

CONSTITUTION /BYELAWS OF MMM MAKE MOTHERS MATTER

Voted on July 3rd 2009, amended on December 2nd 2010, October 4th 2011, June 1st 2012, June 26th 2013, 7th April 2014

Introduction

MMM – Mouvement Mondial des Mères was constituted to fulfil the unanimous decision taken by the participants from 29 countries attending the International Mothers' Congress held in Paris, France from 26 April to 2 May 1947.

MMM bases its ethos and activities on the Mothers' Charter annexed to the present Constitution.

I – OBJECTS AND COMPOSITION

Article 1 - Name, Logo and Network known as MMM Network

The name of the Association which was Mouvement Mondial des Mères International in French will now use the English name of Make Mothers Matter. Its logo is MMM

Make Mothers Matter, an association governed by the law of July 1st 1901 and the decree of August 16 1901 (relating to non-profit organisations), in force in France where the Association is registered, in order to put in place a real worldwide network, federates:

- 1.1 MMM delegations; their object is to raise awareness and obtain recognition for the role of mothers in society with international and supranational institutions.
- 1.2- MMM associations created at country or state level, in accordance with opportunities and needs, as defined in Article 7 of the present Constitution (Byelaws);
- 1.3 - Associations of all cultures and all countries working for the interests of mothers, children and families which wish to be members of MMM because their objects conform explicitly, manifestly and openly to all or part of those of MMM
- 1.4 Individual members according to the conditions set out in Article 6 of the present Constitution (Byelaws).

Article 2 - Headquarters

1. The Headquarters of the Association is situated in France, at 5 rue de l'Université, 75007 Paris.
2. It may be transferred to any other place in France on the decision of the Board of Governors, subject to confirmation by the Annual General Meeting of Members.

Article 3 - Objects

MMM – Make Mothers Matter is an apolitical and non-denominational Association whose objects are to:

- support the action of mothers for peace and human security

- help mothers as the first educators of their children to fulfil all their responsibilities: family, professional, social and civic
- raise awareness of, to enhance the perceived image of and to obtain recognition for a mother's mission with the general public and policy-makers, in laws and in international Conventions – a mother's role in the family, in teaching her children, and the social and economic value of the work of a mother
- fight against the different forms of violence, exclusion, discrimination and exploitation affecting mothers.

Article 4 - Commitments

In order to fulfil its Objects, MMM – Make Mothers Matter determines the following commitments:

- To put in place, under the official logo MMM, activities for the benefit of mothers, to diffuse and develop them and control the quality of these activities. One such priority activity is the Mothers Matter Workshops which aims to help mothers recognise the importance of their influence in shaping the values and attitudes of their children and in their communities, to facilitate an exchange of know-how and to support networks of mothers.
- to group together associations as set out in Art. 1 above from all cultures and countries, to keep them informed and facilitate between them communication to encourage the exchange of experience and know-how
- to encourage the creation of MMMs at), country (or state) level and to stimulate and support the network thus created
- and to actively represent the cause of mothers to the international authorities

Article 5 - Means of achieving the Objects

The means of achieving the Objects are notably: the use of all communication tools, such as the MMM website, seminars and conferences, presentations and publications, enabling the diffusion of MMM ethos and activities to its Members, the general public and national and international authorities.

Article 6 - Composition

The Association is made up of:

6.1. Honorary Members:

Honorary Members are people who have worked for the good of MMM. Honorary members have the right to vote at the AGM and are exempted from paying membership dues.

6.2. Supporting members

They give financial support to MMM by regularly paying a more substantial subscription than the active members

6.3 Affiliate members

Affiliate Members are:

- MMM delegations
- MMMs at country (or state) level as set out in Article 1 of the present Constitution and detailed in Article 7 below
- Individuals whose admission will be considered according to two alternative and exclusive criteria:
 - Their contribution to the functioning of MMM, (notably individual representatives designated by the Executive Office to represent MMM with international instances)
 - The legal impossibility of their being admitted as members of MMM associations at country level

6.4 Associate members

Member associations as set out in Article 1.3 of the present Constitution

Article 7 - Definitions and Procedures for the Creation and Approval of MMM delegations and MMM Associations at state or country level

7.1 MMM delegations

7.1.1 Definition

Delegations represent MMM with international instances

7.1.2 The creation of an MMM delegation is submitted to the Board of Governors by the Executive office and their decision is in turn ratified by the next General Assembly of the Members.

7.1.3 Delegations sign the "Commitment Charter" which specifies the mutual commitments of MMM and its delegations. Delegations pay an annual subscription to MMM like the other active members.

7.1.4 The relationship between MMM and delegations which have a legal status : as detailed in the relationship between MMM and MMMs at country or state level in article 7.2.6 below

7.1.5 The relationship between MMM and " the MMM European Delegation " a non profit Belgian association (ASBL) is regulated by a convention signed by both parties.

7.2 MMM associations at country or state level

7.2.1 Definition

MMM associations at country (or state) level are apolitical and non-denominational structures, exclusively not-for-profit/charitable and constituted with the same Objects as MMM as defined in the present Constitution.

7.2.2 Denomination

- MMM national associations created at country (or state) level, use MMM logo followed by the name of the, country (or state) concerned.

7.2.3 Membership approval procedure

Each MMM association at state or country level must send to MMM for approval a completed 'Application for Membership' which must include a draft of its constitution. An MMM association at state or country level may commence its official activity only when it has received official MMM confirmation of its acceptance as a member of MMM as set out in Article 8.2, that is the application is examined by the Executive Office and if found valid, it is submitted for the approval of the Board of Governors. Their decision is, in turn ratified by the next General Assembly of the Members.

Upon receipt of this approval of Membership, MMM association at, country (or state) level must proceed with due diligence and speed to submit and register with the relevant authorities its constitution according to the laws and rules in force in the territory where it wishes to operate.

An MMM associations at state or country level must sign the commitment Charter which defines the mutual commitments of MMM and an MMM at state or country level; whenever there is a renewal of the board in a MMM at country level, the Commitment Charter must be ratified by the new board.

7.2.4 Composition

MMMs – at country (or state) level – are composed of the following members:

- Individual members who pay their subscription directly to MMM at country (or state) level with the exception of those defined in Article 6 1ii

7.2.5 Mission

The MMMs – at country (or state) level – have as their aim to develop, in their geographical zone and according to local customs and circumstances, similar commitments and means of action to those of MMM defined in Articles 4 et 5 of the present Constitution (Byelaws).

7.2.6 Relationship between MMM and MMMs at country (or state) level

Annually each MMM at country (or state) level – must pay MMM its active membership dues

The constitution of these MMM associations at country (or state) level must contain the following provision: a representative of MMM shall be designated by the Board of Governors of MMM to sit on the governing body of MMM association at country (or state) level. This designee shall have the same term of office, rights and obligations as the other elected members of the governing body.

The role of MMM representative of the international sitting on the governing body of MMM association at, country (or state) level is to:

- facilitate good two-way communication and exchange of information between MMM and MMM association
- ensure transmitting to MMM reports of the AGMs and EGMs, and the annual activities report of MMM association

Article 8 - Conditions of Make Mothers Matter Membership

8.1. Conditions of Membership

Membership shall be open to individuals and associations who both accept the aims and principles of MMM as stated in the present Constitution and confirm this in writing and supply written confirmation that they respect and conform to its way of functioning, its rules and regulations. They are requested to sign the present Constitution, the Charter of the Mother and the Commitment Charter.

8.2. Membership Procedure

In order to become a member of the Association and exercise voting rights, it shall be necessary:

- *For Honorary Members:*
 - To be proposed by the Executive Office, nominated by the Board of Governors and appointed Honorary Member by the General Assembly of members
- *For Active Members - associations and individual members*
 - To submit a formal application for membership to the Executive Office at the Association's headquarters. The Executive Office shall decide whether the application for membership should or should not be accepted. The Board of Governors shall confirm this decision and ultimately, the next General Assembly of Members
 - To pay the annual subscription when membership is confirmed

MMMs at country (or state) level follow the membership approval procedure as set out in Article 7 of the present Constitution. Except with the Executive Office's exceptional approval, the Board of Governors shall not consider new memberships in the period of one month preceding the Ordinary Annual General Meeting or the Extraordinary General Meeting.

Article 9 - Subscriptions

All members agree to pay an annual subscription to MMM - Honorary members exempted

The rate of subscriptions and all changes to the general rate of subscriptions are ratified by the AGM or EGM of the members. MMM regulations specify the rate of subscriptions according to the different types of members.

The payment of subscriptions may be waived by MMM Board of Governors on a discretionary and confidential basis

Article 10 - Termination of Membership

Membership will be terminated with immediate effect when:

- ❑ A member resigns
- ❑ A member is struck off the membership register

A member may be struck off the Membership Register by the Board of Governors when membership dues have not been paid for a period of three years without any valid reason or for any other serious offence; the person concerned having been invited to appear before the Executive Office to explain his or her behaviour. If this person does not respond, a letter requiring proof of receipt will be sent confirming the decision of the Board to proceed to termination of membership.

In all cases, including dissolution or suspension of activities of a member association, MMM shall retain membership dues previously paid.

Article 11 - Financial Resources.

The financial resources of the Association shall be:

- ❑ Donations
- ❑ The sum total of members' subscriptions
- ❑ Grants or subsidies accorded by the State, local authorities and any of their agencies, and any other national or international organisation
- ❑ Any gifts authorized during the current year
- ❑ Revenue from all activities and any other legitimate receipts, and in general terms any resources not forbidden in the laws and regulations currently in force.

The approval of the Board of Governors shall be necessary for the acceptance of gifts and contributions above a limit fixed by the Rules and Regulations of the Association

Article 12 - The Use of Reference to MMM by its Members and the Limits thereof

12.1. An MMM delegation or MMM association at country (or state) level may avail itself of its membership of MMM only in the exclusive context of its charitable/ voluntary activities in the service of MMM and respecting the present Constitution

12.2. A member of an MMM member association may express an opinion or position in the name of MMM only when expressly commissioned to do so by MMM Executive Office.

12.3. No member of MMM may use any reference to MMM to put forward opinions contrary to the values and positions held by MMM.

12.4 It is expressly forbidden for any member of MMM to use for personal or professional ends any materials of any kind derived from or developed for MMM, of a MMM delegation or MMM association at, country (or state) level, such as:

- informational or awareness-raising work
- publications and other visual materials

12.5 The Executive Office of MMM is guarantor of the MMM image and the respect of its Constitution. MMM, represented by its legal representative in pursuance of and conforming to the present Constitution, may use any legal means to end any manifestly illicit or disruptive activities which non-compliance to any provisions of the present Constitution may cause MMM.

Furthermore, MMM is empowered to oppose any initiative from any source whatsoever, which could prove prejudicial to MMM, including not only the letter and spirit of the present Constitution, but also any implicit meaning therein.

II – ADMINISTRATION AND FUNCTIONING

Article 13 - The Board of Governors

13.1 Composition

The Association is governed by a Board of Governors consisting of at least 14 (fourteen) and not more than 20 (twenty) members.

Requests to stand for office are examined by the Board of Governors which alone is authorised to present candidates for election to the General Assembly of Members.

In order to be considered at the next election, candidates must express in writing to MMM Executive Office their intention to stand for election at least two weeks before the date fixed for the AGM where voting will take place, and they must fulfil the conditions set out in Articles 8 and 9 above.

13.2 Governors are elected by the Annual General Meeting of Members by secret ballot from nominations validly put forward and approved as set out above. The Governors are chosen from the categories of members present at the relevant AGM. The term of office is 4 (four) years.

In the case of a vacancy, the Board may provisionally co-opt a temporary Governor, subject to the approval of the next AGM. The powers of Governors chosen in this way must finish when the term of office of the Board member replaced would normally end.

Half of the members of the Board of Governors are renewed every two years.

Board members may stand for re-election when their term of office is at an end.

13.3 Meetings of the Board of Governors shall be held at least twice a year, convened by the President; or a meeting may be called at the request of a quarter of the members of the Board.

Given the geographic spread of the Board members, meetings may be held using all modern communication technologies.

The Board shall exercise the widest powers as long as they do not fall within the legal and regulation prerogative of the AGM.

The purpose of the Board is to define the main direction of the activities and policies of the Association, the execution of which shall be entrusted to the Executive Office.

The Board revises the amount of the annual subscription to be paid by the members of the Association when this is deemed necessary and submits this to the vote of the General Assembly of the members. The revised sum comes into force at the beginning of the financial year following the AGM's ratification.

The Board shall authorise the President to represent the Association in a Court of Law, except when it is a matter of emergency legal proceedings, when the approval of the Executive Office shall be sufficient. In this case, the President shall report to the Board at the earliest possible occasion on the actions undertaken and submit them for the approval of the Board.

13.4 A Quorum of the Board of Governors is valid if the number of members present or represented is half the total number of Board members.

Each member of the Board shall have 1 (one) vote. An absent Board member may ask another Governor to represent them by submitting in writing their proxy vote. A Governor who has not paid the current year's subscription may not vote either in person, or by proxy.

Each member of the Board attending the meeting can hold no more than 2 (two) proxy votes.

A Governor representing an association can, in exceptional circumstances, authorise a fully-paid-up member of that association to represent them at a Board Meeting.

Decisions are made on a simple majority of votes legitimately expressed. In the case of a tied vote, the President shall have the casting vote.

Any member of the Board of Governors, who, without excuse, has not attended three consecutive meetings, may receive formal notice from the President to resign.

13.5 - The Executive Office

The Board of Governors chooses by secret ballot from its members an Executive Office made up of the following: a President, one or two vice presidents, a general secretary and an assistant general secretary and a treasurer. They are elected as individuals.

MMM delegation presidents are members by right of the Executive Office

The Executive Office is elected after half of the Board is renewed, every two years. At the end of his or her term of office, the President may stand for re-election within a limit of 8 (eight) consecutive years as president. After an interruption of four years, he or she can stand for election and hold another two offices as president, during 4 (four) consecutive years.

13.6 Powers of the President

The President represents the Association in civil procedures.

The President exercises official authorisation for the Association. The President may delegate this prerogative to another member of the Executive Office.

The President exercises the authority to initiate legal proceedings in response to any action which calls into question the interests of the Association, in accordance with Article 14 of the present Constitution. In the case of an emergency or hindrance, the President may delegate authority to the General Secretary or Treasurer.

The President convenes the AGM, the Extraordinary General Meeting and the meetings of the Board.

The President must seek the authorisation of the Board for any purchase or sale over an amount fixed by the Rules.

In the case of a vacancy due to ill-health or resignation, the Board must convene at the earliest opportunity and choose a temporary president, invested with all the powers conferred to the president by the byelaws of Make Mothers Matter amongst the Board members, with the authorisation of the governors and by secret ballot if requested. He or she holds the office till the next AGM is due.

13.7 The Treasurer is entrusted with managing all the financial affairs of the Association.

The General Secretary and the Treasurer, under the authority of the President, shall be in regular contact with all the other Officers in order to settle in the required time-scale the current affairs of the Association.

The General Secretary and the Treasurer coordinate, study and resume, for the information of the President, all questions concerning the Association, and supply in due time all the relevant information.

Article 14 - The Annual General Meeting

14.1 The Annual General Meeting shall be composed of the Honorary Members, the supporting members, the active Members and the affiliate members of the association who have properly discharged their membership dues for the current year.

In order to vote according to his or her rights, a properly approved Active Member or Affiliate Member who has not paid the subscription for the current year, shall be able to settle the dues for the current year at the AGM, at the latest before voting commences, and thus qualify to vote.

Each member whatever their capacity has 1 (one) vote and must actually be present or be represented by a fully paid-up Member of their choice, who shall have written authority to act as their proxy.

The right to vote of the members is the following

Active members

MMM delegations and MMMs at country level have 5 votes

MMM affiliate associations have 3 votes

The individual members, (honorary members, supporting members, active individual members and individual representatives have one vote.

Each Member may be in the possession of no more than 3 proxy votes besides their own, except for members of the Executive Office who may be in the possession of no more than 5 proxy votes besides their own.

14.2 The AGM of Members is convened once a year. At least one month before the chosen date, the President notifies the Members of the Association by all means possible to ensure that notification of the meeting reaches the recipient, including use of their last-known address. The Notification states the date, time and place of the Meeting; the Agenda ratified by the President and, when required, announces the number of places on the Board of Governors subject to election and the call for nominations. Only matters set out in the official Agenda shall be discussed at the AGM

14.3 The President chairs the AGM or in the case of an impediment by the person chosen by the General Assembly of Members.

14.4 An attendance list is drawn up as members arrive at the meeting which they must initial and which is certified correct by the President and secretary to the Annual Meeting.

14.5 Minutes of the Annual Meeting are established and contain a summary of the discussions, the agreed text of deliberations and the result of the votes. Blank or null and void ballot sheets will not be considered as valid votes. The Minutes are signed by the President and the secretary of the meeting. They are re-transcribed in full without blanks or erasures in chronological order on the register of the deliberations of the association.

Article 15 - Ordinary General Assemblies of Members

15.1 An Ordinary General Assembly meets at least once annually in the 6 months preceding the close of the current year of activity.

It may be convened in special cases by the President or at the request of the Board of Governors or by at least one quarter of the Members of the association. In this case, if the purpose of the meeting thus called is one of those set out in Article 16, this article applies in the matter of quorums.

15.2 The Ordinary General Assembly hears the reports of Board meetings.

The President makes the Annual Report and request full approval of the Members for his or her administration.

The General Secretary presents the annual report of activities.

The Treasurer gives a full report of his or her management of the financial affairs of the association and submits a financial statement for the approval of the Members.

15.3 The Ordinary General Assembly deliberates validly with no quorum requirement for Members present or represented. Decisions at the AGM shall be made on a simple majority of votes legitimately expressed. The method of voting, raised hand or secret ballot, shall be determined by the Rules.

15.4 The Ordinary General Assembly approves provisional nominations as set out in Article 13.2. Otherwise, every two years, it proceeds in due form to elections for half of the members of the Board of Governors. These elections are by secret ballot.

Article 16 - Extraordinary General Meetings

16.1 The Extraordinary General Meeting alone is empowered to modify the Constitution (Byelaws), to examine any serious situation which puts at risk the fundamental interests of the association, to pronounce the dissolution of the association and the allocation of its assets and to decide its amalgamation with other associations.

16.2 Quorum for an Extraordinary General Meeting

The Extraordinary General Meeting deliberates validly only when one half of the members as defined in Article 14.1 are present or represented. If this quorum is not achieved, the Extraordinary General Meeting must be re-convened with the same Agenda giving at least 15 (fifteen) clear days' notice of the reconvened meeting. If no quorum is present at the reconvened meeting the members present or represented at that time shall constitute the quorum for that meeting.

16.3 Quorum for votes

Decisions of the Extraordinary General Meeting are taken only with a majority of two-thirds of votes legitimately expressed.

Article 17 - Official Period of Activity

The Official Period of Activity of the Association follows the official civil year in force in France (January 1st-December 31st).

Article 18 - Dissolution

Upon the dissolution of the Association for whichever reason, one or several Receivers are appointed by the aforementioned EGM.

Upon dissolution any assets are to be allotted according to the decision of the EGM convened to dissolve the Association.

Article 19 - Rules

The Rules define the way in which the clauses of the Constitution are applied specifically on all the points which the Board of Governors deems require precise clarification referring in the main to the administration and functioning of the Association.

The Rules are proposed by the Executive Office and approved by the Board of Governors.

Each AGM shall be informed of the current Rules in force.

Article 20 - Supervision

The President must report within three months to the Prefecture of Police all changes in the Constitution (Byelaws), the governing body and executive body of the association so that they may be opposable by third parties.

The annual reports and accounts of the association in their entirety must be made available upon request

Jill Donnelly
MMM temporary President



Marie-Liesse Mandula
MMM Secretary General

