



EUROPEAN MEDICAL WRITERS ASSOCIATION

Rules of the Association

This document sets out the rules of the European Medical Writers Association ('EMWA') as referenced in Article 19.1

Version

Version 7.0

Date Approved by Members

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1. Definitions

In the Articles and the Rules of the Association, unless the context requires otherwise:

Annual Meeting	means an annual meeting of the Association;
Articles	means the Articles of Association of the Association;
Association	means European Medical Writers Association Ltd;
Chair	<p>the President of the Association will normally preside as Chair at all meetings of the board of directors</p> <p>In the absence of the President of the Association, or in the presence of a President who is unwilling to preside (for reasons such as Conflict of Interest); the directors may appoint one of the other directors to chair that meeting</p> <p>A member of the EC will preside as the Chair at the meeting of all other committees, or in the absence of a member of the EC, the Committee in question may appoint an existing member to chair the meeting;</p>
Companies Acts	means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
Conference Director	means the Conference Director of the Association or person fulfilling the same or equivalent function however named from time to time;
Constitution	means the Articles;
Director	means a director of the Association, and includes any person occupying the position of director, by whatever name called;
Document	includes, unless otherwise specified, any document sent or supplied by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
EC	<p>means The Directors of the Association</p> <p>During the general business of the Association, the Directors are referred to as 'the EC (Executive Committee)'</p> <p>The definition for the terms 'Directors', 'Executive Board', 'Executive Committee' and 'EC' will therefore be treated as one and the same;</p>
Education Officer	means the Education Officer of the Association or person fulfilling the same or equivalent function however named from time to time;
Electronic form	has the meaning given in section 1168 of the Companies Act 2006;
EPDC	means the EMWA Professional Development Committee;
EPDP	means the EMWA Professional Development Programme;
General Meeting	means the forum at which the members of the Association meet;
Head Office	the registered address of the Association, presently 4 Victoria Square, St Albans, Hertfordshire, AL1 3TF, UK;
Honorary Secretary	means the Honorary Secretary of the Association or person fulfilling the same



	or equivalent function however named from time to time;
Journal Editor	means the Journal Editor of the Association or person fulfilling the same or equivalent function however named from time to time;
Medical Writing	the Association Journal: Medical Writing
Member	has the meaning given in section 112 of the Companies Act 2006;
Mission Statement	means the Mission Statement of the Association;
Month	calendar month;
Ordinary resolution	has the meaning given in section 282 of the Companies Act 2006;
Poor professional performance	means a failure to meet the standards of competence (whether in knowledge or the application of knowledge or both) that can reasonably be expected of medical communicators;
President	means the President of the Association or person fulfilling the same or equivalent function however named from time to time;
Professional misconduct	conduct which peers of experience, competence and good repute consider to be disgraceful or dishonourable Conduct connected with the profession in which the medical communicator has seriously fallen short by omission or commission of the standards of conduct expected among medical communicators;
Public Relations Officer	means the Public Relations Officer of the Association or person fulfilling the same or equivalent function however named from time to time;
Rules	means these rules of the Association;
Special resolution	has the meaning given in section 283 of the Companies Act 2006;
Submission	a submission is a request for the EC to take action in the form and manner at the times set out in these rules;
Subsidiary	has the meaning given in section 1159 of the Companies Act 2006;
Treasurer	means the Treasurer of the Association or person fulfilling the same or equivalent function however named from time to time;
Vice President	means the Vice President of the Association or person fulfilling the same or equivalent function however named from time to time;
The website	means the Association website: www.emwa.org
Website Manager	means the Website Manager of the Association or person fulfilling the same or equivalent function however named from time to time;
Writing	means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
Year	calendar year;



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Unless the context otherwise requires, other words or expressions contained in the Articles or these Rules of the association bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles or these Rules become binding on the Association.



2. General

- 2-1.1 Any disputes relating to the validity or construction of the Constitution or any other rules made hereunder shall be subject to the exclusive jurisdiction of the courts of England and Wales and their principles, and shall be governed by English law, excluding English choice of law principles
- 2-1.2 Any disputes relating to the application of the Constitution or the exercise of powers hereunder, shall be subject to the exclusive jurisdiction of the courts of England and Wales and their principles, and shall be governed by English law, excluding English choice of law principles
- 2-1.3 For specific events, after consultation with the legal advisers of the association, the EC may waive the whole or part of a rule, provided that such waiver is reported to the members at the earliest opportunity
- 2-1.4 Except in exceptional circumstances and with the approval of the EC, these rules will express all specific amounts of money in Euros
- 2-1.5 The EC is responsible for drafting and finalising each and any of these rules as necessary and in accordance with the mission statement and objectives of the Association
- 2-1.6 In the event that these rules do not cover a particular situation or interpretation, the Chair shall refer to general rules of procedure currently used in England
- 2-1.7 The mission statement for the Association shall be as follows:
- 2-1.8 EMWA is the association committed to representing, supporting and training medical writing professionals*
- *professionals who are involved in any aspect of medical writing, such as writing, editing, translation, project or publication management
- 2-1.9 These rules are made pursuant to Article 5 of the Articles. Save for Part I, in the event of a discrepancy or conflict between the terms of these rules and the Articles, the Articles of Association shall prevail

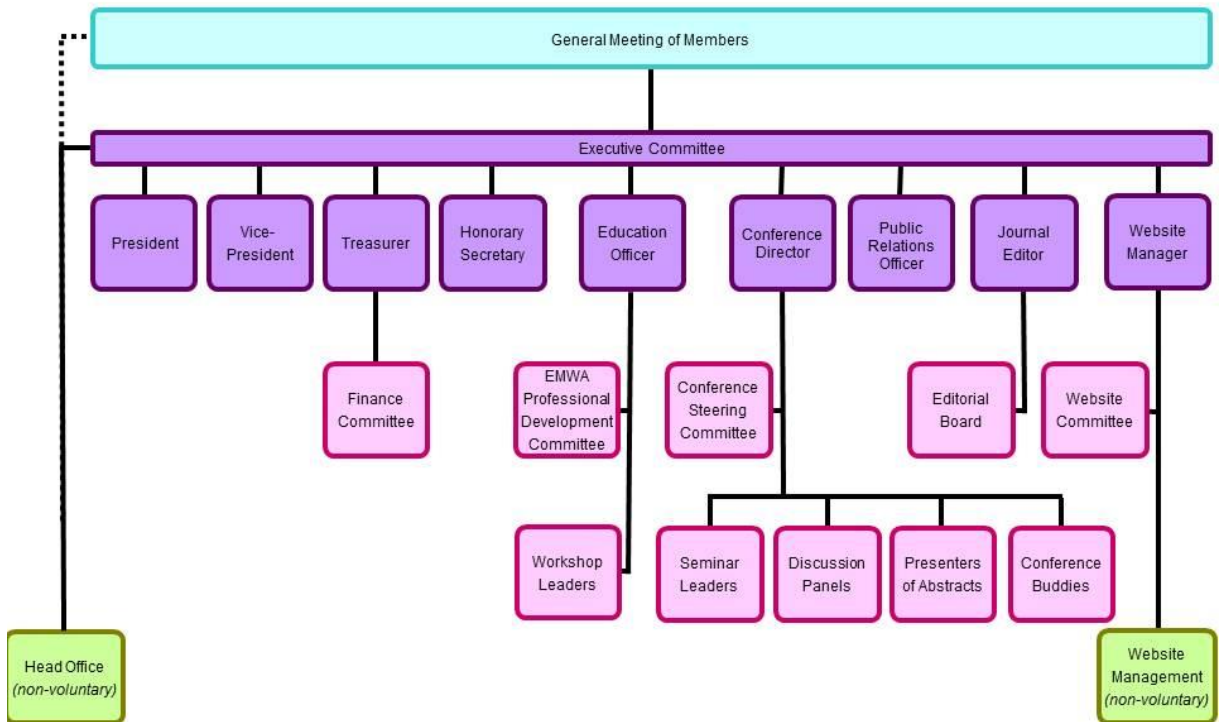


3. Administration

Rule 3-1 Official Bodies

3-1.1 The official bodies of the Association are:

- Head Office (the Secretariat)
- The General Meeting of Members
- The EC
- The EPDC



Rule 3-2 Head Office

- 3-2.1 Head Office runs the day-to-day business of the Association by observing the Articles and The Rules, and by the instructions of the EC
- 3-2.2 Head Office is responsible both to the EC and to the General Meeting of Members
- 3-2.3 The EC may delegate individual or partial responsibility, including any associated signing rights, to the Head Office or other third parties, who do not need to be members of the Association



- 3-2.4 Where responsibility has been delegated to Head Office or any other third party, the EC is required to supervise activities, at a minimum, by conducting random inspections or spot checks

Rule 3-3 Notices

- 3-3.1 Notices from the Association shall be deemed to be properly delivered if dispatched by post, fax or email to the address last registered with Head Office
- 3-3.2 A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at their registered address as appearing in the register of members
- 3-3.3 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is posted as prepaid letter and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the mailing system as a first-class pre-paid letter

Rule 3-4 Submissions

- 3-4.1 A submission to amend the Constitution or to commit Association funds may be made by any voting member of EMWA in writing to Head Office for the attention of the EC
- 3-4.2 No matter shall be put to the members for resolution unless it is based on a submission which has been received in accordance with these rules
- 3-4.3 A submission will be deemed to have been given or made on the date of receipt at Head Office
- 3-4.4 The submission will state the proposal, the current position, any Article or Rule considered to be affected, any financial considerations and the reasons for the proposal
- 3-4.5 The member making the submission will sign it as a true and accurate statement of their proposal
- 3-4.6 Any submission will be circulated to the EC, who will have 60 days to study it and make their recommendations
- 3-4.7 Where appropriate, the EC may seek advice from a committee, sub-committee or external expert on the submission
- 3-4.8 The EC will vote upon the submission at either a regular or special meeting, or by mail or electronic ballot, which shall be returned to Head Office
- 3-4.9 If approved by a simple majority of EC, the submission will be forwarded to the general membership in accordance with the timelines for the distribution of papers for a General Meeting or electronic vote
- 3-4.10 The submission will become effective upon its adoption if approved by the required majority of the voting members in accordance with the provisions of the Articles



Rule 3-5 Exhaustion of Administrative Remedies

- 3-5.1 Members shall not resort to any court or tribunal until all administrative remedies have been exhausted



4. Membership

Rule 4-1 Administration

- 4-1.1 The voting members of the Association comprise active members (including sponsored members), retired members, and honorary members
- 4-1.2 Corporate sponsors, and any other classes of members that may be designated by the EC shall have the right to attend but may not vote at any General Meeting of the Association
- 4-1.3 Head Office shall keep a register of addresses of all members and of any committees on which they sit. All members have a duty to notify Head Office of any change of address and details of any committees on which they sit
- 4-1.4 Head Office shall undertake an annual audit of all members to collect relevant statistical and general information

Rule 4-2 Benefits

- 4-2.1 Members may:
- Benefit from networking opportunities through a variety of different channels, including biannual conferences, the website, the EMWA journal 'Medical Writing', and online social media (for example: Facebook/LinkedIn/Twitter)
 - Gain valuable skills and CV enhancement by joining one of a number of different groups of volunteers who meet regularly in person or by telephone or both to discuss specific Association issues, including:
 - The EC and its committees
 - The EPDC and workshop leaders
 - The Freelance Business Forum
 - Other working groups, volunteer roles and member-led forums
 - Attend our biannual conferences offering various educational and networking opportunities, such as a welcome drink, plenary talks, freelance business forum, workshops at which active participation and group discussion is encouraged, discussion panels, lunch and coffee breaks between workshops, lunchtime roundtable discussions, Annual Meeting (AM), and other social events
 - Have full access to the EMWA journal 'Medical Writing' receiving both a printed copy of Medical Writing 4 times a year and gaining immediate online access to a comprehensive online archive of past issues of Medical Writing.
 - Have access to the members-only section of the website and features such as the general and specialist discussion forums, member blogs, our online Medical Writing archive, the freelance resource centre, photo galleries from past conferences, Wiki encyclopaedia, and online access to pre- and post-workshop assignments for upcoming conference workshops



- Earn foundation or advanced certificates or both by enrolling for the EPDP foundation or advanced level certificate programmes or both and receive credit for participating in a wide range of certified training by experienced leaders
- Advertise products and services at a reduced rate with reduced registration fees for members signing up to the freelancer or company listings on the website or both
- Be part of a thriving professional association worldwide that aims to represent, support and train medical communicators in Europe, and in doing so, contribute to building the medical writing profession

Rule 4-3 Obligations

4-3.1 Every member:

- Shall further to the best of their ability the objects, interests and influence of the Association
- Shall observe all rules and regulations of the Association
- Can state they are members (and are encouraged to do so) and suggest certification by the Association (see EMWA Educational program for details)

Rule 4-4 Affiliation

4-4.1 Members may state their affiliation with the Association and are encouraged to do so

4-4.2 Members may not use the Association name or logo in any manner that implies endorsement by the Association or that the member is an official spokesperson for the Association without the express written permission of the EC.

4-4.3 Any EC, committee, or working party member may use the Association name or logo in a way that implies the member is an official spokesperson for the Association if this duty has been delegated to them and as long as the purpose is consistent with the objectives of the Association as set out by the EC

Rule 4-5 Types of Membership

Active Membership

4-5.1 Active membership is available, subject to application and approval requirements specified by the EC and laid out in these rules, to persons actively engaged or interested in any aspect of communications in the medical or allied professions and sciences

4-5.2 The EC, as the only legally constituted representative body, can refuse membership to an applicant without giving reason

4-5.3 Applicants will send a written application for membership to Head Office

Sponsored Membership

4-5.4 Active members may sponsor the membership of another person who meets the specifications for active membership



- 4-5.5 Membership for the sponsored member is paid at rates determined by the EC and laid out in these rules
- 4-5.6 Sponsored members are considered to be active members and have the same voting rights as active members

Corporate Membership

- 4-5.7 Corporate membership is available, upon request to the EC, to associations or business enterprises engaged in or interested in the objectives of the Association
- 4-5.8 Corporate members may make contributions to the Association (over and above any specified dues) for general or specific purposes provided such purposes are consistent with the objectives of the Association

Rule 4-6 Nick Thompson Fellowship Award

Please refer to the most recent version of the Nick Thompson Award Policy. See website for EMWA Policies and Procedures.

Rule 4-7 Challenges to Membership

- 4-7.1 Where appropriate, any submission for the cancellation of the membership of a member shall be put before the EC in writing together with the evidence, arguments and allegations cited in support of the submission. It should be noted that Article 27.3.3 provides that a person's membership terminates automatically when all eligible directors indicate to each other that they share a common view that that person should no longer be a member.
- 4-7.2 The member concerned will have a proper opportunity to be informed of the submission, the evidence, arguments and allegations and to answer the case that has been submitted in writing and in person, if appropriate
- 4-7.3 Where necessary, the EC will appoint a hearing committee and seek legal advice on procedural or legal matters relating to the submission for the cancellation of the membership of a member
- 4-7.4 Having sought advice as above, the EC, as the only legally constituted representative body, will make the final decision on any procedural matters and the decision shall be final and binding. The EC is not obliged to give a reason for the final decision reached to any member outside of the EC.



5. Finances

Rule 5-1 Membership Subscriptions

- 5-1.1 The power to levy subscriptions and fees and to receive funds from proper sources is vested in the EC
- 5-1.2 Membership is active if payment of the annual subscription is current and the member has not shown cause for suspension or expulsion
- 5-1.3 Honorary members (i.e., Nick Thomson Fellowship Award holders) pay no annual subscription)
- 5-1.4 Annual subscription will be paid at the rates shown on the EMWA website. Annual subscriptions will be assessed on an annual basis and recommendations for increases in subscriptions will be put to the Annual Meeting of Members
- 5-1.5 The subscription of any member may be reduced by the EC as agreed and for a cause it may deem sufficient (e.g., prolonged illness, disability, financial or other hardship)

Membership: Subscriptions, Payments and Withdrawal of Privileges

- 5-1.6 Membership terminates automatically 30 days after the date of membership renewal if the annual subscription fee has not been paid by this date
- 5-1.7 When a member has been in arrears on all or part of their payments due to the Association (subscriptions, conference fees or other payments) or any of its subsidiary companies or any of their predecessors for a period of 3 months, the Association may suspend or cancel the member's right to participate in association events (including but not limited to meetings, workshops, seminars and conferences) and they will not receive/have access to further issues of the EMWA journal 'Medical Writing'.

Rule 5-2 Revenues and Funds

- 5-2.1 Funds generated by annual subscriptions, corporate sponsorship, from conferences or other potential sources (i.e., advertising, bank interest, purchase of individual Medical Writing articles or any other initiatives) will be used to carry out the objectives of the Association
- 5-2.2 EMWA does not intend to make a surplus from education, training and conference. If a surplus is made, the surplus will be used to promote and provide educational activities
- 5-2.3 The EC has the authority (acting on a simple majority) to establish reserves and to approve the plans and regulations necessary to administer the Association funds
- 5-2.4 The annual budget will be considered by the EC on or before September 30th of the preceding year and circulated to the membership for ratification as soon as possible thereafter
- 5-2.5 Unbudgeted expenditure of funds by officers exceeding €1000 (or its equivalent in any other currency) must be approved by a simple majority of the EC



- 5-2.6 Expenditure under €1000 (or its equivalent in any other currency) requires only the agreement of the President and Treasurer
- 5-2.7 The EC will make reasonable enquiries to ensure quotes are gathered and any agreements entered into on behalf of EMWA are of a reasonable cost for the service provided.
- 5-2.8 All proposals for expenditure will be presented to the EC in the form of a submission

Rule 5-3 Accounts

- 5-3.1 The EC shall cause accounting records to be kept in accordance with relevant UK guidance
- 5-3.2 The accounting records shall be kept at Head Office or at such other place or places as the EC thinks fit
- 5-3.3 The EC shall, from time to time, determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Association or any of them shall be open to inspection of members not being members of the EC
- 5-3.4 No member, not being a member of the EC, shall have any rights of inspecting any account of books or document of the Association except as authorised by the EC
- 5-3.5 The EC shall, on an annual basis, prepare a profit and loss account, balance sheet, group accounts (if any) and financial report for the attention of the members

Rule 5-4 Expense Claims

Please see Volunteer Reimbursement for EMWA conference activities. See website for EMWA Policies and Procedures

Rule 5-5 Audit

- 5-5.1 The Association will appoint external auditors to review the annual accounts and present a report to the Treasurer



6. Approval of the report on activities over the past

Rule 6-1 General Meeting of Members

6-1.1 Subject to the Companies Acts, the General Meeting of Members is empowered to carry out the following:

- Election or removal of the President, and other members of the EC
- The annual accounts
- Approval of the budget
- Approval of changes to the Articles
- Hearing appeals against exclusion
- Approval of agenda items submitted by members
- Discussion and approval of all other business submitted to the General Meeting by the EC
- Approval of dissolution of the Association and the use of any assets

Convening

6-1.2 Items for the agenda of a General Meeting must be submitted in writing to the EC at least 60 days before the scheduled date of the meeting

6-1.3 Minutes must be prepared on the discussions, decisions and elections at General Meetings

6-1.4 The minutes of a General Meeting must be signed by the Chair of the meeting and the minutes secretary

6-1.5 Members must be invited and supplied by the EC with an agenda in writing at least 20 days before the General Meeting

Resolutions

6-1.6 The General Meeting can pass a resolution on the dissolution of the Association if 75% of the votes (present or by proxy) are in favour

Rule 6-2 Annual Meeting

6-2.1 The Association shall hold an AM in every calendar year at such time and place as may be determined by the EC. The AM refers to the General Meeting of Members held at the Spring Conference

6-2.2 20 days' notice in writing at least shall be given of every AM and every other meeting whether convened to pass a special resolution or not

6-2.3 The notice shall specify the place, the day and the hour of the meeting and the general nature of the business to be discussed



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- 6-2.4 Notice shall be given to all persons entitled to receive such notice from the Association
- 6-2.5 The AM is held, ideally, during the Spring Conference on a date determined by the EC. If necessary, rather than a face-to-face meeting, the AM can be held as a virtual meeting
- 6-2.6 The membership receives reports from the EC at the AM, and signs off on the EC activities for that year

Rule 6-3 Conferences

- 6-3.1 The Association holds 2 conferences each year, 1 in April or May (Spring conference) and another in October or November (Autumn conference): the date and place of both events are determined by the EC



7. EC

Rule 7-1 Officers

- 7-1.1 The EC is comprised of the elected and appointed officers as set out in the Articles
- 7-1.2 Only active members, retired members and honorary members may vote or serve in elected or appointed positions
- 7-1.3 Elected and appointed officers take office immediately upon election or appointment
- 7-1.4 Should a member wish to challenge the EC's decision to appoint a chosen Journal Editor or Website Manager, and either stand for Journal Editor or Website Manager, or put forward another member as a potential candidate for the position, this intent should be communicated to EMWA's President or Head Office at least 2 months before the Annual Meeting (AM).
- 7-1.5 By accepting the post of an officer, the individual agrees to attend relevant meetings and to fulfil their responsibilities
- 7-1.6 The EC formulates the policies and programmes of the Association, including the day-to-day operation of the organisation, in accordance with the mission statement and objectives

Officer Elections and Retirement

- 7-1.7 Each nomination should contain the following information:
- A short candidacy statement (up to 400 words)
 - Candidate statements should be provided to Head Office by the date provided in the call for nominations (not less than 30 days prior to the AM)
 - Candidate statements will be made available to the members by the most appropriate means of communication (e.g., the EMWA journal Medical Writing, website, newsletter, email, e-groups, etc.)
- 7-1.8 Where candidates are nominated for election to any office, a vote shall be held by all members entitled to vote
- 7-1.9 When a postal or electronic vote is held, the Honorary Secretary shall ensure that, not less than 20 days before, a voting paper is sent to each member entitled to vote, containing:
- The nomination information
 - The number and nature of the vacancies to be filled
 - The date on or before which a voting paper is to be returned
 - Name and address for the return thereof
- 7-1.10 All candidates must attend the AM
- 7-1.11 If a vote is to be held at the AM, candidates will be invited to make a short presentation (~5 minutes) to the Members before the vote is called and only if a vote is held at the AM, the following 7-1.12 to 7-1.15 will apply.



- 7-1.12 The Chair or the EC will ask the candidates to leave the meeting for the duration of the vote
- 7-1.13 It shall be the duty of the Secretary or Head Office (if appointed for the purpose by the EC), to receive, examine and count the votes in whatever form the votes are cast
- 7-1.14 After examining and counting the votes, the Honorary Secretary or another appointed person shall report the result of the vote to the AM and successful candidates shall be deemed and declared to be elected
- 7-1.15 In the case of a tie in votes, the Chair of the AM or an EC member who is not standing for re-election (usually the Honorary Secretary) shall have the casting vote
- 7-1.16 If voting takes place before the AM, the successful and unsuccessful candidates will be informed before the actual AM
- 7-1.17 Newly elected officers take office immediately after the AM.

Rule 7-2 Disqualification and Removal of Members of the EC

- 7-2.1 The office of a member of the EC shall be vacated in line with the requirements set out in Article 22
- 7-2.2 In addition, the EC may in line with Article 22.1.8 remove any officer or member of the EC before the expiration of their period of office by a unanimous vote of the other members of the EC

Rule 7-3 EC Meetings

- 7-3.1 Meetings of the EC are held on dates and at places determined by the President
- 7-3.2 The agenda, reports and other required materials shall be sent by Head Office to the meeting participants a minimum of 3 days prior to the first day of the meeting in electronic form if suitable
- 7-3.3 The EC will decide how to act on any reports received from other committees or sub-committees
- 7-3.4 Reports submitted to the EC shall remain confidential until the President deems otherwise

Rule 7-4 Records of EC Meetings

- 7-4.1 The President shall settle the agenda for all EC meetings and shall include the following items:
- Apologies
 - Minutes of the previous meeting and matters arising
 - Financial matters
 - Any other business
- 7-4.2 All decisions of the EC shall be recorded in the minutes



- 7-4.3 Draft minutes of EC meetings will be distributed to the meeting participants after review by the Chair but not later than 15 days after the last day of the meeting
- 7-4.4 Members of the EC may, by the next EC meeting, propose amendments to any entry in the minutes that they do not consider constitute a fair and true representation of what took place at the next EC meeting
- 7-4.5 The Chair shall consider any objections but the Chair's decision to publish a final set of minutes with contents therein shall be final
- 7-4.6 EC members have the right to have their disagreement to a point noted in the final minutes.
- 7-4.7 Head Office will prepare a final draft version of the prior meeting minutes to be approved or amended at the next meeting of the EC
- 7-4.8 One original paper copy of the approved minutes will be signed by the President within 14 days after being approved by the EC and kept at Head Office for at least 10 years from the date of the decision recorded

Rule 7-5 Decisions of the EC

- 7-5.1 All decisions of the EC are final and binding unless:
- They are reversed by a subsequent decision of the EC
 - The decision contravenes the current Association Constitution
 - The voting members overturn the decision at an AM or by postal or electronic vote
- 7-5.2 The Honorary Secretary will ensure that all decisions of the EC are included in the Rules or in an open task list for follow-up as appropriate

Rule 7-6 Committees and Working Groups

- 7-6.1 The EC may appoint working groups to investigate and report on specific issues as necessary
- 7-6.2 The EC is responsible for reviewing the activity of all volunteers, members, committees, sub-committees and suppliers to ensure that they comply with the Constitution and Rules
- 7-6.3 Volunteers and members of committees and subcommittees should, as a general rule be EMWA members. If necessary, non-members with appropriate expertise/skillsets may be involved.

Rule 7-7 Financial or Other Interests

- 7-7.1 In a debate on any matter in which an EC member has a personal vested interest, whether financial or otherwise, the member shall advise the Chair of that fact, and of the exact nature of the interest, if practicable in advance of the meeting, or otherwise at the earliest reasonable opportunity in the course of the debate
- 7-7.2 Notification of the reasons of any personal vested interest shall be reported to the EC unless there are compelling grounds why such reasons should remain confidential



- 7-7.3 According to the exact nature of the interest, the Chair or the EC may require the member concerned to leave the meeting for the whole or part of the debate or if remaining in the meeting the Chair may require the member to abstain from voting
- 7-7.4 The minutes shall include the declaration of any financial or other interests and any decision by the Chair

Rule 7-8 Indemnity

- 7-8.1 The association will maintain a professional indemnity insurance policy to cover the EC when acting in any official capacity

Rule 7-9 Miscellaneous

- 7-9.1 Pursuant to Article 21.1.1, the EC may from time to time appoint any Member of the Association as a member of the EC, either to fill a casual vacancy or by way of addition to the EC, provided that the prescribed maximum number as defined in Article 20.1 is not exceeded
- 7-9.2 The quorum for a meeting of the EC is defined in Article 14
- 7-9.3 The quorum will be never less than 5 and must include the President or an officer nominated by the President
- 7-9.4 Any Member so appointed shall retain office only until the next AM but, if serving as an Officer of the Association, shall then be eligible for re-election with the exception of the Website Manager and Journal Editor roles (please see individual job descriptions for further details)
- 7-9.5 In case the members of the EC shall at any time be reduced in number to less than 3, it shall be lawful for them to act as the EC for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
- 7-9.6 All EC members must use EMWA letterhead, registered address, official EMWA title and contact details for any EMWA related correspondence to external parties.



8. EC: Eligibility, Roles and Responsibilities

Please see EC roles and Responsibilities and the individual EC job descriptions on the EMWA website or contact Head Office.

Rule 8-1 General Eligibility Requirements

Please see EC roles and Responsibilities.

Rule 8-2 General EC Responsibilities

Please see EC roles and Responsibilities.

Rule 8-3 Duration of Office

Please see EC roles and Responsibilities.

Rule 8-4 President

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-5 Vice President

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-6 Treasurer

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-7 Honorary Secretary

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-8 Education Officer

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-9 Public Relations Officer

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-10 Conference Director

Please see EC roles and Responsibilities and the individual EC job description.



Rule 8-11 Appointed EC Officers

Please see EC roles and Responsibilities and the individual EC job description.

Rule 8-12 Conflict of Interest

- 8-12.1 When the EC are taking a vote on any business that constitutes, or may give rise to, a conflict of interest between that of the Association and the EC or any of its members, the EC, as a whole or each member who has or may have a conflict shall not be entitled to vote
- 8-12.2 EC members may not enter into a contract on behalf of the Association that benefits them personally
- 8-12.3 EC members cannot vote to release themselves from their liabilities

Rule 8-13 Lobbying

- 8-13.1 Consistent with the Articles and the Mission Statement, the EC may protect the Association's interests by:
- 8-13.2 Applying for, promoting, and obtaining any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Association
- 8-13.3 Opposing any proceedings or applications that may seem calculated directly or indirectly to prejudice the Association's interests
- 8-13.4 Entering into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Association's objectives
- 8-13.5 Obtaining from any such government or authority any charters, decrees, rights, privileges or concessions that the Association may think desirable
- 8-13.6 Carrying out, exercising, and complying with any such charters, decrees, rights, privileges, and concessions



9. Committees: Constitution of, Terms of Reference and Administration

Rule 9-1 Appointment of Committee Members

Unless otherwise stated the rules of the Constitution, Terms of Reference and Administration of committees set out in this section also apply to the EC.

- 9-1.1 Nominations of candidates for membership of committees may be made by any member
- 9-1.2 Nominations for committees will be submitted to the Chair of the committee
- 9-1.3 For all committees other than the EC, the committee is authorised to consider the nomination and if the committee decides in favour of the nomination, the Chair of the committee will present the EC with the assessment from the committee (or present the assessment of the committee to the President, if the Chair is not an EC member), and a request to endorse the decision. The EC, as the only legally constituted representative body, will make the final decision to approve or refuse the request to endorse the decision of the committee
- 9-1.4 No Head Office employee or relative of a Head Office employee shall be appointed to any Committee

Responsibility of Committee Members

- 9-1.5 Committee members will understand that they have been appointed to act in a voluntary capacity and that any work undertaken in their capacity as a committee member shall belong to the Association
- 9-1.6 A committee member will respect and keep confidential any information which they receive as a result of being a member of the Association, at least until that information becomes public
- 9-1.7 The association expects committee members to be at all properly scheduled meetings: if 2 or more consecutive meetings are missed, the EC will review the member's committee membership
- 9-1.8 A committee member is responsible for their own travel insurance. The cost of this insurance will be borne solely by the committee member
- 9-1.9 A committee member's appointment will be withdrawn if they are no longer a member of the association
- 9-1.10 When a committee Chair or Vice Chair is not fulfilling the obligations of the role, any committee member may make a recommendation to the EC
- 9-1.11 All individuals nominated to a committee must be able to communicate using email

Committees and Working Parties

- 9-1.12 A committee may have 1 or more working parties appointed to deal with particular subjects in accordance with these rules



- 9-1.13 The appointing committee shall assign members of the committee to the working party, but may include any other person where it needs specific expertise.
- 9-1.14 The EC may appoint a joint working party from 2 or more committees with the consent of the Chair of those committees
- 9-1.15 The appointing committee shall select the working party for a set project or period and membership of a working party will automatically finish in line with the term of appointment of the appointing committee
- 9-1.16 Working parties shall conduct themselves under standard terms of reference as follows:
- Members of the working party may work by any suitable means of communication, such as email or telephone
 - Face-to-face meetings are not required generally
 - Where face-to-face meetings are necessary, working parties should meet in an appropriate venue (e.g., the Head Office of the Association, conference venue etc.)
 - Where possible meetings should be held during the conference at the conference venue
 - If the choice of venue will result in an additional cost to the Association, the use of a venue must be approved in advance by the Treasurer
 - At the first meeting of the appointing committee after the working party's appointment, the members will present a defined set of objectives for their work
 - The working party will present a record of its work at each subsequent meeting of the appointing committee
- 9-1.17 Committees and working parties shall not be entitled to financial or extra-ordinary assistance from Head Office without prior written approval from the EC

Rule 9-2 Committee Rules of Procedure

Note: In this Rule, where the context so permits, references to committees shall include the EC, other Committees and working parties

- 9-2.1 All committees shall meet at least once a year
- 9-2.2 Working parties shall meet as required and in accordance with their terms of reference
- 9-2.3 Additional committee meetings may take place by telephone conference or electronic means if appropriate
- 9-2.4 Committees shall meet to discuss matters within their terms of reference and shall delegate to such working parties, as may be determined in accordance with the rules, all matters within the terms of reference of those committees
- 9-2.5 The agenda for committee meetings shall, so far as possible, comprise the following items:
- Apologies
 - Minutes of the previous meeting and matters arising



- Work in progress
 - Other issues within the committee's terms of reference
 - Any other business
- 9-2.6 The agenda for committee meetings shall be circulated to all committee members present at the meeting within 5 working days of the meeting
- 9-2.7 Committee members may propose items for the agenda to the Chair, but the Chair's decision as to what items shall be included shall be final
- 9-2.8 Except where a committee is empowered by its terms of reference to make decisions on its own authority, the function of a committee is to advise the EC on matters of consideration
- 9-2.9 In debate, members of the committee may speak in turn and address their remarks to the Chair
- 9-2.10 Other members shall not interrupt and no member shall speak until called upon by the Chair
- 9-2.11 Members will not normally be expected to make more than 1 speech in each debate and whilst there will be no fixed time limit, speeches are to be kept short
- 9-2.12 The Chair shall state the final motion to be put to any vote and in the case of a tie in votes, the Chair of the meeting shall have a second or casting vote
- 9-2.13 At the request of a committee member the minutes shall detail the names of the committee members who voted for or against, or abstained from, the motion
- 9-2.14 At the request of a committee member, and if duly seconded and passed, a vote may be taken by secret ballot
- 9-2.15 In the event that the Chair cannot attend a meeting, it shall be the responsibility of the Chair to appoint an alternate
- 9-2.16 Committee members shall notify Head Office if they are unable to attend a committee meeting
- 9-2.17 Committee members may not appoint alternates to represent them
- 9-2.18 In a debate on any matter in which a member of the committee has a personal vested interest, whether financial or otherwise, the member shall advise the Chair of that fact, and of the exact nature of the interest, if practicable in advance of the committee meeting, or otherwise at the earliest reasonable opportunity in the course of the debate
- 9-2.19 Notification of the reasons of any personal vested interest shall be reported to the committee unless there are compelling grounds why such reasons will remain confidential
- 9-2.20 According to the exact nature of the interest, the Chair or the committee may require the member concerned to leave the meeting for the whole or part of the debate and where the member remains in the meeting the Chair may require the member to abstain from voting
- 9-2.21 The minutes secretary will record any declaration and any decision by the Chair in the minutes



Rule 9-3 Committee Meetings – Minutes

- 9-3.1 Minutes of each meeting shall be prepared by Head Office, whose draft shall be approved by the Chair of the meeting
- 9-3.2 After such approval, the draft will be circulated to all committee members
- 9-3.3 Committee members may propose amendments to any entry in the minutes which they do not consider constitutes a fair and true representation of what took place at the meeting
- 9-3.4 The Chair of the meeting shall consider their proposals but their decision as to the contents of the minutes to be published shall be final at that stage and shall be circulated
- 9-3.5 However, committee members have the right to have their disagreement to a point noted in the final minutes.
- 9-3.6 Committee members still wishing to propose amendments shall send them to Head Office
- 9-3.7 The proposed amendments shall be put on the agenda of the next committee meeting for consideration

Rule 9-4 Finance Committee: Terms of Reference

- 9-4.1 The Finance Committee shall consist of at least 4 members who shall include:
- The Treasurer (Chair of the Finance Committee)
 - The Honorary Secretary
 - 2 other members
- 9-4.2 The committee shall meet as required
- 9-4.3 The committee has the authority to take all steps it deems appropriate:
- Investigate any activity of the association and its subsidiaries within its responsibilities;
 - Seek and obtain any information that it requires from Head Office, any employee of the association or its subsidiaries;
 - Obtain outside legal or other independent professional advice as it requires and invite such advisors to attend meetings as the committee considers advisable
- 9-4.4 The responsibilities of the committee shall be:
- To consider the appointment of the external auditor and assess independence of the external auditor
 - To discuss with the external auditor, the nature and scope of the audit and to review the auditors' management letter and management response; to ensure that the provision of non-audit services does not impair the external auditors' independence or objectivity
 - To review the internal controls within the Association



- To consider Head Office response to any major external or internal control recommendations
 - To review Head Office and auditor's reports on the effectiveness of systems for financial control, financial reporting and risk management
- 9-4.5 To review, and challenge where necessary, the actions and judgements of Head Office, in relation to the interim and annual financial statements before submission to the EC, paying particular attention to:
- Critical accounting policies and practices, and any changes in them
 - Decisions requiring a major element of judgement
 - The extent to which the financial statements are affected by any unusual transactions in the year and how they are disclosed
 - The clarity of disclosures
 - Significant adjustments resulting from the audit
 - The going concern assumption
 - Compliance with accounting standards
 - Compliance with legal requirements
 - Reviewing the company's statement on internal control systems prior to endorsement by the board and to review the policies and process for identifying and assessing business risks and the management of those risks by the company
- 9-4.6 To consider other topics, as defined by the EC
- 9-4.7 The Finance Committee shall report their findings to the EC
- 9-4.8 The Finance Committee's duties and activities during the year shall be disclosed in the annual financial statements

Rule 9-5 Conference Steering Committee: Terms of Reference

- 9-5.1 The Conference Steering Committee has been established as a committee by the EC
- 9-5.2 In appointing committee members, the EC shall consider proper representation of the following experience:
- Different areas of writing (e.g., regulatory, medical communication and translation)
 - Different writing environments (e.g., consulting agency, pharmaceutical industry and freelance)
 - Attendance at conferences
 - Working within the theme of the conference
- 9-5.3 The Chair is the Conference Director, who can appoint a Vice Chair and a number of members who shall be appointed by the EC from time to time
- 9-5.4 The Conference Steering Committee members support the work of the Conference Director by:



- Assisting the Conference Director with building the non-EPDP part of the spring conferences (based on the conference theme)
- Attending regular (e.g., monthly) subcommittee teleconferences to brainstorm ideas for plenary lectures, symposium, seminars, etc.
- Assisting with designated tasks such as contacting potential speakers
- Assisting the Conference Director with the review of abstracts received for brief oral presentations, posters and discussions regarding which ones will be selected for presentation at the conference
- Assisting the Conference Director with proofreading conference-related documents

Rule 9-6 EPDC: Terms of Reference

The EPDC is delegated by the EMWA EC to manage the EPDP, which includes the training workshops and webinars.

The EPDC is responsible for managing the strategy, content, quality assurance and organisation of the EPDP, under the overall leadership of the Education Officer.

9-6.1 The EPDC will comprise up to 9 members, including the Education Officer.

9-6.2 Vacancies for EPDC members will usually be advertised on the EMWA website and members will also be informed by email in March. Vacancies may be advertised at other times if necessary.

9-6.3 To be eligible for nomination as an EPDC member, the individual must:

- Be a voting member of EMWA
- Have attended at least 1 Annual Spring Conference in the previous 3 years
- Be an EPDP workshop leader listed in the current EPDP Brochure and have run at least 3 workshops, or have experience and expertise relevant to the webinar programme.

9-6.4 Each nomination should contain the following information:

- The candidate's name and address, the office for which they have been nominated, and where a candidate has previously held or is holding office, details of those offices.
- A short candidacy statement (up to 400 words).
- A statement confirming eligibility according to each of the points in paragraph 3.

9-6.5 Candidate statements should be provided to Head Office by the date provided in the call for nominations.

9-6.6 The Education Officer will manage the selection of new members of the EPDC and propose successful applicants to the EC for appointment. This decision will be final.

9-6.7 Membership of the committee will be 2 years. There is no requirement for a member to stand down at the end of their term of office.



- 9-6.8 All appointments and renewals of membership are at the discretion of the EC. The full EPDC team will be confirmed and minuted at the EC meeting each May.
- 9-6.9 The Chair of the EPDC is the EMWA Education Officer. Previous experience of at least 2 years on the EPDC is required for a person to be eligible for the Chair position.
- 9-6.10 There is no requirement for the Chair to leave the EPDC after their term of office if they wish to remain and there is no limit to the number of times a person can apply to be Chair of the EPDC (Education Officer).
- 9-6.11 The Members of the EPDC support the work of the Education Officer.
- 9-6.12 Members of the EPDC are expected to:
- Work collaboratively with the Education Officer and other members of the EPDC to manage the strategy, content, quality assurance and organisation of the EPDP.
 - Attend all conferences during their period of tenure on the EPDC, generally as EPDP workshop leaders.
 - Attend the half-day EPDC meetings held during the Spring and Autumn conferences. These will generally be face to face (unless under exceptional circumstances and at the discretion of the Education Officer). If an EPDC member is unable to attend in person, they are expected to join by teleconference.
 - Take responsibility for EPDC activities that include mentoring leaders for new workshops and webinars, quality assurance of workshops and webinars, and overseeing the management of the webinar programme. In addition, they will work with the rest of the EPDC to carry out other tasks to support and develop the EPDP.
- 9-6.13 The Education Officer will assign specific tasks to members of the EPDC and will be in regular communication with them between conferences. Tasks may include (but are not limited to):
- Conference workshop programme planning
 - EPDC documentation (for example, EPDP brochure, Workshop leaders handbook, EPDC documents on the EMWA website)
 - New workshop coordination
 - Quality assurance coordination
 - Workshop leader training
 - Webinar subcommittee management
 - EPDC governance (including recording meetings, maintaining EPDC records on the shared drive)
- 9-6.14 The EPDC may, in line with Article 22.1.8 of the Association, remove any member of the committee before the expiration of their period of office by a unanimous vote of the other members of the committee.
- 9-6.15 Reimbursement of expenses for EPDC members is covered by the 'Volunteer Reimbursement for EMWA conference and business activities' policy available on the EMWA website.



Rule 9-7 Editorial Board: Terms of Reference

- 9-7.1 The Editorial Board has been established as a committee by the EC
- 9-7.2 The Editorial Board members support the work of the Journal Editor
- 9-7.3 The Journal Editor will manage the selection of new members of the Editorial Board
- 9-7.4 To be eligible for nomination as an Editorial Board member, the individual must be a voting member of EMWA
- 9-7.5 The Journal Editor will assign tasks to members of the Editorial Board and will be in regular communication with them between conferences
- 9-7.6 Editorial Board positions may include the following:
- Associate Editor. Associate Editors are responsible for reviewing and copy editing at least 1 feature article per issue and should transmit all files (text, figures, copyright form, etc.) to the publisher
 - Section Editor. Section Editors are responsible for managing all aspects of regular sections and should be able to function independently of the Journal Editor
 - Copy editor. Copy editors assist in review and copy editing of articles on an ad-hoc basis according to the Journal Editor's needs
 - Co-editor. Co-editors have the responsibilities of an Associate Editor and, in addition, are expected to take on higher level responsibilities according to the needs of the Journal Editor
- 9-7.7 In appointing Editorial Board members, the Journal Editor shall consider the following:
- Quality of writing, editing and communication skills
 - Ability to work independently
 - Availability to review and edit at least 1 article per issue
 - Previous experience writing for the journal
 - Different areas of writing (e.g., regulatory, medical communication and scientific writing)
 - Different writing environments (e.g., consulting agency, pharmaceutical industry and freelance)
- 9-7.8 Ability to participate in Editorial Board meetings

Rule 9-8 Website Committee: Terms of Reference

- 9-8.1 The Website Committee has been established by the EC and will liaise with Head Office or otherwise appointed partner to ensure EMWA's website is maintained and regularly updated in order to serve EMWA members as well as attract sponsors/advertisers.
- 9-8.2 In appointing committee members, the EC shall consider proper representation of the following experience:
- Different areas of writing (e.g., regulatory, medical communication and translation)



- Different writing environments (e.g., consulting agency, pharmaceutical industry and freelance)
 - Attendance at conferences
 - Appropriate experience and knowledge, in particular IT skills
- 9-8.3 The Website committee shall consist of the Website Manager (Chair), and a number of members who shall be appointed by the EC from time to time; The Website Manager will represent the committee at the EC meetings.
- 9-8.4 The Website Committee members support the work of the Website Manager

Rule 9-9 Hearing Committee: Terms of Reference

- 9-9.1 When the EC receives a written report (i.e., a grievance) from a petitioner alleging that a member or representative of the association may have committed a gross breach of good manners or ethics, or may have brought the Association into disrepute, it may conduct an investigation and when appropriate, in its discretion, call a hearing.
- 9-9.2 The EC will appoint a Hearing Committee, and its Chair, based upon the following standards:
- The Hearing Committee shall consist of a minimum of 5 EMWA members and no more than 7
 - No Hearing Committee member shall have a conflict of interest with the petitioner or respondent
 - The Association will accord the following rights to the person (respondent) against whom the petitioner has filed the grievance:
 - The right to have at least 30 days' notice of the time and place of hearing and a complete copy of all grievance documents including all evidentiary documents
 - Notice of the hearing will be in written form with delivery verified;
 - The right to be present, with or without a representative who may be a lawyer, throughout the hearing of all the evidence and if necessary and on notice given in writing an interpreter
 - The right to call witnesses and to present any relevant evidence on their behalf, and the right to cross-examine any witnesses brought against them
- 9-9.3 If the respondent does not answer the notice of hearing or fails to attend the hearing, the Hearing Committee shall collect all available evidence and, when the allegations of the grievance seem justified, report to the EC with the Hearing Committee's recommendations
- 9-9.4 The Hearing Committee may take any disciplinary action that, within its jurisdiction, it considers appropriate against the respondent
- 9-9.5 The actions that the Hearing Committee may take are an admonishment, reprimand, or suspension of the respondent's membership or official position within the Association
- 9-9.6 Suspension may be permanent or for a specified period



- 9-9.7 After the decision, the Hearing Committee shall promptly notify the EC, the respondent, and the petitioner in writing of their decision
- 9-9.8 Within 30 days of receipt of the written decision of the Hearing Committee, the respondent may appeal the decision to the EC by filing a notice of appeal at Head Office
- 9-9.9 The respondent has an additional 30 days from the filing of the appeal to perfect their appeal
- 9-9.10 The process of the appeal shall be those established by the Association's legal advisers allowing for any necessary changes due to the nature of the appeal
- 9-9.11 The association's legal advisers will provide a copy of the process for hearing the appeal to the respondent
- 9-9.12 The Hearing Committee may reopen the hearing if it decides there has been a significant error or when significant new evidence becomes available within a reasonable time
- 9-9.13 In the case of a reprimand or a suspension, the EC shall, after all appeals or remedies have been exhausted, promptly notify Head Office and, if appropriate, all members