

## **SCOTTISH WOMEN IN BUSINESS (SWIB)**

### **Constitution**

#### **1. Name**

The name of the club is *Scottish Women in Business* ("the club").

#### **2. The purpose of Scottish Women in Business**

The club will encourage, support and bring together women in business and the professions and provide a forum where women can network and discuss business issues.

#### **3. The club's membership**

Club membership is open to women in business or the professions at management level or above.

The committee must approve all applications for membership. A prospective member may come as a guest to no more than two club meetings before having to apply for membership. If they do not then apply, or if the committee turns down their application, the prospective member cannot come to any further meetings.

#### **4. Office bearers**

The club's office bearers are normally:

- the president
- the vice president
- the treasurer
- the minutes secretary
- at least three ordinary committee members

The committee has the power to appoint an honorary president who will have an ambassadorial role. The honorary president may remain in office for no more than three years.

#### **5. Management of club business**

The committee will manage the club's affairs and property. It may delegate any part of these management duties and associated powers to one or more committee member, or to sub-committees made up of committee members, club members, or both.

The committee has the power and discretion to deal with any matter this constitution does not address and may take all reasonable steps to do so subject to the following:

- a. The committee must only use the club's income and property, of any kind and from any source, to promote the club's purpose described in paragraph 2 above. It must not pay or transfer any part of the club's income or property, directly or indirectly, to any member of the club as a bonus or dividend, or in any other way that would financially benefit them.
- b. If the club winds up or dissolves, it should first use any remaining money or property to clear any debts and liabilities. If there is any money or property left over after doing this, the club must not pay or pass any of it to club members.

Instead, the club will give or transfer the money or property to another club, society or other body with a similar purpose to its own. If this is not possible, club members will

choose an appropriate charitable organisation and give or transfer the money or property to it.

The members will take these decisions when they decide to dissolve the club. A resolution to wind up or dissolve the club will only be valid if 51 per cent of the members present at the meeting support it.

## 6. Electing the committee, president and vice president

### *The committee*

The current president will invite club members to send in email nominations for new committee members by a closing date at least 1 month before the club's annual general meeting (AGM). Nominees will be asked to confirm that they are prepared to stand for election. If the number of confirmed nominations exceeds the number of places available, club members will then be invited to submit their votes by email or an online survey by a specified date at least 1 week before the AGM. The formal election of successful nominees will take place at the club's AGM.

If two or more nominees have the same number of votes for the available places, members present at the AGM will elect the successful person(s) by majority vote.

Once elected, committee members will hold office for three years from the date of the AGM, at which point they are eligible to stand for re-election for a further three-year term.

Six years is the maximum allowed term of committee membership.

### *The president*

The current vice president will normally become the new president. Where this is not possible, the committee will elect the president from among its membership. Generally, though not always, the president should have had at least one year's experience on the club's committee. The president will serve for one year.

The committee may decide to appoint someone from outside the committee directly to the post of president where:

- the person is an outstanding businesswoman and will bring exceptional benefits to the club
- the majority of committee members agree it is in the best interests of the club

### *The vice president*

The vice president is recommended by the incoming president and endorsed by the committee. Where possible, they should have served at least one year on the club's committee. Ordinarily the vice president will become the president the following year.

## 7. Co-opted members of committee

The committee may co-opt club members to fill casual vacancies in the committee. It may also choose to co-opt up to five extra committee members, giving 12 members in total. These co-opted members have the power to vote at any committee meeting.

These co-opted members will stay on the committee until the next AGM. Their continued membership of the committee will be subject to nomination and election in the normal way, disregarding their period of co-opted service.

The committee may also co-opt any number of people (whether club members or not) to a sub-committee for any special purpose, without the power to vote at *any* meeting.

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#### **8. Committee meetings**

The committee will meet at least ten times during the year. If a committee member does not attend at least seven meetings during the year, the other committee members may ask them to resign from the committee.

The president will normally chair the meetings. In her absence, the vice president will chair the meetings. If both are absent, the committee members present will choose one member to chair that meeting.

Voting in the committee will generally be by a show of hands. If votes for and against are the same, the chair will have a second and casting vote.

The committee will appoint sub-committees as necessary, and delegate to them any appropriate powers of decision.

#### **9. Event fees, subscriptions and our financial year**

The club's financial year ends on 31 August. The membership year ends on 31 March and subscription for membership for the year in advance is then due. If someone does not pay their subscription by 31 May, their membership will lapse. However, they may re-apply for membership later, subject to a late payment charge.

The committee will decide on appropriate changes to administration charges, subscriptions and event fees, including reductions in subscription rates during the membership year. They should notify members of these proposed changes at least 2 months before they are implemented.

#### **10. Expulsion**

The committee has the power, on a two-thirds majority, to expel a member for conduct they deem detrimental to the club's good name. The expelled member has the right to appeal to the first committee meeting after being notified and their expulsion will not take effect until after that meeting if the committee reject their appeal.

The committee shall have power on a two-thirds majority of the whole committee to expel a committee member for any conduct they deem detrimental to the club's good name.

#### **11. Annual General Meeting**

The Annual General Meeting shall be held within three months of the end of the financial year, unless the committee decides otherwise due to exceptional circumstances. The committee will keep books of account to show the club's financial affairs. They will prepare intromissions of the accounts as at the 31 August and lay these before the meeting for formal approval.

#### **12. Special General Meetings**

The club may hold a Special General Meeting if:

- the committee uses its discretion to do so, or
- at least 25 per cent of the club's members sign a request for such a meeting, giving their reasons in writing, and send it to the president or vice president. The meeting will take place within 28 days of this request.

#### **13. Quorum**

A quorum for general meetings shall be 15, and for committee meetings, five.

#### **14. Voting**

Each member may vote in person or by proxy. Members are only entitled to vote at any meeting if they are up to date with their subscription and event fees.

#### **15. Privileges**

Club members, during their period of membership, are entitled:

- to copies of all periodical and annual club publications and those of the Association of Scottish Businesswomen (ASB).
- to enjoy all facilities organised or offered by the club and the ASB, subject only to the conditions of this constitution and the bye-laws specified in paragraph 17 below.
- the opportunity, subject to committee approval and availability, to present a member's slot to promote their business at a club event, and an opportunity to have their company literature included in a mailing to all club members at a discounted rate.
- reasonable access to the minutes of committee meetings of the club and the ASB. Members should ask the president or vice president for access to the minutes.

#### **16. Freedom from liability**

No member shall have any claim against the club or its office bearers or any individual club member in respect of any loss, injury or damage caused by or arising from using any club building (if any) or any club property, or sustained during any meeting or any other activity or function by or on behalf of the club.

#### **17. Bye-laws**

The committee has the power to make bye-laws it deems necessary in connection with the running of the club. Such bye-laws shall be binding on all club members.

#### **18. Changing the constitution**

The club may only change or add to the constitution if two-thirds of those present and eligible to vote at a general meeting approve the change or addition.

Members must lodge any proposals for changes or additions with the committee in writing at least 28 days before a general meeting.

#### **19. Title to heritable property**

The title to any and all of the club's heritable property shall be taken in the names of the current president, membership secretary and treasurer, and their successors in the same offices, as trustees for the club. The president, membership secretary and treasurer will sign all deeds and writs relating to the club's land or heritable property.

#### **20. Data protection**

The Data Protection Act 1998 applies to all information about Scottish Women in Business club members and no details will be passed to a third party without permission.

Date of committee approval: 28 July 2009

Date of AGM approval: 8 September 2009