designated to facilitate the voting process during Council meetings, for example by counting the votes.
Voting	Procedure undertaken to determine the support for a decision or resolution, carried out electronically, by written ballot or by show of hands.

ANNEX ONE

TERMINATION FROM OFFICE OF MEMBERS OF THE BOARD

A member of the Board will resign if:

- a. there is evidence of a non-disclosed conflict of interest on behalf of the member;
- b. there is continued or repeated unexplained lack of participation or attendance at meetings;
- c. there is lack of responses to communication from the Secretariat ;
- d. the member becomes prohibited by law from being a Board member;
- e. the member is suffering from a mental disorder;
- f. the member is expelled from office for breach of the Confederation's Code of Conduct for the Board.

This document was ratified during the Council Meeting in Toronto, Canada on 14 June 2017

CONFLICT OF INTEREST STATEMENT

1. Board Members are expected to avoid putting themselves in a position where there is a conflict (actual or potential) between one's personal interests and one's duties and obligations to the Confederation. They should avoid allowing any conflict of interest to arise which might interfere with the exercise of their independent judgement.
2. If a conflict of interest situation does arise, the member must disclose that conflict of interest to the Board.
3. Any interest that can possibly be perceived as being likely to interfere with the exercise of a Board member's independent judgement, whether it be financial or otherwise, should be fully disclosed to the Board before the matter giving rise to the interest is considered.
4. The member(s) of the Board having a conflict of interest should withdraw from that part of a meeting at which the matter giving rise to the interest is considered and on no account may vote in relation to the matter.

This document was ratified during the Council Meeting in Toronto, Canada on 14 June 2017

CODE OF CONDUCT OF MEMBERS OF THE BOARD OF THE ICM

Training and development

You are expected to develop the skills and judgement necessary for your governance responsibilities as Board member.

You are expected to act as a mentor (if requested to do so) to new members of the Board.

Rules and regulations and policies and procedures

You are expected to comply with the regulations and guidelines relevant to your role as a member of the Board. These include the Articles of Association, By-Laws, this Code of Conduct and the ICM International Code of Ethics for Midwives.

Public Image

You are expected at all times to enhance the public image of the Confederation and do nothing that might bring the Confederation into disrepute.

Representing the ICM

You are expected to act in good faith for the benefit of the Confederation.

You are expected not to use your position as a member of the Board for personal ends.

Performance and accountability

You are expected to devote the time and effort necessary to your duties as a member of the Board.

You are expected to attend all Board Meetings and ICM Triennial Congresses.

You are expected to participate in objectively monitoring and evaluating the performance of the Board and in accounting to the Membership of the Confederation.

You are expected to submit yourself to monitoring and evaluation of your own performance.

Confidentiality

You are expected not to communicate any information or documentation from Board meetings and Committee meetings that is designated as being of a confidential nature.

Relationships

You are expected to establish trust and a good working relationship with your colleague Board Members and to respect the authority and direction of the President.

You are expected to respect and support the role of the Chief Executive and her staff.

This document was ratified during the Council Meeting in Toronto, Canada on 14 June 2017