

# *The International Women's Club*

## *Edinburgh*

### CONSTITUTION

#### **I. Name**

The name of the organisation will be the International Women's Club Edinburgh (and shall be referred to in this Constitution as IWCE).

#### **II. Objectives**

The objectives are to enable Members to meet socially, to welcome new Members to IWCE, to establish a programme of social, cultural and charitable activities, and to engage in, without profit or motive, any other lawful activity which may be conducive to the promotion of any or all of the above objects of the IWCE.

#### **III. Patron**

At the discretion of the Board, a suitably qualified person may be invited to be Patron of IWCE for a period of three (3) years, which may be extended by mutual agreement.

#### **IV. Membership**

**IV.1** Membership of IWCE is open to women of international background or experience and/or with an interest in international issues who shall be called and referred to in this Constitution as 'Members'. The Board shall have the right to decline any application without the need to supply reasons.

**IV.2** The Membership year will run from 1 July to 30 June. Renewals of membership will be due no later than 1 September, after which date a Member will be deemed to have forfeited membership and, if she wishes subsequently to re-apply, may be placed on a waiting list.

**IV.3** A prospective Member may attend one meeting, either independently or as the guest of a member in good standing, to enable her to decide whether or not to apply for membership.

**IV.4** The Board shall reserve the right to limit the total Membership should this be considered desirable.

**IV.5** The Board may terminate the membership of any Member who does not abide by the rules of the IWCE or by her conduct could bring the IWCE into disrepute. Members will have a right of appeal but ultimately the Board's decision will be final.

**IV.6** Resignations from IWCE should be notified to the Membership Secretary and resulting vacancies reported to the next Board Meeting.

**IV.7** The Membership Directory is for the use of Members only and for the purposes of IWCE business and should not be given to any outside individual or organisation in compliance with General Data Protection Regulations (GDPR) 2018.

#### **V. Honorary Membership**

Members who have distinguished themselves by meritorious service in the furtherance of the objectives of IWCE may be elected to Honorary Membership of IWCE at the sole discretion of the Board. The total number of Honorary Members shall not exceed 5% of the total Membership of IWCE at any time. Honorary Members shall be exempt from the payment of annual subscriptions, shall have no vote, and shall not be eligible to hold any office in IWCE.

#### **VI. Management**

**VI.1** IWCE will be under the management of a Board of eleven (11) Members consisting of a President, three (3) Vice Presidents, any one of whom shall attend each Board meeting, an Hon. Secretary, an Hon. Treasurer, a Membership Secretary, a Newsletter Editor and three (3) other Members who shall be leaders of teams entitled Tours and Activities Team, Charity Team and Hospitality Team, who shall be elected by the membership at the Annual General Meeting (AGM) to be held by the IWCE as provided later in this Constitution.

**VI.2** Elections to the Board will be held every year. IWCE will strive to have representation on the Board for overseas and UK Citizens to ensure there is at least one foreign representative on the Board.

**VI.3** A Board meeting will convene once a month prior to the Members' monthly meeting. No meeting will go ahead unless a quorum is present. A quorum will consist of six (6) Board members.

**VI.4** IWCE cheques will be signed by any two (2) of the designated signatories, who may be any four (4) of the elected Board Members, of whom one should be the President. For cheques not exceeding the sum of one hundred pounds (£100), the Hon. Treasurer may sign alone.

**VI.5** No Member shall be allowed to sell tickets or ask for donations for any outside activity or charity at an IWCE meeting.

**VI.6** In the event of a resignation of the President or a Vice-President, the Board will elect one of its other Board Members to the vacant office. The Board may, at its discretion, co-opt additional Members to complete numbers until the following AGM.

**VI.7** The **Financial year** shall run from 1 July to 30 June of each year.

**VI.8** The Board will recommend changes to the annual subscription, which must be approved by the AGM.

## **VII. Duties of the Board**

**VII.1** The **President** will take overall responsibility as a point of contact for all Board Members, keeping the record of the year filed. She will be responsible for the AGM and, together with the Vice-Presidents, ensure the organisation of the monthly meetings.

**VII.2** Each of the **three (3) Vice Presidents** will be responsible for organising (and chair if necessary) at least two (2) monthly meetings, attend at least two (2) Board meetings, and substitute for the President as required.

**VII.3** The **Hon. Secretary** will be responsible, in conjunction with the President or any Vice President, for drawing up the Agenda for Board Meetings and the AGM. She will keep the Minutes of all Board meetings and distribute copies to all Members of the Board by email or post. She will also keep Minutes of the AGM.

**VII.4** The **Hon. Treasurer** will collect all monies due to IWCE and deposit them in a bank approved by the Board. She will pay approved accounts, will reimburse Members for approved expenses incurred on behalf of IWCE, and will issue all invoices. She will make a monthly report to the Board of the financial affairs of IWCE. A **reserve**, equivalent to 20% of the total annual subscriptions, will be maintained.

At least seven (7) days prior to the AGM she will provide to Board Members an interim Account to 30 April, for submission to the AGM. At the close of the financial year the Expenditure Account and Balance Sheet should be duly examined by a suitably qualified person approved by the Board, published in the September newsletter, and submitted for approval by the membership at the September General Meeting.

**VII.5** The **Newsletter Editor** will be responsible for the IWCE monthly newsletter. She will attend monthly Board meetings.

**VII.6** The **Membership Secretary** will distribute and receive all applications for Membership. She will prepare a Membership Directory each year and be responsible for keeping it up to date. She will send out renewal forms with the June newsletter. **She will send an updated database to the printers on a monthly basis** She will attend monthly Board meetings.

**VII.7** The **Tours and Activities Team Leader** with up to five (5) team members will arrange social activities, tours and outings for Members and their families. Such activities will be on a “stand alone” basis unless specific financial grants have been approved by the Board. The team will prepare the Notice Board with the outings available each month for signing up. One member of the team will attend monthly Board meetings.

**VII.8** The **Charity Team Leader** with up to five (5) team members, one of whom will attend each Board meeting, will be responsible for inviting nominations from Members for the small, local charity to be supported, with Board approval. The team will liaise with the chosen charity and will arrange a minimum of one Charity Fund-Raising Event.

**VII.9 The Hospitality Team Leader, with up to 5 Team Members, one of whom will attend each Board Meeting, will be responsible for maintaining a programme to welcome members and guests to the monthly meetings; provide sign-in sheets and name badges for members and guests, updating them as necessary; organise the annual coffee morning for new members; and keep in touch with new members for the first few months of their membership.**

## **VIII. Annual General Meeting**

**VIII.1** Members will be notified in writing of the time and location of the AGM, which will take place not later than 31 May annually, at least three (3) weeks prior to the event.

**VIII.2** Only those Members of IWCE whose subscriptions are paid up-to-date are entitled to attend the AGM.

**VIII.3** The AGM will vote on any changes to the annual rate of subscription recommended by the Board.

**VIII.4** An interim Account to 30 April will be provided annually for examination at the AGM. The Expenditure Account and Balance Sheet, duly examined by a suitably qualified independent person, will be submitted for approval at the September Monthly Meeting.

**VIII.5** The Board will seek nominations for the next year’s Board from the membership annually and will publish the proposed slate in the May newsletter. New nominations (other than those officers continuing in accordance with Article VIII.6) must have the consent of the candidate and be nominated and seconded by members in good

standing. Nominations, with the consent of the candidate and duly proposed and seconded, may be made from the floor at the AGM. If there is more than one candidate for any office, a vote will be taken by a show of hands.

**VIII.6** The incoming Board will assume office immediately after the AGM. Members of the Board will serve in office for a maximum of three consecutive years and thereafter stand down for a minimum of one year before they may be re-elected. Exceptionally, if no new candidate(s) can be found, Board members may continue in office (other than in the role of President), or serve in another Board position, beyond three years. The President may be elected to serve in that position for a maximum of two consecutive years.

## **IX. AGM Agenda**

**IX.1** Any items for inclusion in the Agenda of the AGM shall be delivered in writing to the Hon. Secretary by Members at least four (4) weeks prior to the date of the AGM. The Agenda, together with a copy of the **interim** Accounts and any proposed amendment(s) to the Constitution, shall be circulated to members along with the notice calling the AGM at least three weeks before the date of the AGM.

**IX.2** An Extraordinary General Meeting may be called by the President with the approval of the Board or shall be called when so requested in writing by not less than 10% of the current membership. Notice given to Members will be as for the AGM.

## **X. Amendments**

**X.1** Amendments to this Constitution may be proposed by the Board or by Members of **IWCE**. Amendments proposed by Members should be presented to the Board by no fewer than five (5) Members and should bear the signatures of those Members.

**X.2** All Amendments, whether of Board or Membership origin, shall be presented in the Newsletter prior to the meeting at which a vote is to be held.

**X.3** Any Amendment must be approved by two-thirds of those Members present at the meeting.

## **XI. Winding Up**

**IWCE** may be wound up by a Special Resolution passed at any AGM or Special General Meeting by a 2/3 majority of those present provided three weeks notice of the Meeting and the terms of the Resolution to be proposed have been given in writing to the Members. The assets of **IWCE** will be handed over to any other organisation(s) which has objectives similar to those of **IWCE**. The **Board** is at liberty to select one or more organisations. A final account will be rendered to the Members not later than one calendar month after the winding-up Meeting.

## **XIV. Limitation of **IWCE** Liabilities**

Any and all **IWCE** activities and meetings are organised by the **IWCE** for the enjoyment and enrichment of its Members. Participation in these activities and meetings is voluntary and solely at the Participants' (Members, Members' families, guests and visitors) own risk. Each Participant's own insurance must provide cover when Participants are involved in any and all **IWCE** activities and meetings. The **IWCE** accepts no responsibility for any injury, damage, inconvenience or loss of personal property, however caused.

*Adopted May 2019*