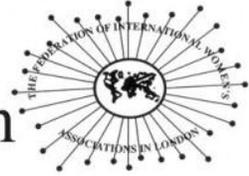


# The Federation of International Women's Associations in London



## CONSTITUTION OF THE FEDERATION OF INTERNATIONAL WOMEN'S ASSOCIATIONS IN LONDON

adopted on 9 June 2014

### 1. NAME OF ASSOCIATION

The name of the association is The Federation of International Women's Associations in London ("FIWAL").

### 2. AIM

FIWAL's aim is to broaden friendship, understanding and communication amongst the international women's associations based in London (the "Aim").

### 3. TYPE OF ORGANISATION

- 3.1 FIWAL is established and operates as an unincorporated association.
- 3.2 FIWAL is a non-partisan and secular organisation.
- 3.3 FIWAL shall promote the Aim without discrimination as to race, language or ethnicity.
- 3.4 FIWAL shall be managed under this constitution by the Executive Committee (defined below).

### 4. EXECUTIVE COMMITTEE

4.1 FIWAL shall have an executive committee consisting of the following officers:

- (a) President;
- (b) Immediate Past President;
- (c) First Vice President;
- (d) Second Vice President;
- (e) Honorary Secretary;
- (f) Honorary Treasurer;
- (g) Assistant Honorary Secretary;

- (h) Assistant Honorary Treasurer; and
  - (i) such other persons appointed as additional members of the FIWAL executive committee,
- (each, an “**Officer**” and, (a) to (i) together, the “**Executive Committee**” or “**Officers**”). The number of Officers shall be neither less than eight (8) nor more than eighteen (18) at any time.

4.2 In furtherance of the Aim, but not otherwise, the Executive Committee shall have the power to:

- (a) manage the day-to-day operations of FIWAL;
- (b) set any membership subscription;
- (c) delegate any of its functions and/or powers to any person(s), and for any such person to be the agent of FIWAL;
- (d) invite and receive contributions and raise funds, where appropriate, to finance the operations of FIWAL;
- (e) use the funds of FIWAL, as authorised under Article 15.1, to promote the Aim; and
- (f) take any other form of action that is lawful and necessary to promote the Aim.

4.3 Pursuant to Article 4.2 above, the Executive Committee may form a standing committee from time to time and delegate any of its functions and/or powers to such standing committee on such conditions as the Executive Committee determines. At least one (1) Officer shall be a member of any such standing committee formed. All acts of any standing committee shall be fully reported to the Executive Committee each month or at any such time the Executive Committee may request from time to time.

## 5. OFFICER RESPONSIBILITIES

5.1 The President shall direct and manage the business and affairs of FIWAL.

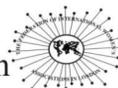
5.2 The Immediate Past President’s role shall be to provide advice to the President on the management of the business and affairs of FIWAL and to act as a liaison between the Executive Committee and the Advisory Board.

5.3 The First Vice President and Second Vice President are responsible for performing such duties as designated by the President.

5.4 Where the President is absent, incapable or unwilling to fulfil her responsibilities or the office is otherwise vacated in accordance with Article 7.4 below (“**Absent**”), the First Vice President shall assume the role and responsibilities of the President to the extent and for the duration of time reasonably necessary. If the First Vice President is Absent, the Second Vice President shall assume the role and responsibilities of the President to the extent and for the duration of time reasonably necessary.

5.5 The Honorary Secretary shall fulfil the secretarial duties of FIWAL, including at all ECMs, AGMs and BDMs (ECM, AGM and BDM, all defined below). Responsibilities of the Honorary Secretary include but are not limited to:

- (a) sending out notice of all ECMs, AGMs and BDMs to all persons eligible to vote at such meetings;



- (b) monitoring attendance of all ECMs, AGMs and BDMs;
  - (c) producing minutes of all ECMs, AGMs and BDMs; and
  - (d) performing all other duties associated with the role of a secretary.
- 5.6 The Honorary Secretary shall be assisted by the Assistant Honorary Secretary. If the Honorary Secretary is Absent, the Assistant Honorary Secretary shall assume the role and responsibilities of the Honorary Secretary to the extent and for the duration of time reasonably necessary.
- 5.7 The Honorary Treasurer shall be the custodian of all funds of FIWAL. Responsibilities of the Honorary Treasury include but are not limited to:
- (a) maintaining accounts and documenting transactions;
  - (b) managing cash flow;
  - (c) ensuring funds of FIWAL are utilised effectively and that FIWAL stays within the budget;
  - (d) procuring the audit at the close of each fiscal year of FIWAL's accounts; and
  - (e) reporting to the Board of Directors (defined below) at the AGM on the financial affairs of FIWAL and ensuring the written report of the financial affairs and other related materials shall be sent to each member of the Board of Directors three (3) weeks prior to the AGM for review.
- 5.8 The Honorary Treasurer shall be assisted by the Assistant Honorary Treasurer. If the Honorary Treasurer is Absent, the Assistant Honorary Treasurer shall assume the role and responsibilities of the Honorary Treasurer to the extent and for the duration of time reasonably necessary.
- 5.9 Notwithstanding the above, the Executive Committee may replace any Officer that is Absent with another member of the Executive Committee at their own discretion.
- 6. NOMINATION AND APPOINTMENT OF OFFICERS**
- 6.1 A nominee for President must be an Officer of the existing Executive Committee.
- 6.2 Any member of any Member Association (defined below) may be nominated by an existing Officer for First Vice President, Second Vice President, Honorary Secretary, Honorary Treasurer, Assistant Honorary Secretary and Assistant Honorary Treasurer.
- 6.3 When the end of an Officer's term is approaching, the Executive Committee shall, following consultation with the Advisory Board, present its nominations for Officers for the next term to the Board of Directors at the following AGM. The nominated person shall be deemed to be approved and appointed by the Board of Directors at the AGM, unless one-third (1/3) of the members of the Board of Directors propose a vote on the appointment of the nominated person for the relevant office.
- 6.4 If a vote on the appointment of the nominated person for office is:
- (a) not called; or
  - (b) is called, in accordance with Article 6.3, and the Board of Directors resolve to appoint such nominated person,

the nominated person shall become the relevant Officer and take up her duties, as set out in Article 5 above, following the AGM.

- 6.5 If a vote on the appointment of the nominated person as an Officer is called and the Board of Directors resolve not to appoint such nominated person, the Executive Committee shall nominate another person for consideration as the Officer.
- 6.6 The Executive Committee may, from time to time, appoint additional Officers (“**Ad hoc Officers**”) without calling a BDM (defined below) for the Board of Directors to approve such appointment. Such Ad Hoc Officers may take office and participate in the Executive Committee upon their appointment by the Executive Committee but their appointment must be presented to, and formally approved by, the Board of Directors at the next AGM.

## 7. TERM OF OFFICE AND ABSENCES

- 7.1 The President and the Immediate Past President shall remain in office for a term of two (2) years. The President and the Immediate Past President shall not remain in office for more than one (1) term, save where a successor to the office of President cannot be identified by the Executive Committee and the Executive Committee wishes to nominate the incumbent President for a second term.
- 7.2 With the exception of the President, the Immediate Past President, Ad Hoc Officers and Replacement Officers, each Officer shall remain in office for a term of one (1) year. Each Ad Hoc Officer shall remain in office until the next AGM and, if the Board of Directors approve her appointment at the next AGM, she shall remain in office for a term of one (1) year.
- 7.3 An Officer shall no longer be a member of the Executive Committee prior to the end of her term if:
- (a) she becomes incapable, by reason of mental disorder, illness or injury, of managing her own affairs and/or her duties as an Officer;
  - (b) she is absent from all ECMs held over six (6) months, and the Executive Committee resolves that her office be vacated;
  - (c) she notifies the Executive Committee that she wishes to resign; or
  - (d) the Executive Committee resolves by a three-quarters (3/4) majority vote (75%) that she is to resign.
- 7.4 Following the vacating of an office in accordance with Article 7.3, the members of the Executive Committee may at their discretion decide to replace the outgoing Officer with another person. The person appointed to replace the outgoing Officer (the “**Replacement Officer**”) shall assume the roles and duties of the outgoing Officer for the remainder of the outgoing Officer’s term.

## 8. EXECUTIVE COMMITTEE MEETINGS AND PROCEEDINGS

- 8.1 The Executive Committee shall meet at least four (4) times per year (each such meeting of the Executive Committee, an “**ECM**”).
- 8.2 The President shall call each ECM at such date, time and place as decided by the President. The President must call an ECM upon the request of two (2) Officers.



- 8.3 The President shall promptly notify the Honorary Secretary of the date, time and place of a proposed ECM so that the Honorary Secretary may send notice of the ECM to the Officers and the Advisory Board. Notice of the ECM and minutes of the previous ECM shall be distributed by the Honorary Secretary to the Officers and the Advisory Board no later than two (2) weeks prior to the date of the ECM.
- 8.4 The President shall act as chair at all ECMs. If the President is absent from an ECM, at the Executive Committee's discretion, the First Vice President (or in her absence, the Second Vice President) shall act as chair, or the ECM shall be adjourned until such time the President is able to attend the ECM.
- 8.5 Quorum for an ECM is one-third (1/3) of the members of the Executive Committee.
- 8.6 A resolution put to the vote of an ECM must be decided on a show of hands, unless a vote by e-mail is duly demanded in accordance with Article 14.
- 8.7 Each Officer is eligible to vote at an ECM and entitled to one vote.
- 8.8 Members of the Advisory Board are entitled to attend the ECMs and receive minutes of the ECMs.
- 8.9 Members of the Advisory Board may not vote at any ECM unless invited to do so by the President or two-thirds (2/3) of the members of the Executive Committee. If members of the Advisory Board are invited to vote at an ECM, each member of the Advisory Board is entitled to one vote. In the event the Advisory Board is invited to vote, the Immediate Past President, who is a member of both the Executive Committee and the Advisory Board, shall cast one vote only.
- 8.10 A resolution of the Executive Committee shall be passed by a simple majority vote of the attending Officers and, where applicable, the attending members of the Advisory Board. In the case of equality of votes, the President shall have a second or casting vote.
- 8.11 The proceedings of the Executive Committee are not invalidated by:
- (a) any vacancy in the Executive Committee;
  - (b) any failure to appoint an Officer; or
  - (c) any defect in the appointment or qualification of an Officer.

## **9. MEMBER ASSOCIATIONS**

- 9.1 A member association of FIWAL shall be called a "**Member Association**".
- 9.2 Eligibility for membership to FIWAL is open to all associations based in London and its surrounding areas which are:
- (a) secular;
  - (b) non-partisan; and
  - (c) governed by a written set of rules such as a constitution or equivalent document.
- 9.3 A prospective member association shall submit an application for membership along with its constitution or equivalent document to the Executive Committee. A designated Officer shall review each membership application and, at her own discretion, submit each application and

corresponding constitution to the Executive Committee for further consideration. The Executive Committee shall consider and vote on the prospective member association's application. If the Executive Committee resolves in favour of the prospective member association's application, the application shall be submitted for final approval to the Board of Directors either at the next AGM or next BDM. If the Board of Directors resolves in favour of the prospective member association's application, that prospective member association shall become a Member Association.

- 9.4 A Member Association must pay annual dues, the amount of which is determined from time to time by the Executive Committee. Each Member Association must pay its annual dues by 1 May of each calendar year. If that date is not a day on which banks are open for business in London, the annual dues shall be paid on the next day (other than a Saturday or Sunday) on which banks are open for business in London.
- 9.5 The Executive Committee may call a BDM to propose the termination of membership of a Member Association for good and sufficient reason. If the Board of Directors resolves in favour of the termination of membership of that Member Association, then such Member Association's membership to FIWAL shall terminate following the relevant AGM or BDM.

## 10. ADVISORY BOARD

- 10.1 The advisory board shall consist of past FIWAL Presidents (the "**Advisory Board**").
- 10.2 The role of the Advisory Board is to provide advice to the Executive Committee. As noted in Article 5.2, the role of the Immediate Past President includes acting as a liaison between the Advisory Board and the Executive Committee.
- 10.3 Every past President of FIWAL automatically becomes a member of the Advisory Board once her term expires.
- 10.4 If a past President chooses not to be a member of the Advisory Board, she shall notify the President in writing.
- 10.5 A member of the Advisory Board shall step down (or be deemed to step down) from the Advisory Board if:
- (a) she becomes incapable, by reason of mental disorder, illness or injury, of managing her own affairs and/or her duties as a member of the Advisory Board;
  - (b) she is absent from all ECMs held over six (6) months, and the Executive Committee resolves that her office be vacated; or
  - (c) she notifies the Executive Committee that she wishes to resign.

## 11. BOARD OF DIRECTORS

- 11.1 The board of directors shall consist of:
- (a) the members of the Executive Committee;
  - (b) the members of the Advisory Board; and
  - (c) three (3) representatives from each Member Association ("**Member Representatives**"),

((a) to (c) together, the "**Board of Directors**").

- 11.2 Member Representatives shall be appointed by their respective Member Association subject to approval by the Executive Committee and shall remain Member Representatives for the duration of two (2) years.
- 11.3 The Executive Committee may call a BDM to propose the removal of a Member Representative from the Board of Directors for good and sufficient reason. If the Board of Directors resolve in favour of the removal of such Member Representative, then such Member Representative shall be removed from the Board of Directors, and another representative from the relevant Member Association shall be appointed.

## **12. ANNUAL GENERAL MEETINGS**

- 12.1 An annual general meeting of FIWAL ("**AGM**") shall be held each year at a date, time and place as determined by the Executive Committee.
- 12.2 All AGMs shall be arranged by the Executive Committee. The Honorary Secretary must notify and present the agenda of an AGM to the Board of Directors at least four (4) weeks before the day of the relevant AGM.
- 12.3 The President shall act as chair at an AGM. If the President is absent at an AGM, at the Executive Committee's discretion, the attending Officers may choose one Officer to be the chair of the AGM before any other business is done, or the AGM shall be adjourned until such time the President is able to attend the AGM.
- 12.4 At each AGM, each Officer shall present an annual report reviewing the previous year's activity highlights of the matters for which she is responsible and the Honorary Treasurer must present the annual audited accounts for the preceding year and the budget for the coming year. In the event an Officer cannot attend the AGM, it is her responsibility to make sure her annual report is distributed in her absence.
- 12.5 Quorum for an AGM is one-quarter (1/4) of the members of the Board of Directors.
- 12.6 A resolution put to the vote of an AGM must be decided on a show of hands, unless a vote by e-mail is duly demanded in accordance with Article 14.
- 12.7 Each Officer and each member of the Advisory Board is eligible to vote at an AGM and entitled to one vote. Each Member Association is entitled to one (1) vote at an AGM, to be cast by its respective Member Representative(s) in attendance. For the avoidance of doubt, an Officer or a member of the Advisory Board at an AGM is eligible to vote for herself but is not eligible to vote on behalf of a Member Association of which she may be a member.
- 12.8 Save for a resolution for the amendment of this constitution, a resolution put to the vote of an AGM shall be passed by a simple majority vote of the attending members of the Board of Directors. In the case of equality of votes, the President shall have a second or casting vote.

## **13. BOARD OF DIRECTORS MEETINGS**

- 13.1 The Board of Directors shall meet (other than at an AGM) at least two (2) times a year (each such meeting of the Board of Directors, a "**BDM**").

- 13.2 The President shall call each BDM at such date, time and place as decided by the President. The President must call a BDM upon the request of one-third (1/3) of all members of the Board of Directors.
- 13.3 The President shall promptly notify the Honorary Secretary of the date, time and place of a BDM so that the Honorary Secretary may send a notice of the BDM to the Board of Directors. The Honorary Secretary must notify and present the agenda of the BDM to the Board of Directors at least three (3) weeks before the day of the BDM.
- 13.4 The President shall act as chair at a BDM. If the President is absent at a BDM, at the Executive Committee's discretion, the attending Officers may choose one Officer to be the chair of the BDM before any other business is done, or the BDM shall be adjourned until such time the President is able to attend the BDM.
- 13.5 Quorum for a BDM is one-quarter (1/4) of the members of the Board of Directors.
- 13.6 A resolution put to the vote of a BDM must be decided on a show of hands, unless a vote by e-mail is duly demanded in accordance with Article 14.
- 13.7 Each Officer and each member of the Advisory Board is eligible to vote at an BDM and entitled to one vote. Each Member Association is entitled to one (1) vote at an BDM, to be cast by its respective Member Representative(s) in attendance. For the avoidance of doubt, an Officer or a member of the Advisory Board at an BDM is eligible to vote for herself but is not eligible to vote on behalf of a Member Association of which she may be a member.
- 13.8 Save for a resolution for the dissolution of FIWAL, a resolution put to the vote of a BDM shall be passed by a simple majority vote of the attending members of the Board of Directors. In the case of equality of votes, the President shall have a second or casting vote.

#### **14. VOTE BY E-MAIL**

- 14.1 In the case of an ECM, an Officer may demand a vote by e-mail, if such Officer considers the subject matter is of a sensitive or urgent nature.
- 14.2 In the case of an AGM or a BDM, one Officer (1) or two (2) members of the Board of Directors may demand a vote by e-mail, if such Officer or members consider the subject matter is of a sensitive or urgent nature.
- 14.3 The determination of whether a subject matter is of a sensitive or urgent nature is at the discretion of the President, provided that nominations to the Executive Committee are generally considered sensitive.
- 14.4 If a vote by e-mail is demanded and the President determines that the subject matter is sensitive or urgent, all votes shall be cast by sending an e-mail to the President.

#### **15. FINANCIAL EXPENDITURE AND OTHER BUSINESS**

- 15.1 Any money acquired by FIWAL, including (without limitation) fees from Member Associations, donations and contributions, shall be paid into an account operated by the Executive Committee in the name of FIWAL. All funds so received shall be applied to further the Aim and for no other purpose.

- 15.2 Bank accounts shall be opened in the name of FIWAL. Any financial expenditure must be authorised by at least two (2) of the three (3) Officers who are designated signatories, as determined by the Executive Committee from time to time.
- 15.3 The fiscal year shall be from 1 May until 30 April of each year.
- 15.4 A budget for each fiscal year shall be prepared by the Honorary Treasurer.

**16. AMENDMENTS**

- 16.1 Amendments to this constitution may be submitted by any two (2) member of the Board of Directors to the Executive Committee. Proposed amendments shall be considered at the next AGM and such proposals must be circulated with notice of the AGM. Two-thirds (2/3) of those present and eligible to vote at the AGM may ratify any amendment to this constitution.

**17. DISSOLUTION**

- 17.1 FIWAL can be dissolved by a two-thirds (2/3) majority vote of all eligible members of the Board of Directors.
- 17.2 In the event of the dissolution of FIWAL, all of the funds and other property, if any, owned by FIWAL after payment of all of its liabilities shall be distributed to charitable organisations as the members of the Board of Directors may decide.