

CONSTITUTION

International Halliwick Association

This Constitution duly signed on page 10 is adopted by the International Halliwick Association as its governing document on this 9th day of September 2017.

This Constitution superseded the Constitution dated 9th of September 2017 with the change adopted at the General Meeting on 21st of September 2019 and on 2nd of October 2021.

1. Name

- (i) The Name of the Association shall be as follows: INTERNATIONAL HALLIWICK ASSOCIATION
- (ii) The aforementioned Name of the Association (hereinafter “the Association”) may be abbreviated only as follows: IHA.

2. Seat of the Association and Language

The Association shall have its seat in Denmark. The Association is established as “en almindelig forening” (an ordinary Association). The official language of the Association shall be English (United Kingdom) and shall be used for all official and other texts for all purposes.

3. Administration

Subject to the matters set out below the Association and its property shall be administered and managed in accordance with this Constitution by the members of the Executive Committee by Clause 13 of this Constitution (“the Executive Committee”).

4. Objects

The objects of the Association (hereinafter “the objects”) shall be to:

- (a) maintain the ideology of the Halliwick Concept as created by James McMillan and to develop the Halliwick Concept in accordance (where appropriate) with scientific advances;
- (b) promote the availability and accessibility of the Association for each member worldwide;
- (c) provide training and instruction and to maintain quality standards in such training and instruction in order to raise professional levels of same;
- (d) promote the continuance and improvement of Halliwick courses;
- (e) to organise meetings and educational programmes which advance the objects of the Association on a regular basis;
- (f) facilitate the co-operation of members internationally and the co-operation of members with other national or international organisations to further and improve the exchange of ideas concerning the Halliwick Concept;

- (g) stimulate research into the theoretical background and therapeutic and functional effects of the Halliwick Concept; in furtherance of this object the Association will *inter alia*;
 - (i) co-operate with other such national associations being interested in the objects of this association;
 - (ii) encourage the development and maintenance of national associations and individuals;
 - (iii) act both as a forum for the exchange of ideas, knowledge, skills and experience and act as a source of information;
 - (iv) hold from time to time meetings and conferences at international level and encourage the same at national level.
 - (v) inform the public about the activities of the Association within its field of interest;
 - (vi) invite (as appropriate) representatives of the media to meetings and conferences and other activity;
 - (vii) keep accurate records of such meetings;
 - (viii) promote publications by the Association.

5. Powers

In furtherance of the objects but not otherwise the Executive Committee of the Association may exercise the following powers:

- (a) power to raise funds and to invite and receive contributions providing that in raising said funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant legal requirements;
- (b) power subject to any consents required by law to borrow money and to change all or any part of the property of the Association with repayment of the money so borrowed;
- (c) power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the objects and to make all reasonable provision for such staff in accordance with any legal requirements;
- (d) power to co-operate with other associations and charities, voluntary bodies and statutory authorities operating in furtherance of the objects or of similar charitable purposes and to exchange information and advice with them;
- (e) power to establish or support any charitable trusts, associations or institutions formed for all or any of the objects;
- (f) power to appoint and constitute any such advisory committees as the Executive Committee of the Association may from time to time think fit and, to that end, there shall be formed the Education and Research Committee of the IHA. Members of the Education and Research Committee will be elected at the General Meeting of the Association having been nominated and seconded by two other members of the Association within the scope of Clause 6 below. Up to 2 Co-options may be made by the IHA Education and Research Committee in between General Meetings. The process will be open and transparent. The primary purpose of the committee is to promote and develop education and research within the IHA. This committee is governed by this constitution also (and may not act outside of it) but may also enact its own rules for its proper running so long as they are not outside or contradictory to this constitution.
- (a) power to do all such other lawful things as are necessary for the achievement of the objects, to include but not limited to the acquisition, maintenance and

enforcement of intellectual property such as trademarks, copyright and so on, as the Executive Committee of the Association sees fit.

6. Classes of Membership

The Association shall recognise membership in one of four ways as follows:

- (a) Ordinary Membership of a National Association, being membership by a national association existing within the country of application;
- (b) Ordinary Membership of an Individual by virtue of their membership of a Recognised Group that has been granted Recognised Group Status by the Executive Committee of the Association. Recognised Group Status is granted to a group at the absolute discretion of the Executive Committee of the Association and will be in exceptional circumstances.
- (c) Ordinary Membership of an Individual, which may be granted to an individual person or persons. Normally such membership will only be granted where there is no national association in existence within the country from which that individual seeks membership. Normally, such membership shall be temporary lasting until such time as the country from which the person or persons seeks membership forms a national association upon which individual membership shall ordinarily cease. Normally there may be no individual membership of a person where there is in existence a national association formed in the country from which the individual person seeks membership. Granting of membership in exceptional circumstances will be at the discretion of the Executive Committee. The Executive Committee shall encourage and support any person with Individual Membership to strive for the formation of a national association.
- (d) Honorary Membership of an Individual. Honorary Membership may be awarded to an individual member in recognition of a person's special and meritorious services to the Association in furtherance of the objects and particularly of the Halliwick Concept. The approval process indicates that the recommendations will be submitted to the IHA's Executive Committee, once every two years and no later than six months before the General Meeting. The Executive Committee will announce the proposal in writing and the recommendations in the agenda six weeks prior to the GM. Honorary Membership shall only be granted by a two-thirds majority of all present and voting at the General Meeting. Such membership shall be life membership, will not attract a subscription for membership and grants a reduced fee for attendance at IHA's courses and conferences.

7. Application for Membership

- (a) Save for Honorary Membership above, all applications for membership must be addressed to the secretary of the Association in writing and must be accompanied by the following:
 - (i) where application is made for Ordinary Membership of a national association, the Articles of Association (or other governing document) of the applicant national association;
 - (ii) relevant information about the provision of Halliwick Courses by the applicant national association;
 - (iii) evidence of the qualification of their instructors/lecturers through the gaining of a recognised Instructor and/or Lecturing Certificate;

- (iv) any other relevant information which it is considered necessary to provide before Membership can be granted.

- (b) All applications for membership of the Association shall be considered by the Executive Committee who shall have the power to accept or reject all applications. In the case of application for Ordinary Membership of a national association, all applications accepted by the Executive Committee in the first instance must be ratified at the next General Meeting of the Association.

8. Obligations of Members

Notwithstanding any other obligations of members either contained in this Constitution or at law a member shall have *inter alia* the following obligations to the Association:

- (a) to observe the rules of this Constitution and to further and promote the objects of the Association and to inform the Executive Committee of any events/developments within the national association/country which may be of interest to the Association;
- (b) to pay subscription and other fees and financial obligations determined at General Meetings of the Association;
- (c) to attend or to appoint a representative to General Meetings, who shall have the right to vote in accordance with the relevant provisions of this Constitution;
- (d) to notify the Executive Committee of any and all changes to their Articles of Association or other Governing Document. Such notification should be given not later than six months after any such amendment has occurred;
- (e) to notify the Executive Committee as soon as possible of any change to the Executive of a recognised National Association and to provide contact details of same;
- (f) to notify the Education and Research Committee of the IHA, as soon as possible of any new trainee lecturers of a recognised National Association or Country with Individual members. All such trainees must be members of the IHA and complete the forms required to register as a trainee lecturer;
- (g) to notify the Education and Research Committee of the IHA of any Halliwick Courses that have been delivered and to provide any information related to the organisation and delivery of Halliwick Courses requested by the Education and Research Committee;
- (h) to keep the Executive Committee and/or Education and Research Committee of the IHA informed of all events and developments which are of interest to the Association;
- (i) to promote the work of the Association.

9. Rights of Members

Notwithstanding any other rights of members either contained in this Constitution or at law a member shall have *inter alia* the following rights:

- (a) to participate in the activities of the Association;
- (b) to request the support of the Association in any attempt to develop Halliwick and in particular relating to the training of instructors and lecturers;
- (c) to apply for financial assistance from funds of the Association;
- (d) to participate in policy making by way of recommendation either to the Executive Committee, the Education and Research Committee of the IHA or to a General Meeting of the Association.

10. Voting Rights of Members, Voting by Proxy and Provisions Regarding Motions at General Meetings

- (a) Each country having a recognised National Association in membership or Recognised Group (according to Clause 6 above) shall hold two votes and shall appoint a representative to vote on its behalf at meetings of the Association. This representative will hold both of the two votes.
- (b) Every country having an Individual Member in membership (according to Clause 6 above) shall have one vote (unless, in exceptional circumstances, and at the discretion of the Executive Committee of the Association, there is an Individual Member in a country where there is also a National Association in membership, in which case, the Individual Member shall not hold any votes).

Where there is more than one Individual Member in any one country these members will appoint one of their number to vote on their behalf. This appointed person will hold one vote.

- (c) Honorary Members will have one vote unless the country which they are representing already holds a vote or votes (as the case may be) by virtue of Clause 10(a) or (b) above in which case, Honorary Members have no additional right to vote.
- (d) Ordinary Members of whatever type who have not paid their subscription and other fees according to Clause 8(b) above, shall not have the right to vote at the General Meeting and shall not be entitled to membership services except in exceptional circumstances and at the discretion of the Executive Committee of the Association.
- (e) The Executive Committee can decide that, in addition to physical attendance at the General meeting, members may attend the General Meeting electronically. This includes voting electronically, without being physically present at the General Meeting. This is called a partly electronic General Meeting.
- (f) The International Halliwick Association is not obliged to provide equipment that enables participation in an electronic General Meeting, but participation in an electronic General Meeting must take place by means of equipment that the Executive Committee must assume all members have at their disposal or can easily access.

- (i) The IT-system will provide access to take active share, to give comments and ask questions (via voice system or chat) and to vote in accordance with clause 10. The IT-system shall be reliable, within reason, for determining which members are attending, to assure correct use of voting rights and to handle voting accurately.
- (g) Members are asked to consider the motions proposed (sent out 6 weeks before the General Meeting). Where no appointed representative can attend the General Meeting, voting by proxy is permitted and the appointed representative will return their proxy form to the secretary of the Association. Appointed representatives will state clearly on the proxy form how they wish to vote for each motion. These votes will be held and counted by the Executive Committee and announced as appropriate at the General Meeting.
- (h) In the event of a motion being changed by proper procedure at the General Meeting:
 - (i) where the changes are deemed minor and are for the purposes of clarification or for improving the language the proxy votes for that motion will remain valid;
 - (ii) where the change/s are deemed to be major and change the meaning of the motion the proxy votes for that motion will be discounted.

11. Discontinuation of Membership

Whether Ordinary or Honorary, membership shall end at the decision of the Executive Committee as follows:

- (a) By resignation of membership by the National Association or Individual concerned. Such resignation shall only be acceptable where notice of not less than 4 full weeks is given by such Member to the Executive Committee. Further, such resignation shall only take effect at the end of the Association's year in which such resignation is tendered and such Member shall remain liable for the subscription for the membership and other fees in the actual year of membership. The Association year shall run from January to December for the purposes of this clause;
- (b) Discontinuation of membership by the Association may occur where a Member of whatever type fails to meet any or all of the Obligations of Members set out in Clause 8 above and/or where, at the discretion of the Executive Committee of the Association, there are no reasonable grounds for membership to continue. Where there are no reasonable grounds for Membership to continue, then such discontinuation may take immediate effect;
- (c) Discontinuation of membership may also occur by expulsion of the member, of whatever type, by the Association. Such expulsion shall only be possible where such member acts contrary to any rules or other decisions of the Association or otherwise acts in a way which is considered so unreasonable so as to merit expulsion. Further, such expulsion must be a unanimous decision of the Executive Committee and must be for good reason and provided that the member concerned shall have the right to be heard by the Executive Committee, accompanied by a friend if required/advised, before a final decision is reached;
- (d) Where discontinuation occurs as a result of either there being no reasonable grounds for Membership or by way of expulsion, where appeal is sought against the decision of the Executive Committee such appeal must be so sought not later than one calendar month after Notice of Discontinuation/Expulsion has been given to the member of the decision of the Executive Committee. Accordingly, such member will be notified in writing of any decision to discontinue membership/expel

a member as soon as practicable after such decision has been reached, stating the grounds upon which the decision was made;

- (e) By the decease of an Individual Member or cessation of a National Association's existence;
- (f) In the case of any appeal, whilst the outcome of such appeal is awaited, membership being the subject of that appeal shall be suspended.

12. Honorary Officers of the Association and Executive Committee

The Honorary Officers of the Association are a chairperson, a vice-chairperson, a secretary and a treasurer. The Honorary Officers must be members of the Association within the scope of Clause 6 above.

- (a) The Members of the Executive Committee having been duly proposed and seconded will be elected at the General Meeting.
- (b) At least one member of the Executive Committee shall be a domicile in the country where the IHA is seated.
- (c) The General Meeting of the Association will elect the chairperson of the Association. The other Honorary Officers will be elected from amongst the Executive Committee Members elected at the General Meeting. The election of vice-chairperson, secretary and treasurer will take place at a meeting of the Executive Committee which will take place immediately after the General Meeting.
- (d) In any event the chairperson shall be elected separately.

13. Composition of the Executive Committee and Related Provisions

- (a) The Executive Committee of the Association shall consist of not less than five and no more than seven persons and shall include the Honorary Officers set out at Clause 12 above.
- (b) At least three members of the Executive Committee of the Association shall retire from office every two years at the General Meeting of the Association. They may stand and are eligible for re-election. Any Executive Committee members who have been on the committee for four consecutive years without being re-elected must retire from office at the relevant General Meeting. They may stand and are eligible for re-election
- (c) At the absolute discretion of the Executive Committee of the Association, up to two members may be co-opted to serve on the Executive Committee of the Association. The purpose of such co-option shall be to ensure broad representation of the knowledge and skills of the total membership of the Association. Term of office for such co-option may be for such a period as suits the purpose of the co-option. In any event, the maximum period of co-option shall be for the two years between one General Meeting and the next.
- (d) No member shall be elected onto the Executive Committee of the Association who has not been nominated by two other members of the Association within the scope of Clause 6 above. Any such nomination must be in writing which may include by electronic communication.

- (e) Any such nomination may be annulled by those present at a General Meeting of the Association provided that is by at least a two-thirds majority of all votes at that meeting.
- (f) Where no nominations regarding election of Honorary Officers or Executive Committee Members of the Association are received then election to the Executive Committee shall be at the absolute discretion of the General Meeting.
- (g) Where Nominations exceed vacancies election shall be by ballot.
- (h) Save in exceptional circumstances, which may be determined by a General Meeting of the Association, there should ordinarily not be, at any one time, more than 2 members elected onto the Executive Committee from one country having membership of the Association.
- (i) The proceedings of the Executive Committee of the Association shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- (j) No person shall be elected/co-opted (as the case may be) as an Executive Committee member of the Association who would, if so elected/co-opted, be disqualified under Clause 14 following.

14. Discontinuation of Membership of Executive Committee

A person shall not be eligible for election onto the Executive Committee of the Association or shall cease to hold office (as the case may be) if he or she:

- (a) becomes or is incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (b) by reason of his or her absence from meetings of the Association causes the Executive Committee to resolve that his or her post is vacated, so long as such resolution is reasonable in all the circumstances;
- (c) gives Notice in writing to the Executive Committee of a wish to resign; such Notice shall only be possible where as a result of such resignation at least 3 members of the Executive Committee remain in office when the Notice of resignation is to take effect.

15. Executive Committee Members not to be Personally Interested

No member of the Executive Committee of the Association shall acquire any interest in property belonging to the Association or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee of the Association.

16. General Meetings of the Association

- (a) For the purposes of a General Meeting of the Association, there shall be a quorum where at least one-third of countries holding Ordinary Membership of a National Association are represented and present or at least ten Members of the Association are represented and present (whichever is lesser).

- (b) There shall be a General Meeting of the Association which shall be held not less than every 2 years.
- (c) Every General Meeting shall be called by the Executive Committee. Formal Notice of a General meeting shall be given in writing by the secretary of the Association to all members not less than 6 months in advance of the proposed General Meeting. Such Notice will include a preliminary agenda.
- (d) The final agenda of a General Meeting will be sent in writing, to include by appropriate electronic means, to all members not less than 6 weeks in advance of the proposed General Meeting.
- (e) The secretary of the Association or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every General Meeting of the Association.
- (f) The Executive Committee shall present to each General Meeting the report and accounts of the Association for the preceding financial year(s).

17. Meetings and Proceedings of the Executive Committee

- (a) The Executive Committee of the Association shall hold at least 2 ordinary meetings each year. A special meeting may be called at any time by the chairperson or by any two members of the Executive Committee for the purpose of dealing with urgent matters.
- (b) The chairperson shall act as chair at meetings of the Executive Committee of the Association. If the chair is absent from any meeting the vice-chair shall chair that meeting unless he or she is also absent when the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
- (c) Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the matter but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
- (d) The Executive Committee of the Association shall keep minutes of meetings, to be stored in an appropriate secure storage system maintained for the purpose. This shall include any sub-committee referred to at (f) below.
- (e) The Executive Committee of the Association may, from time-to-time and at its discretion, make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents (“Standing Orders”) so long as no rule which is made or altered is inconsistent with this Constitution or any other requirement at law.
- (f) The Executive Committee of the Association may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently or better undertaken or carried out by a sub-committee; provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee of the Association in a timely manner.

18. Special General Meetings

The Executive Committee may call a special general meeting of the Association at any time. If at least one-third of Members of the Association holding Ordinary Membership or ten Members of the Association (whichever is lesser) request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 2 clear calendar months' Notice should be given wherever possible.

19. Receipts and Expenditure

- (a) The funds of the Association including all donations, bequests and contributions shall be paid into an account operated by the Executive Committee of the Association and in the name of the Association at such bank as the Executive Committee shall from time-to-time decide. All transactions on the account must be in accordance with the mandate of the account.
- (b) The funds belonging to the Association shall be applied only in furthering the objects of the Association.
- (c) The currency of preference and in which all transactions must be stated (although not necessarily carried out) shall be € (Euro).

20. Accounts

The Executive Committee of the Association shall:

- (a) keep accounting records for the Association;
- (b) prepare annual statements of account for the Association;
- (c) ensure that auditing or independent examination (as may be necessary) of the statements of account is carried out for the Association

21. Annual Report

The Executive Committee of the Association shall prepare annual reports for each financial year.

22. Notices

Any Notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Executive Committee of the Association on any member either personally, by sending it through the post in a prepaid letter addressed to such member at his or her last known address, or by email. Any posted letter sent shall be deemed to have been received, in the case of domestic postage, within 10 days and otherwise within 4 weeks of postage.

23. Alterations to the Constitution

- (a) Subject to the following provision of this Clause, the Constitution may be altered by a resolution passed by not less than two-thirds of the members present and

voting at a General Meeting of the Association. The Notice of the general meeting must include Notice of the resolution, setting out the terms of the alternation proposed.

- (b) No amendment may be made which would have the effect of making the Association either cease to be an Association at law or unlawful at law.

24. Dissolution

If the Executive Committee of the Association decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association of which not less than 4 weeks' clear Notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a two-thirds majority of those present and voting, the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that, shall be applied for some other charitable purpose.

This Constitution was adopted by the General Meeting of the Association on the above aforementioned date as is accordingly signed by the persons whose signatures appear at the bottom of this document (page 11) in evidence of its proper adoption.

Signed (Chairperson) _____

Print Name Anna Olasińska

Signed _____

Print Name Katja Groleger Sršen

Signed (Vicechair) _____

Print Name Merav Hadar Frumer

Signed _____

Print Name Ilanit Weigenfeld-Lahav

Signed (Secretary) _____

Print Name Ivan Perzel

Signed _____

Print Name Maria de Lourdes Oliveira Vilela Garcia

Signed Treasurer _____

Print Name Bodil Føns Knudsen