



## **WCET CONSTITUTION**

**Amended June, 2010 in Phoenix; Arizona; USA.**

**All previous Constitutions are repealed.**

### **1. ESTABLISHMENT AND TITLE**

A World Council of Enterostomal Therapists shall be established, with the title of the 'World Council of Enterostomal Therapists' – with the sub-line "An Association of Nurses" (hereinafter the WCET), a non-profit organization.

### **2. The OBJECTIVES OF THE WCET shall be the relief and rehabilitation of sickness of persons with stomas, draining wounds, fistulae, incontinence management problems or potential or actual tissue trauma by:**

- (a)** Providing a corporate identity for those concerned with the rehabilitation of people with stomas, draining wounds, fistulae, incontinence management problems or potential or actual tissue trauma;
- (b)** Providing opportunities for members to meet together for the purpose of discussing matters of common interest to enterostomal therapy nursing;
- (c)** Promoting activities which will assist members engaged in enterostomal therapy nursing to increase their knowledge of and enhance their contribution to the subject of enterostomal therapy, and
- (d)** Promoting increased awareness in others of the role and contribution of the Association.

### **3. MEMBERSHIP CATEGORIES**

There shall be five membership categories: Full, Associate, Commercial, Honorary and Life Members.

#### **(a) Full Member**

A Full Member shall be a licensed health professional who works or has an interest in stoma, wound or continence care, or accepted as a Full member as of 14 August, 1980.

A Full Member is required to pay membership fees and shall have the privilege of making motions, voting, holding an Executive Board position or being an International Delegate and shall have all other privileges of membership.



**(b) Associate Member**

An Associate Member shall be any individual who supports the mission and objectives of the World Council of Enterostomal Therapists but doesn't meet the Full Member criteria.

An Associate Member is required to pay membership fees and shall have all the privileges of membership except those of making motions, voting, holding an Executive Board position or being an International Delegate.

**(c) Commercial Member**

A Commercial Member shall be any person working with a health-related agency or business who is interested in and supportive of the objectives of the WCET.

A Commercial Member is required to pay membership fees and shall have all the privileges of membership, except those of making motions, voting and holding an Executive Board position or being an International Delegate.

**(d) Honorary Member**

An Honorary Member shall be a person who has shown distinction and eminence in his/her contributions to the field of enterostomal therapy nursing. Recommendation for honorary membership can be made by any person from within the membership to the Executive Board for approval.

An Honorary Member shall not be required to pay membership fees and shall have all the privileges of membership, except those of making motions, voting and holding an Executive Board position or being an International Delegate.

**(e) Life Member**

A Life Member shall be a Full Member recommended and approved by the Executive Board who has shown distinction and eminence in the field of enterostomal therapy nursing.

A Life Member shall not be required to pay membership fees and shall have all the privileges of membership.

**4. MEMBERSHIP FEE**

**(a)** The WCET membership year shall begin on the first day of January in each year and shall end on the thirty-first day of December in the same year.

**(b)** The annual membership fee is payable to the WCET by each member by the first day of January of each year. The amount of the annual membership fee shall be determined by the Executive Board and approved by the membership electronically or through the International Delegate at the General Meeting.



A schedule of quarterly pro-rata membership fee payment, based on the annual membership fee, will be available throughout the year for new and renewing members. The pro-rata fee payment schedule incurs mandatory payment of the membership fee for the subsequent year.

## **5. OPTIONS FOR MEETING AND VOTING ON MOTIONS & PROPOSALS**

- (a)** A General Business Meeting, hereinafter to be called the General Meeting, shall be held least once every two (2) years. Normally this shall be associated with the biennial Congress and be within six (6) months following the end of the financial year.
- (b)** The time and place of meetings shall be determined by the Executive Board of the WCET and will be communicated to the membership at least two (2) years prior to the meeting.
- (c)** The ordinary business at the General Meeting shall include:
  - a. receipt and approval of the minutes of the previous meeting and any extraordinary meeting held since the previous meeting
  - b. receipt and approval of reports from the Executive Board
  - c. receipt and approval of the financial accounts and proposed budgets of the WCET
  - d. election of officers
  - e. approval of an external, non-affiliate auditor/financial reviewer
  - f. other business pertinent to the functioning of the WCET
- (d) Options for conducting business at meetings:**

All matters of business such as elections, proposals to change the constitution, major initiative/s or undertaking of the Association shall be conducted via electronic or telephonic media, show of hands or mail-in ballot. The voting will be conducted according to the guidelines for the voting process on motions or proposals.
- (e)** There shall be one (1) vote per Executive Board Member and one (1) vote per country on all issues and/or elections. The International Delegate or an appointed party shall cast the vote on behalf of his/her country Members.
- (f) Extraordinary General Meetings**

An Extraordinary General Meeting may be called by the Executive Board or the President upon receipt of a written request of at least one-fifth (1/5) of the membership. At least six (6) weeks notice of such a meeting shall be given.
- (g) Affiliate Groups**

National and regional affiliate groups of the WCET may be established. They shall adhere to the Philosophy, Objectives, Mission, Vision and Values and Constitution of the WCET.



## **6. WCET EXECUTIVE BOARD**

- (a)** The WCET Executive Board shall consist of the President, Vice-President, Secretary, Treasurer, Chairpersons of the Standing Committees and the Journal Editor.
- (b)** The Full and Life Members shall elect biennially a President, Vice-President, Secretary and Treasurer. Each member shall be entitled to one (1) vote for each of these Executive positions. The elections for these positions will be conducted electronically. Other options the election of the President, Vice-President, Secretary and Treasurer shall include show of hands, secret ballot, telephonic media or mail – in ballot.
- (c)** To hold an office, a person must have been a Full or Life Member of good standing for at least two (2) years prior to the election and must have consented to serve in writing before being nominated to the position.
- (d)** The President, Vice President, Secretary and Treasurer shall be elected for two (2) years and be eligible for re-election for a second two (2) year term. No Officer shall be elected to the same office for more than two consecutive terms. He/she shall be eligible for re-election to the same office after a two (2) year period has elapsed. In the event there is no suitable candidate for a position and, at the discretion of the President in consultation with the Executive Board, the outgoing officer or other suitable person may be appointed for the term of office.

## **7. CHAIRPERSONS OF STANDING COMMITTEES**

The Chairpersons of Standing Committees shall be members of the Executive Board.

- (a)** The Full and Life Members shall elect biennially a Chairperson of Standing Committees from among the nominees submitted by the members of each relevant Standing Committee. Nominees are required to be a committee member of good standing for at least two (2) years prior to the election to the relevant Chairperson position. The Nominee must have consented to serve in writing before being nominated to the position.
- (b)** The elections of the Chairpersons of the Standing Committees will be conducted electronically.
- (c)** No Chairperson shall be elected for more than two (2) consecutive terms. In the event there is no suitable candidate for a position and, at the discretion of the President in consultation with the Executive Board, the outgoing Chairperson or other suitable person may be appointed for the term of office.
- (e)** Other options for voting for the election of the President, Vice-President, Secretary, Treasurer and Committee Chairpersons shall include show of hands, secret ballot, telephonic media or mail-in ballot.



- (f) A vacancy on the Executive Board may occur due to resignation, death or removal of officer. If a vacancy should occur on the Executive Board during the term of office, a suitable person shall be appointed by the President, in consultation with the Executive Board, to serve the remainder of the term of office of the person whose vacancy he/she has filled. This person is eligible for election for this position after the completion of this term.

## **8. REQUIREMENTS FOR ELECTION TO THE EXECUTIVE BOARD**

Members nominated for election to the Executive Board must:

- a. have been Full or Life Members of the WCET for a minimum of two (2) years
- b. have attended a previous meeting of the WCET
- c. be present when elections take place and during the subsequent term of office
- d. assume office immediately following the General Meeting

### **Exceptions**

If there are extraordinary circumstances, e.g. illness or bereavement where the nominee is unable to attend, the nominee or his/her representative may request that the Executive Board allow the nomination to stand.

## **9. NOMINATION CHAIRPERSON**

The President, in consultation with the Executive Board, will appoint a Nominations Chairperson to assume the responsibility for the nominations process for a two (2) year term.

## **10. POWERS OF THE EXECUTIVE BOARD**

- (a) The Executive Board shall manage the affairs of the WCET.
- (b) The Executive Board shall meet when required, with one meeting arranged to take place at the same time as the biennial Congress. Major decisions affecting the WCET, as a whole, shall be made by the WCET Executive Board and will be presented to the membership electronically or at the General Meeting for approval.
- (c) The Executive Board Members shall also have the following powers of investment:
  - a. the power to retain, from time to time, any investment of the WCET in its existing state or condition for so long as the Executive Board sees fit, with power at any time and at their discretion, to sell the same or part thereof



- b. the power to invest (or outlay) the net proceeds of any such sale and any other capital monies of the WCET in the purchase of such stocks, funds, shares or securities of whatsoever nature, whether involving liability or not and whether producing income or not, as the Officers shall in their absolute discretion think fit, to the intent that the Officers shall have the same full and unrestricted powers of investing and transposing investments as if they were entitled thereto beneficially

## **11. DUTIES OF THE EXECUTIVE BOARD MEMBERS**

### **(a) President**

The President shall:

- serve as the Chairperson at all Executive Board and General Meetings
- appoint the Editor and any vacant Executive Board office that exists, with the approval of the Executive Board
- appoint a congress liaison in consultation with the Executive Board
- serve as an ex-officio, non-voting member on all committees
- perform other duties specific to the welfare of the Association
- serve in any capacity deemed advisable by the Executive Board
- report on the activities of the WCET at the General Meeting
- be the spokesperson for the WCET or designate an alternative person

### **(b) Vice-President**

The Vice-President shall:

- serve as chairperson at all Executive Board or General Meetings in the absence of the President
- perform the duties of the President in the absence or incapacity of the President
- perform duties so delegated by the President
- serve as the official channel of communication between the Executive Board and the International Delegates
- assume the office of the President for the duration of the term in the event the President is unable to complete the remainder of the term

The Vice-President will assume the responsibility of the Constitution Advisory Panel following the General Meeting in 2010.

The Vice President will select no less than three (3) suitable candidates to serve on this panel. Full Members who are interested in and conversant with constitution matters can put forward their names for selection.

### **(c) Secretary**

The Secretary shall:

- be responsible for recording and disseminating the proceedings of all Executive Board and General Meetings and any other extraordinary General Meetings



## (d) Treasurer

The Treasurer shall:

- have care and custody of the WCET finances and financial records
- prepare financial statements and budgets on all assets and projects to be presented for approval at Executive Board and General Meetings in conjunction with an accountant or accounting firm approved by the Executive Board
- present the annual financial report and budget at all Executive Board meetings
- present the biannual financial report and budget at the General Meeting for approval by the membership

## (e) Executive Director

The Executive Director shall:

- be selected by the Executive Board
- report to the President
- attend Executive Board meetings as a non-voting member if deemed necessary or as determined by the Executive Board
- perform his/her duties under the direction and supervision of the Executive Board

## 12. INTERNATIONAL DELEGATES

- (a) An International Delegate shall be a Full or Life Member and shall be elected electronically by the Full and Life Members within the country. The International Delegate shall serve for a term of two (2) years and is eligible for re-election for a second two (2) year term. No delegate shall be elected for more than two consecutive terms if there are other eligible members within the country
- (b) Each eligible Member is entitled to submit a nomination or self-nominate for the position of International Delegate. This person must have consented to serve in writing before being nominated for election.
- (c) The term of office commences immediately at the conclusion of the General Meeting and will conclude two (2) years later. It can be voted on at any time prior to the General Meeting, but the term of office will not start until the General Meeting.
- (d) The International Delegate is the elected representative of his/her country and has the power to vote if required. Only one vote is allowed per country.
- (e) The International Delegate is part of the governing body of the WCET and shall liaise with the Executive Board and the membership. In the event an International Delegate is unable to continue to hold the position, another International Delegate will be elected electronically according to the election process. Other options for the election of the ID shall include show of hands, secret ballot, telephonic media or mail – in ballot.



In countries where there is nobody eligible to be an International Delegate, a Contact person may be appointed. This Contact will not be eligible to vote.

### **13. REMOVAL OF OFFICERS**

An **Executive Office** shall be automatically vacated:

- a. if an Executive Officer resigns his/her position by sending a written resignation to the President or Secretary of the WCET
- b. if, on demonstrating unsatisfactory performance, a written resolution is approved by three-quarters (3/4) of the Executive Board Members. The documentation relating to this matter shall be filed with the President or Secretary
- c. an Executive Board Member whose office has been terminated shall have the right to be heard by the Executive Board, accompanied by a legal or union representative, before a final decision is made
- d. on death

If a vacancy occurs for any other reason, the President, in consultation with the Executive Board, may appoint a suitable person to fill the vacancy for the remainder of the term.

### **14. STANDING COMMITTEES**

The Standing Committees shall be:

- Constitution (to be disbanded as a Standing Committee after the General Meeting in 2010)
- Education
- Norma N Gill Foundation
- Publication and Communications

- (a)** All committees shall consist of a minimum of four Full Members, including the Chairperson

Each Past President may agree, upon request, to act as an advisor to any committee.

- (b)** Committee members shall be notified, in writing, of their appointment to the committee by the respective Chairperson within sixty (60) days following the General Meeting.

- (c)** The term of service of each committee member shall be two (2) years and may include additional terms.



**15. EXECUTIVE EDITOR**

The Executive Editor shall:

- be a Full Member of the WCET
- be appointed by the President in consultation with the Executive Board
- attend Executive Board meetings as a voting member
- appoint an Editorial Advisory Board and serve as the Chairperson of this board

(a) the Editorial Advisory Board shall consist of a minimum of four Full Members, including the Chairperson, and may include members with specialised expertise who are not necessarily members of the WCET

(b) The term of service of each Editorial Advisory Board member shall be two (2) years and may include additional terms.

**16. CONGRESS LIAISON**

The Congress Liaison shall:

- be appointed by the President, in consultation with the Executive Board, for a two year term according to the Terms of Reference as defined by the Executive Board
- attend planning meetings with the Congress Planning Committee, and Executive Board meetings, as determined by the Executive Board

**17. CHARITY COMMISSION TRUSTEE**

In accordance with the legal requirements of the Charity Commission for England and Wales, the Trustees of the charity are the members of the Executive Board. One of the Trustees shall act as contact person for the Charity Commission and be responsible for the submission of the annual report and accounts. It is not obligatory for one or more of the trustees to be resident in the United Kingdom but the WCET shall conduct some administration or banking activities in the United Kingdom.

**18. QUORUM**

Two-thirds of the Executive Board shall form a quorum for an Executive Board meeting. No action shall be taken unless a quorum is established.

Two-thirds of the Executive Board and two-thirds of the International Delegates registered for the Congress or Extraordinary General Meeting shall constitute a quorum for the transaction of the business of the Association



**18. FINANCIAL YEAR**

The financial year of the WCET shall be from the first day of April through to the thirty-first day of March of the following year.

**20. PARLIAMENTARY AUTHORITY**

The latest edition of Robert's Rules of Order shall be the rules to conduct all meetings. Robert's Rules of Order shall govern in all situations not stated in the Constitution.

**21. AMENDMENTS**

Alterations to this Constitution shall receive the assent of two-thirds of those present and eligible to vote at a General Meeting or an Extraordinary General Meeting. A resolution(s) for the alteration of the Constitution must be received by the Secretary of the WCET at least four (4) months before the meeting at which the resolution(s) is to be brought forward. At least three (3) months notice of such a meeting and all proposed changes to the constitution must be given to the membership by the Secretary electronically or by post.

No alteration to clause 2 (Objectives of the World Council), clause 23 (Dissolution) or this clause (Amendments) shall take effect until the approval in writing of the Charity Commissioners or other authority having charitable jurisdiction has been obtained, and no alteration shall be made which would have the effect of causing the World Council to cease being a charity in law.

**22. DISSOLUTION**

The World Council may be dissolved by a resolution passed by a two-thirds (2/3) majority of those present and eligible to vote at an Extraordinary General Meeting convened for that purpose, of which the membership has received six (6) months notice via the International Delegates. Such a resolution may give instructions for the disposal of any assets held for, or in the name of, the World Council, provided that if any property remains after the satisfaction of all debts and liabilities, such property shall not be paid to, or distributed among, members of the World Council but shall be given or transferred to such other charitable institution(s) as have objectives similar to some or all the objectives of the World Council, as the World Council may determine, and if and insofar as effect cannot be given to this provision, then to some other charitable purpose.