



# EMDR Europe Association “Constitution”

**Ratifying Committee:** EMDR Europe Board

**Ratified – Date:** November 3<sup>rd</sup>, 2019

**Review – Date:**



# **EMDR EUROPE ASSOCIATION CONSTITUTION**

## **Articles of Association**

### **ARTICLE 1 – NAME AND DOMICILE OF THE ASSOCIATION**

1.1 The name of the Association shall be "EMDR EUROPE ASSOCIATION"; it shall be constituted as an association pursuant to article 60 et seq. of the Swiss Civil Code with domicile at the official address of the EMDR Switzerland Association, Switzerland.

1.2 The Association may be registered in the Commercial Register of the Canton of the official address of the EMDR Switzerland Association.

1.3 EMDR Europe is the official professional association of national EMDR Associations which establishes, maintains and promotes the highest standards of excellence and integrity in EMDR practice, research and education throughout Europe.

1.4 EMDR Europe shall operate in accordance with the Articles of Association, the Code of Ethics, and the statutory guidelines and procedures.

1.5 As a voluntary civil non-profit organization, EMDR Europe is religiously and politically unbound.

### **ARTICLE 2 – OBJECTS OF THE ASSOCIATION**

2.1. The objects of the Association are:

2.1.1 To promote EMDR (Eye Movement Desensitization and Reprocessing) therapy as a treatment of choice for a wide range of psychological conditions.

2.1.2 To provide an international forum within Europe for the communication, the discussion and decisions relevant to the research, the teaching, the practice and the development of EMDR therapy, and the adherence to the guidelines concerning these domains.

2.2 In furtherance of these objects the Association shall:

2.2.1 Encourage and support the establishment and development of national EMDR Associations in all European countries.

2.2.2 Establish and maintain relationships with EMDR Associations and other relevant bodies both within and outside Europe.

2.2.3 Set standards and provide guidelines for the development of training in the practice of EMDR therapy throughout Europe.

2.2.4 Promote research on EMDR.

2.2.5. Organize the conferences of the Association.

2.2.6. Promote and participate in the organization of other conferences and workshops as a way to support the aims of the Association.

2.2.7. Take any other action, consistent with Article 2.1, which is deemed appropriate and agreed by the EMDR Europe Board of the Association.

### **ARTICLE 3 – MEMBERSHIP**

3.1 The Association has the following kinds of memberships ("Members"): full membership and observer membership.

3.1.1 Full membership of the Association shall be open to EMDR national associations within Europe ("Full Member Associations"), and, at the discretion of the EMDR Europe Board, countries outside Europe, who subscribe to the objects of the Association as set out in Article 2 of the Articles of Association.

3.1.2 Observer membership of the Association shall be open to persons or national associations ("Observer Members") who subscribe to the objects of the EMDR Europe Association, as set out in Article 2 of the Articles of Association, and reside in countries where either there is no EMDR national association or the national association is not currently a full member of the EMDR Europe Association. Observer members have no voting rights.

3.2 The Executive Committee may recommend, for election by the EMDR Europe Board, as Honorary Fellows persons who have made significant contributions to the advancement of Eye Movement Desensitisation and Reprocessing. There shall be no membership fee for Honorary Fellows and they will have no voting rights.

### 3.3 Acquisition and loss of membership:

3.3.1 The admission as a Member requires a written application for membership. The applicants must demonstrate that they are democratically elected and meet the required criteria as regulated by the procedures related to membership. By becoming members they declare that they adhere to the Articles of Association, the Code of Ethics and all procedures of the EMDR Europe Association.

3.3.2 New Members shall be accepted by majority vote of the EMDR Europe Board. Its decision is final.

3.3.3 Full Member Associations are free to leave the Association at the end of each calendar year, with notice to be given 6 months in advance. The notice has to be made in writing. The membership fee remains due for the whole year.

3.3.4 The Executive Committee or a minimum of one fifth of the Full Member Associations shall have the right to recommend to the EMDR Europe Board the suspension (for a defined period of time) or exclusion of a Member. The suspension or exclusion shall be valid if two thirds of the Full Member Associations accept the recommendation.

An exclusion without declaration of the reason(s) is permitted.

### 3.4 Rights and duties of the Members:

3.4.1 With the admission as a Member of the Association, the Members commit to adhere to the decisions of the bodies of the Association and to pay the fees as determined by the EMDR Europe Board. In addition, the Full Member Associations shall delegate national representatives ("Full Member Association Representatives") who commit to participate in committees or other working groups of the Association as appropriate.

During EMDR Europe Board Meetings (as defined in Article 4.3), only those Full Member Associations which have met their financial commitments to the Association shall be entitled to vote.

3.4.2 At every EMDR Europe Board Meeting, Full Member Association Representatives have the right to request information from the Executive Committee regarding the matters of the Association and from the Audit Committee regarding the performance and results of the audit.

3.4.3 Full Member Associations are to cooperate with neighbouring countries in accordance with the regulations of EMDR Europe.

## **ARTICLE 4 – EMDR EUROPE BOARD**

The EMDR Europe Board is the governing body of the EMDR Europe Association and consists of the representatives of its Full Member Associations.

### 4.1 Thus it shall have the following functions:

4.1.1 To elect members to the Executive Committee, to the Audit Committee and to other Committees. Nomination and election procedures to the different bodies of the association are described in separate procedures.

- 4.1.2 To propose/form/ratify new Committees.
- 4.1.3 To approve and ratify actions and proposals made by the Executive Committee.
- 4.1.4 To approve the annual budget presented by the Treasurer.
- 4.1.5 To approve and ratify actions and proposals that are formally recommended by other Committees or by members.
- 4.1.6 To approve amendments to the Articles of Association (see Article 8)
- 4.1.7 To consider any relevant additional matters related to the objects of the organisation (see Article 2).

4.2 The EMDR Europe Board members have the following responsibilities:

The Full Member Association Representatives shall represent their national associations on the EMDR Europe Board, actively support the aims and objectives of EMDR Europe and act as liaison between their Full Member Association and the Executive Committee by:

- 4.2.1 Attending the meetings of the EMDR Europe Board.
- 4.2.2 Ensuring that membership fees payable by their Full Member Association are submitted to the Treasurer by the due date.
- 4.2.3 Informing the Secretary of any matters involving their National Association of relevance to the EMDR Europe Board.
- 4.2.4 Circulating to their National Association matters of relevance produced by any EMDR Europe Association body.
- 4.2.5 Communicating to their National Association relevant information regarding the Annual Conference.
- 4.2.6 Responding to all correspondence of the Executive Committee within one month of receipt.
- 4.2.7 Actively and regularly participating in the activities of EMDR Europe.
- 4.2.8 Informing the Secretary about any change of circumstances pertaining to the national representative(s) and their attendance at the EMDR Europe Board meeting as soon as they arise.
- 4.2.9 Informing the Secretary about any change of circumstances pertaining to the Full Membership or Observer Membership of the EMDR Europe Association.

4.3 EMDR Europe Board Meetings

4.3.1 The EMDR Europe Board comprises one or two national representatives of each Full Member Association nominated by that association and other appointed persons who fulfil defined roles. There is only one vote per Full Member Association. Other appointed

individuals have no right to vote. In the event of a tie, the President has a deciding vote or may consider exploring new possibilities and solutions for the matter under consideration.

4.3.2 At least two meetings of the EMDR Europe Board will be held per year.

4.3.3 An extraordinary Board meeting may be called by the Executive Committee or by one fifth of the Full Member Associations. Should this situation arise, the call for an extraordinary Board meeting should be sent to the Secretary of the Association with the names of the members demanding this extraordinary Board meeting and the declared agenda. The Executive Committee shall arrange the extraordinary Board meeting within the next three months or during the next scheduled ordinary Board meeting.

4.3.4 In addition, the following methods to facilitate the communication between the Executive Committee or other bodies of the Association and the Members of EMDR Europe are permitted:

a. Conference calls and video conference calls

b. Information and communication by email

c. Decisions taken in writing or by email by all members have the same validity as decisions voted at Board meetings (according to Art. 66 sec. 2 Swiss Civil Code)

4.3.5 Nominations for membership of the Executive Committee shall be sought at least two months prior to the EMDR Europe Board Meeting.

4.3.6 At least one month before the Board meeting, all representatives of Full Member Associations shall receive information on the venue of the EMDR Europe Board Meeting, its time and schedule, as well as the agenda and the nominations for elections.

4.3.7 The date and place of the Board meetings shall be decided in advance and the latest at the previous EMDR Europe Board Meeting.

4.3.8 Decisions are considered valid only if at least 50% of the Full Member Associations are represented personally by a Representative or via proxy votes. The proxy votes have to be delivered via mail, email or fax to the Secretary of the Association prior to the meeting or personally at the meeting. A Full Member Association can only accept one proxy vote from one other Full Member Association.

4.3.9 Unless otherwise determined by the EMDR Europe Board, voting at all meetings shall be by show of hands.

4.3.10 If a voting right is not exercised, it will not count for the result of the vote.

4.3.11 Unless otherwise specified, resolutions require a majority of the votes of the Full Members present or represented by proxy votes.

## **ARTICLE 5 – THE EXECUTIVE COMMITTEE**

### **5.1 Responsibilities**

5.1.1 The Executive Committee is responsible for:

- a. the day-to-day running of the Association;
- b. fulfilling the objectives of EMDR Europe;
- c. ensuring the growth and development of the organisation;
- d. ensuring the work of EMDR Europe is in accordance with the established Articles of Association, policies and procedures;
- e. administering the Association's funds for the purposes of the Association;
- f. developing strategies and instituting action plans as approved by the EMDR Europe Board in accordance with the objects of the Association

5.1.2 The Executive Committee is accountable to the EMDR Europe Board.

## 5.2 Composition

The Executive Committee consists of:

- a. President;
- b. President Elect;
- c. Past President;
- d. Two Vice-Presidents;
- e. Secretary;
- f. Treasurer.

The EMDR Europe Board recommends that the composition of the Executive Committee should strive for an appropriate level of representation from different genders and countries.

5.2.1 The President shall hold office for four years. The President may stand for re-election once.

5.2.2 The President will have been elected as President-Elect the year prior to becoming President.

5.2.3 The outgoing President serves a further term of one year as Past President following his/her term of office.

5.2.4 The two Vice-Presidents, the Secretary and the Treasurer shall hold office for a term of 4 years from election. They may stand for re-election once. (as per policies and procedures)

5.2.5 Changes in the Executive Committee. In the event of a vacancy occurring among the Executive Committee, the remaining members of the Executive Committee may co-opt any representative of a Full Member Association to complete the term of office until the next Board Meeting where an election shall be organized for this position.

5.2.6 The Executive Committee may co-opt any representative of a Full Member Association for a special task or engage an external expert for a specific task. These external experts

shall consist of a maximum two persons. This co-option must be approved by the Board at the next Board meeting at the latest. Their time in office shall be proposed by the Executive Committee according to their specific task, and voted by the Board. They shall have no right to vote in decisions made by the Executive Committee.

5.2.7 The EMDR Europe Board shall have the right to exclude a member from the Executive Committee. One third of the members may ask for a vote to exclude a member of the Executive Committee. The majority of the members of the Executive Committee may also ask the Board to exclude a member of the Executive Committee. In such a case the members of the Executive Committee should express the reasons for their demand. A majority of two thirds of the Full Members of the EMDR Europe Board (present in person or represented by a proxy vote) is necessary to exclude a member from the Executive Committee.

5.2.8 In the event of a tied vote in decisions being taken within the Executive Committee, the President has a deciding vote.

### 5.3 Responsibilities of the Executive Committee members

#### 5.3.1 The President shall:

- a. Preside at and arrange meetings of the Executive Committee and meetings of the EMDR Europe Board, with the assistance of the Secretary.
- b. Prepare the agenda for meetings in consultation with the Executive Committee with the assistance of the Secretary.
- c. Be responsible for the welfare and proper operation of the Association, according to the Articles of Association in cooperation with the Executive Committee.
- d. Preside over the Annual Conference and oversee the work of the Conference Organizer and the Conference Quality Assurance Committee regarding the organization and running of Conference.
- e. Represent EMDR Europe in her/his official capacity when communicating with institutions, authorities and other Societies and Associations, in collaboration with the other members of the Executive Committee.

#### 5.3.2 The President Elect shall:

Assist the President and the Executive Committee in the functioning of the Association and develop the skills and knowledge required to fulfil the role of President.

#### 5.3.3 The Past President shall:

Support and assist the President and President-Elect to provide continuity and expertise to run the Association.

#### 5.3.4 The First Vice-President shall:



- a. Support and assist the President by undertaking such duties and responsibilities as delegated to him/her and as required, with the full knowledge of the Executive Committee.
- b. Deputize for the President and represent EMDR Europe in activities or events in circumstances when the President cannot attend.

5.3.5 The Second Vice-President shall:

- a. Support and assist the President by undertaking such duties and responsibilities as delegated to him/her and as required, with the full knowledge of the Executive Committee.
- b. Deputize for the President and represent EMDR Europe in activities or events in circumstances when the President and the First Vice President cannot attend.

The second Vice-president becomes the first Vice-president when the first Vice-president resigns or finishes his/her mandate.

5.3.6 The Secretary shall:

- a. Be responsible for the administration of the Association in cooperation with the President, the other members of the Executive Committee as per the procedural guidelines.
- b. Ensure that the business of the Executive Committee and EMDR Europe Board and committee meetings are appropriately recorded.
- c. Ensure that the objectives and actions recorded in the minutes of the Executive Committee and the EMDR Europe Board are completed in a timely fashion.
- d. Coordinate the distribution of material to members of the Executive Committee and to the EMDR Europe Board for purposes of induction, information and for the completion of designated tasks.
- e. Maintain details of the membership of the Association.

5.3.8 The Treasurer shall:

- a. Be responsible for the receipt, custody and disbursement of all funds of the Association in close co-operation with the President.
- b. Make a written and oral report on the financial status of the Association at the EMDR Europe Board Meeting and account for all receipts and payments as required.
- c. Organize the independent audit of the annual accounts.
- d. Prepare an annual budget, in liaison with the Executive Committee, for approval by the EMDR Europe Board.

## **ARTICLE 6 – OTHER EMDR EUROPE BODIES AND SPECIAL ROLES**

6.1 The EMDR Europe Board may appoint standing committees and define special roles or time-limited project groups to facilitate the effective functioning and performance of EMDR Europe.

6.2 Committees will be constructed and operate in accordance with the accepted procedural guidelines which include composition, duration, terms of reference and accountability.

### **6.3 Audit Committee**

Two auditors are elected for two years by the EMDR Europe Board with a simple majority. They can be re-elected for only one second term. Their task is ongoing control of the financial management and the control of the accounting statements. Due to existing law they have access to all relevant documents and bodies of the Association.

### **6.4 Conflict Resolution**

To avoid or to respond to conflicts, disputes and complaints, the Executive Committee will strictly and impartially apply the Conflict Resolution Procedure in the best interest of EMDR therapy and the EMDR Europe Association.

## **ARTICLE 7 – FINANCE**

7.1 The membership and financial year shall be the calendar year.

7.2 A budget shall be presented annually by the Executive Committee to be voted upon by the EMDR Europe Board at its meeting.

7.3 The income of the Association will derive from membership fees paid by Members and from any other source deemed appropriate by the EMDR Europe Board.

7.4 Full Member Associations pay a fee per annum based on the number of individual members in their national association. The amount is determined by the EMDR Europe Board. The EMDR Europe Board may adjust the fees for a defined period of time. Also, the EMDR Europe Board may consider adjusting the fee for one or more specific Full Member Associations for a limited period of time.

7.5 All membership fees are due on May 1<sup>st</sup>, and if not received by October 1<sup>st</sup> of the same year, the membership and all rights associated with it shall be suspended until the outstanding fees have been paid.

7.6 Full Member Association Representatives and members of an EMDR Europe body shall not be entitled to receive from EMDR Europe Association any financial compensation nor reimbursement of expenses for services rendered in that capacity. Such compensation and expenses may be paid by their respective National Association. The members of the Executive Committee shall be reimbursed by the Association for reasonable expenses actually incurred in carrying out their duties. Further details are defined in a separate procedure.

7.7 Only the assets of the Association are liable for the debts of the Association.

7.8 The members of the Executive Committee represent the Association. Two members of the Executive Committee, together, have the authority to act with collective signature and represent the Association. The organization of responsibilities among the Executive Committee, in particular related to finances and contracts, are detailed in a separate procedure.

## **ARTICLE 8 – AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

8.1 Alterations, amendments or additions to the Articles of Association may only be made at the EMDR Europe Board Meetings.

8.2 A proposal to amend the Articles of Association may be made by the Full Member Association Representatives of the EMDR Europe Board and/or by the Executive Committee.

8.3 A proposal to amend the Articles of Association must be submitted to the Secretary of the Association at least three months prior to the EMDR Europe Board Meeting in order to allow sufficient time for consideration by each Full Member Association.

8.4 A proposal to amend the Articles of Association shall be submitted promptly by the Secretary to each Full Member Association.

8.5 To amend the Articles of Association a proposal shall require at least a two-thirds vote in favour by the Full Member Association Representatives present at the EMDR Europe Board Meeting.

8.6. Proxy votes are accepted for amendments to the Articles of Association. The proxy votes have to be delivered via mail, email or fax to the Secretary of the Association prior to the meeting or personally at the meeting. A Full Member Association can only accept one proxy vote from one other Full Member Association.

## **ARTICLE 9 – DISSOLUTION OF THE ASSOCIATION**

9.1 The dissolution of the Association may be proposed by the Executive Committee or by one third of the Full Members.

9.2 The dissolution of the Association is decided if it is voted by two thirds of its Full Members.

9.2 In the event of the Association being dissolved, any assets remaining, after satisfying all outstanding debts and liabilities, shall be distributed among Full Member Associations in proportion to the basis on which they contributed membership fees to the Association.

## **ARTICLE 10 – Place of jurisdiction**

10.1 The sole place of jurisdiction is the Swiss Canton of the official address of the EMDR Switzerland association, in Switzerland.

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