

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, the professions, public sector and charitable organisations, 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, the professions, public sector and charitable organisations.

The committee reserves the right to review all applications for membership, including renewals. If an application or renewal is subsequently rejected, any membership fee already paid will be refunded.

A prospective member may come as a guest to no more than two club meetings and one training meeting per calendar year 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 and committee

The club’s office bearers are normally:

- the president
- the vice president
- the treasurer
- the minutes secretary

With the agreement of the committee, the treasurer and the minutes secretary may each appoint a suitably qualified individual to undertake aspects of their roles. Where this is

done, the office bearer shall maintain oversight of the work done and shall remain fully accountable to the committee.

There will be a minimum of 7 and a maximum of 12 members of the committee, including office-bearers and any co-opted 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 President, Vice President, Treasurer and up to two additional committee members nominated and approved by the committee shall be authorised to sign cheques and other financial documents for and on behalf of the club.

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 vacancies in the committee, up to the maximum of 12 committee members. 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

When members join, their membership subscription will last for one year from the date of joining. Members who choose not to renew their membership will be considered to have lapsed their membership on the anniversary of when they joined. They may re-apply for membership at a later date. If this date is more than one month after their membership expired, the standard administration fee will be charged. Lapsed members will be treated as non-members.

The committee will decide on appropriate changes to administration fees, subscriptions and event fees. They should notify members of these proposed changes at least 2 months before they are implemented.

The club's financial year ends on 31 July.

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 the accounts as at the 31 July and lay these before the meeting for formal approval.

Papers for the Annual General Meeting will be sent to members electronically at least one week in advance of the meeting. Members who cannot attend will be invited to nominate a person to act as their proxy; the proxy must also be a club member.

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. Affiliations

The club may affiliate to other organisations if this is judged to be in the best interests of the club and its members.

The committee shall be responsible for deciding when an affiliation is appropriate and beneficial to the club and its members, and conversely when an affiliation is no longer felt to be appropriate or beneficial. They should notify members of these proposed changes at least 3 months before they are implemented.

Members may object to an affiliation or dis-affiliation, using the mechanism of a Special General Meeting.

16. Privileges and benefits

Club members, during their period of membership, are entitled to the following privileges:

- to copies of all periodical and annual club publications);
- to enjoy all facilities organised or offered by the club, subject only to the conditions of this constitution and the bye-laws specified in paragraph 18 below;
- reasonable access to the minutes of committee meetings of the club. Members should ask the president or vice president for access to the minutes.

Normally the club will also offer a range of member benefits, such as opportunities to publicise their business or organisation, and discounts on products and services. Where the club has affiliated to an external organisation, there may be additional benefits to members as a result, such as discounted entry to their events.

It is the responsibility of the committee to decide and negotiate on member benefits, and to publicise them to members. Benefits may change over time to reflect the needs of the club members, and are not deemed to be a privilege of membership.

17. 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



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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.

18. 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.

19. 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.

20. 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.

21. Data protection

The Data Protection Act 2018 applies to all personal information held by the club. The club's privacy policy sets out how information will be managed and used.

Date of committee approval: 28 August 2018

Date of AGM approval: 11 September 2018