



IWCU

International Women's Contact Utrecht

IWCU Constitution

Approved and adopted at the Annual General Meeting on November 9, 1999 at the Oog in Al Centrum, Utrecht

Registered with the Chamber of Commerce in Utrecht, December 14, 1999. Tanja Jennifer Ham-van der Zalm civil-law notary, Rosemary Jane Abbott, Sheryl Lynne Buckland and Gillian Elaine Reese, IWCU members and signatories on the constitution.

Note: The original constitution exists in Dutch with an English translation; In case of doubt about the meaning/translation, the Dutch text is the legally binding document (see Article 22). The original copy of the constitution is held by the Secretary.

ARTICLE 1. NAME AND SEAT

1. The name of the Association is: International Women's Contact Utrecht (abbreviated to I.W.C.U.).
2. The Association is based in Utrecht.
3. The Association was founded on June 23rd, 1992 and will continue for an indefinite period of time.

ARTICLE 2. PURPOSE

1. The purpose of the Association is to enable women of all nationalities to meet each other and to further these contacts by holding meetings, organizing other activities and through other lawful means.
2. All activities of the Association must conform to its purpose and must not be of a religious, political or commercial nature.

ARTICLE 3. ASSOCIATION YEAR

Both the Association and the financial years run from 1st January up to and including the 31st December.

ARTICLE 4. MEMBERSHIP

1. Only women can be members of the Association.
2. The association consists of members and honorary members.
3. The Board decides who will be accepted as a member. If the Board decides not to accept someone, the General Assembly of the members can override the decision and accept the applicant as a member.
4. Honorary members are those who have been appointed by the General assembly on the recommendation of the Board.
5. For the rest of this document, unless otherwise stated, the word "members" will refer to both ordinary and honorary members.

ARTICLE 5. RIGHTS AND DUTIES OF MEMBERS

1. Rights of ordinary members.
 - a) members may bring guests to meetings and activities whenever there is no restriction for practical purposes.
2. Duties of ordinary members.
 - a) Ordinary members must pay their annual dues.
 - b) Ordinary members must uphold the Constitution.
3. Rights of honorary members.
 - a) Honorary members may attend all I.W.C.U. activities.
 - b) Honorary members are exempt from payment of annual dues.
 - c) Honorary members may bring guests to meetings and activities whenever there is no restriction for practical purposes.
4. Duties of Honorary members.
 - a) Honorary members must uphold the Constitution.
5. Newsletter subscribers are not members of the Association. Subscription holders are obliged to pay their annual fee to continue to receive the newsletter. They do not have the right to vote, or to attend I.W.C.U. meetings or activities.

ARTICLE 6. TERMINATION AND SUSPENSION OF MEMBERSHIP

1. Membership is terminated by:
 - a) the death of the member
 - b) the written resignation of the member
 - c) the dissolution of the Association
 - d) the expulsion of the member.
2. A member can only submit a written resignation within the 4 weeks at the end of the Association year, with the understanding that:
 - a) a member can resign with immediate effect within a month after a decision is reached to change the Association to another form or to merge (with another group)
 - b) a member can resign with immediate effect within a month after a decision whereby members' rights are reduced, or their obligations (with the exception of financial obligations) are increased, if this is unacceptable to the member.
3. The Board can request a member to resign from the Association. This can occur whenever a member acts contrary to the requirements of membership, does not fulfil their duties to the Association, or whenever the Association cannot reasonably be expected to allow the membership to continue. Enforced resignation at the Board's request takes immediate effect.
4. Unless it is mentioned elsewhere in this article, membership runs from the 1st January up to and including the 31st December.
5. Expulsion from the Association is carried out by a meeting of the General Assembly of members). This can only be declared when a member acts contrary to the constitution, by-laws, or decisions of the Association, or has in some way harmed the Association by their unreasonable behaviour. Expulsion ends the membership with immediate effect.
6. Even if their membership is ended in the middle of the Association year, the expelled member is not entitled to a refund of their yearly dues (i.e. the money is forfeited).
7. Whenever membership is cancelled on behalf of the Association (i.e. by the Board in an enforced resignation), the member has the right to appeal (within a month of receipt of the notice that their membership is cancelled) to the General Assembly of members. During the period pending appeal and during the appeal hearing itself, the member is suspended.
8. The Board can decide to suspend a member. If a decision is not made to expel the member within 3 months, the suspension ends.

ARTICLE 7. THE BOARD

1. The Board consists of at least three members, who have been elected from the membership at the general assembly of members (usually the A.G.M.). The number of (additional) Board members is fixed by the General Assembly.
2. Candidates for the Board can be nominated by the Board, or can be proposed by at least a tenth of those members who are entitled to vote.
3. The minimum positions that need to be filled in order for the Board to function are Chairperson, Secretary and Treasurer. Board members are elected to specific functions. A Board member can hold more than one function.

ARTICLE 8. COMMITTEES

1. The Board can establish and abolish one or more standing committees.
2. The Board determines/lays down the task and the authority of the committees.
3. The members of the committees are elected and dismissed by the Board.
4. The Chairperson of such a committee is a member of the Board.

ARTICLE 9. DURATION, TERMINATION OF BOARD MEMBERSHIP AND SUSPENSION

1. The term of office for a Board member is one year. Officers can be re-appointed straight away, though not for longer than for four consecutive years. The fixed term of 4 years does not apply to the Open-Door Co-ordinator, who is indefinitely re-appointable.

2. A Board member loses their function through:

- a) the end of their membership of the Association
- b) a written request to resign their office (presumably from the General Assembly)
- c) the loss of control over their faculties (i.e. mental breakdown)
- d) the end of the term for which they were elected to serve
- e) the end of the function to which they were elected.

3. If for any reason any officer(s) from any position on the Board leave the Board, the other Board members must fulfil the duties of the vacant post(s), to ensure a competent Board. They can, however, only do this for a period of 3 months, within which time a General Assembly must be called to hold an election to fill the gap(s).

ARTICLE 10. BOARD'S TASK AND AUTHORITY

1. The Board's role is to guide the Association. The Board can delegate its authority – with clear definition – to others (e.g. the standing committees). Any one who takes on this authority, carries out its tasks in the name of the Board and is accountable to the Board.

2. The Board, with the approval of the General Assembly, has the authority to buy and sell property.

ARTICLE 11. REPRESENTATION (OF THE ASSOCIATION)

The Association is represented by the Board. Furthermore, the Association can be represented by two currently serving members of the Board, one of whom must be the Chairperson.

ARTICLE 12. PROPERTY (OF THE ASSOCIATION)

1. The property of the Association comprises of:

- a) subscriptions (from membership dues and newsletter subscriptions)
- b) inheritances
- c) gifts, subsidies and other assets
- d) all other received contributions

2. Inheritances cannot be accepted if the debts of the (bequeathed) estate exceed the value of the estate (i.e. we cannot claim money from an estate that is already in debt).

ARTICLE 13. ANNUAL REPORT, ACCOUNTS AND ACCOUNTABILITY

1. The Board is obliged to conduct the administration of the Association in a proper manner. All financial records, minutes of meetings and other documents relating to the Club's financial position and to the way in which it conducts its business (including what the plans are for its future) have to be saved in a manner that makes them easy to refer to. The members have a right of access to these documents.

2. The Board has to call a General Assembly (usually the Annual General Meeting) within 6 months of the end of the Association year, to present an Annual Report about the way the business of the Association is going and the policies pursued. The Board can only go beyond this 6 month limit with the permission of the General Assembly.

The Annual Report must provide a statement of the financial balance of income/expenditure, with an explanation of the statement, for the approval of members. These items are signed by the members of the Board: if any signatures are missing, an explanation needs to be given. During the 6 month period, any member of the Board has a right to demand that these obligations are met.

3. Each year the Association members select an Auditing Committee of at least two members, who cannot be on the Board. The Auditing Committee checks that the financial records mentioned at item 2 are correct and reports on its findings to the General Assembly (in our case the A.G.M.).

4. Non-members (or members who are not on the Board) can be invited by the Board or the General Assembly of members to act as Chairperson and/or Secretary of a General Assembly.

5. The Board is obliged to keep all the records mentioned in items 1 and 2 for a period of 7 years.

ARTICLE 14. GENERAL ASSEMBLY

1. Each year, at most 6 months from the end of the Association year, a General Assembly (the Annual General Meeting) must be held.

2. Other General Assemblies can be held as often as the Board considers it necessary.

3. Furthermore, if one tenth of the members request in writing for a General Assembly to be held, the Board is obliged to call one within 4 weeks of the receipt of the request. If the Board fails to do this, the members who have requested the General Meeting can call one themselves, in line with the procedure in given in article 15.

ARTICLE 15. NOTIFICATION AND ADMISSION TO GENERAL ASSEMBLY

1. The General Assemblies (including the A.G.M.) are called by the Board. The notification should be in writing to the addresses of members, as given in the membership list. The notification may be included in the newsletter, which is sent to all the members. Notification is to be given at least 14 days in advance, not including the day of receipt of the notification and the actual day of the meeting.

2. Notification should include a list of subjects for discussion at the meeting (i.e. an agenda). Ordinary members can propose their own items for A.G.M. agendas. These items must be submitted in writing to the Board at least 35 days prior to the date of the A.G.M.

3. All non-suspended members of the Board and the Association have the right to attend the General Assembly (includes the A.G.M.). The General Assembly itself decides if other people can be present.

ARTICLE 16. VOTING RIGHTS AND DECISION-MAKING

1. In meetings all ordinary members who have not been suspended have the right to vote. Each member has one vote. Each member is allowed to cast her vote by written proxy. She does this via another member. The number of proxies a member may carry is limited to one. Written proxies must be delivered to the Board before the beginning of the Assembly.

2. Decisions are made by majority of the valid votes, unless it states otherwise in this constitution. Unmarked voting papers are not counted.

3. If the voting is even with regard to a proposition (unless it is regarding the election of a person), then the proposition is disregarded/not carried.

4. If, in the election of a person, nobody gets a majority vote, then the decision will be made between the two people who have the most votes, through a drawing of lots.
5. A unanimous vote by all members for a decision has the same weight as the decision of the General Assembly, even if the vote was not taken in a meeting. The Board, however, must know about the vote in advance.

ARTICLE 17. REGULATIONS/BY-LAWS

1. Any matters may be covered in the by-laws, as long as the by-laws do not contain rules that contradict the law or the constitution.
2. A by-law is determined and changed via the General Assembly. A copy of the actual text with an explanation of its meaning must be made available in a place for the members to inspect five days before the relevant meeting, until the end of the day that the meeting takes place. Alternatively, the newsletter can be used for this purpose.

ARTICLE 18. CHANGING THE CONSTITUTION, MERGERS AND DIVISIONS OF THE GROUP

1. The constitution of the Association can only be amended by a decision of the General Assembly, which has been convened by a notice stating that at the Assembly an amendment of the constitution will be proposed.
2. The text of the proposal to amend the constitution must be made available for inspection by the members at an appropriate location at least 5 days prior to the General Assembly, until the end of the day of the Assembly. Alternatively, the newsletter can be used for this purpose.
3. The decision to change the constitution can only be made by a majority vote of at least two thirds of the valid votes. At least one fifth of the membership must be represented at the General Assembly (for a vote to take place).
4. If at least one fifth of the membership is not represented at a meeting that has been called to change the constitution, then a new meeting has to be called – to take place at least one week later, within 6 weeks of the first meeting. In this (second) meeting, the alterations can be passed by a majority vote of at least two thirds of the valid votes, regardless of the number of members represented at the meeting.
5. The same procedures given in this article are to be used in the event of a merger or a division of the Association into two or more separate groups.

ARTICLE 19. (UNTITLED)

The procedures given in article 18 do not apply in the event that all members with a right to vote are present (or represented) at a meeting and the decision to change the constitution is accepted by a unanimous vote.

ARTICLE 20. (UNTITLED)

The altered constitution only becomes effective after the decisions (taken by the General Assembly) have been incorporated into an official notary's deed.
Each Board member is individually authorized to arrange for the notary action.

ARTICLE 21. DISSOLUTION

1. The Association can only be dissolved by a decision of the General Assembly. The procedures given in articles 18 and 19 are applicable.
2. The Association remains in existence after dissolution until all its financial assets have been distributed. During this time any items/announcements that go out in its name have to contain a notice that the Association is in liquidation. The dissolution becomes final at the time when no further claims on the Association's financial assets are outstanding.
3. The Board is responsible for the distribution of the Association's assets and the Board has to continue to carry out its duties for the duration of the dissolution process.
4. The general Assembly decides how the net balance remaining at the end of the dissolution process should be distributed.
5. After the dissolution, the accounts and records of the Association must be held for 7 years by somebody selected by the General Assembly as the proper person for this task.

ARTICLE 22. FINAL CLAUSE

The General Assembly has the authority to decide all matters, unless the law or the constitution gives the authority to decide upon a particular matter(s) to another body.

I.W.C.U. BY-Laws

Approved and adopted at the Annual General Meeting on May 9, 2000
At the Oog in AI Centrum, Utrecht

ARTICLE 1. LANGUAGE SPOKEN

English will be the language for all formal business and the language spoken at social activities.

ARTICLE 2. MEMBERS

- 2.1 – Refer to Articles 5 and 6 of the Constitution for information on member rights and duties.
- 2.2 – Members must remit their subscription fees to the Treasurer within 30 days of having been accepted for membership. Existing members are required to pay their subscription fees within 6 weeks of the start of the new membership year.
- 2.3 – Members who have paid their subscription fees will be included in the Membership Directory. The Membership Directory will be used for Club business only, in line with Article 2 of the Constitution.
- 2.4 – Members not resident in the Netherlands will receive IWCU publications through the normal post and be listed in the Membership Directory upon payment of their subscription fee.
- 2.5 – Members may bring guests to the monthly meetings whenever there is no restriction for practical purposes. Guests may attend up to two activities not advertised specifically as open to family and friends, before being asked to join as members of the Club. (This does not include attendance at the monthly evening meetings, which are always open to guests subject to payment of the normal fees.)
- 2.6 – Refer to articles 5 and 6 of the Constitution for information on member disciplinary and appeal procedures.

ARTICLE 3. BOARD

3.1 – The Board's role is to guide the Association. See Article 10 of the Constitution and Appendix A.

3.2 – The composition of the Board (see Article 7, items 1 to 3 of the Constitution) must be as follows:

- 3 designated posts (Chair, Secretary and Treasurer)
- named posts with specific duties and responsibilities

The three designated posts must be filled first – this is a legal obligation. The posts with specific duties and responsibilities are then to be filled.

See Appendix A for details of the duties of designated and named post holders.

3.3 – One of the 3 key designated post holders (see Article 7, item 3 of the Constitution), or the Vice-Chairperson must be present at Board meetings, in order for the voting procedure to be valid.

3.4 - Board members are required to attend a minimum of 60% of the monthly Board meetings during their year of office.

3.5 – Board meetings are open to all IWCU members, who are welcome to contribute to discussions, however only Board members are entitled to vote in Board meetings on the issues discussed. It is the responsibility of individual Board members to request a vote, if they consider it necessary.

3.6 – Decisions at Board meetings to be reached by a majority vote of the Board members present. In the event of a job-share for a Board position/positions, only one vote to be allowed per position. The Chair to establish at the start of each meeting who will be able to vote in the course of the meeting.

3.7 – The notes of Board meetings (to include a record of any decisions made) must be kept on the Secretary's file. This is a legal obligation – see Article 13, item 1 of the Constitution.

3.8 – Proposals to the General Assembly put by the Board as a whole, should have been discussed and agreed at a previous Board meeting.

3.9 – If a Board member determines that they need assistance with their position, they must approach the Board first for approval to recruit an assistant, or to set up a standing committee.

Note: See Policy and Procedures File for details of the registration process.

ARTICLE 4. COMMITTEES

4.1 – The only legally required committee is the Auditing Committee – see Article 13, item 3 of the Constitution for the composition and function of this committee.

4.2 – Committees can vary, depending on the needs of the IWCU. Specific committees may be appropriate for particular situations – see Policy and Procedures File for suggestions.

4.3 – The Chairperson of any committee is required to submit a written status/progress report (to include financial matters) to the monthly Board meetings.

4.4 – Committees must submit financial proposals for planned expenditure to the Board for approval before the plans are implemented.

Note: Any subsequent increases in costs, of more than 10% from the original financial proposal, must be approved by the Board before the extra costs are incurred.

4.5 – Committee participation is open to all members. Requests to join any of the committees must be submitted to the Board for prior approval.

ARTICLE 5. FINANCIAL MANAGEMENT

The financial year runs from the 1st January to the 31st December, as stated in Article 3 of the Constitution.

5.1 – IWCU committees or groups can ask for support for any extraordinary activities open to all members. The Board will make special regulations to cover the situation, if necessary.

5.2 – 5% of the net profits of any IWCU fund-raising events, held to benefit other organisations (eg, a charity), will be returned to the IWCU charity account, to provide a float for the next event.

5.3 – Any member who acts on behalf of the IWCU in organising an activity or event is responsible for the finances involved and must submit a financial account (IWCU Activity/Event Finance Report Form) to the Treasurer no later than 4 weeks after the event has taken place.

5.4 – Membership subscription fees, visitor fees and newsletter subscription fees to be proposed by the Board for approval at the AGM. The membership fees for new members who join the Club for half a year only will be at a reduced rate, as agreed at the AGM.

5.5 – The Treasurer must present a proposed budget for the new Club year on behalf of the Board to the AGM, for approval by the General Assembly.

5.6 – All credits and debits from/to the bank account to be made in the name of the International Women's Contact Utrecht. Withdrawals to require the signature of the Treasurer up to amounts decided by the Board and of the Treasurer and Chairperson for all others.

5.7 – After all expenses are paid, a minimum of four hundred and fifty euros (EUR 450) to be left in reserve in the Club accounts at the end of each financial year, in addition to any subscription fees paid in advance for the following year. This "float" is to protect against insolvency.

5.8 – Board members to be entitled to reclaim from the Treasurer any reasonable receipted expenses incurred on behalf of the IWCU – such expenses as are approved by the Board.

5.9 – Registration at the Kamer van Koophandel (the Chamber of Commerce) provides protection against financial liability. Should financial problems arise, the KvK must be informed by the Club Chairperson as soon as these difficulties become apparent.

Note: In the event of possible dissolution of the Club, consult Article 21 of the Constitution for the relevant procedure.

ARTICLE 6. GENERAL ASSEMBLIES

6.1 – General Assemblies (i.e. meetings of the full membership) to be conducted in accordance with the Constitution. Refer to Articles 13,14,15 and 16.

6.2 – If the Board decides not to convene an Election Committee to implement the election procedure, Board members to be allocated the tasks that would normally be carried out by an Election Committee's members. If it has been decided to convene an Election Committee for a General Assembly, the membership of the Committee to be announced to IWCU members beforehand. (See the Policy and Procedures File).

6.3 – In order to give members the opportunity to vote via a proxy at the AGM, a proxy form will be included in the newsletter prior to the meeting. This must be signed by the member and brought to the meeting to be given to the Chairperson or Vice-Chairperson before voting commences.

6.4 – An annual report will be issued at the AGM for the relevant financial year. For details of the legal requirements, see Article 13 of the Constitution. Additional items to be reported upon as decided by the Board.

6.5 – If an Extraordinary General Meeting needs to be called by either a Board member or any other member, the procedures are given in Articles 6,9,10,14,17, 18, 21 and 22 of the Constitution.

ARTICLE 7. NEWSLETTER.

7.1 – In accordance with Articles 15 (item 1) , 17 (item 2) and 18 (item 2) of the Constitution, the newsletter may be used as a means of official communication for formal procedures.

7.2 – A minimum of 6 newsletters must be published each year on a bi-monthly basis.

ARTICLE 8. AMENDMENT OF THE BY-LAWS.

If an amendment to the By-laws is required, it must be carried out via the General Assembly (i.e. a meeting to which all the members are invited). See Article 17 of the Constitution for details of the procedure.

ARTICLE 9. MEMBERS' ACCESS TO CONSTITUTION AND BY-LAWS.

All members will receive a copy of the Constitution and the By-laws.

Note : Although Appendix A – Role of the Board and the duties/responsibilities for standard Board positions – is contained in a separate document, it is an integral part of the By-laws and can only be altered in line with Article 8 of these By-laws.

As agreed at the March 2000 Board Meeting, the Policies and Procedures Committee will produce the Policy and Procedure File that is referred to in the By-laws.

BY-LAWS APPENDIX A

I.W.C.U. BOARD – POST DESCRIPTIONS

All Board members have voting rights and are collectively responsible for the efficient working of the Board. Board members are expected to attend Board meetings.

If any of the following Board members are unable to fulfill her duties for an extended period, she must inform the Board so that a stand-in can be appointed.

Chairperson

Ensures that the Club operates within the law, the I.W.C.U. constitution and the I.W.C.U. by-laws. Considers development fo the Club for the following financial year, in discussion

with the Board. Ensures that policies and procedures are followed and reviewed. Co-ordinates Club planning and organisation and liaises with individual Board members to facilitate effective teamwork. Chairs Board meetings – follows up assigned activities/actions. Opens monthly meetings and makes announcements. Notifies general members or Board members of Board decisions pertaining to that member.

Vice-Chairperson

Works with the Chairperson to carry out Club planning/ organization and other duties. Co-ordinates the monthly evening meetings – booking room, arranging speakers and ensuring access to the room. Co-ordinates workshop proposals, ensuring that they are organized on a non-commercial basis, in line with Club standards. Familiarizes self with the duties of Chairperson, in order to stand-in as appropriate.

Treasurer

Handles all the Club's monetary transactions and keeps full and accurate financial records of these financial transactions. Advises the Board on financial matters. Monitors financial management of all committees. Manages the IWCU Charity Bank Account. Collects membership dues. Ensures that the Kamer van Koophandel (Chamber of Commerce) membership fee is paid annually. Works in conjunction with the Chairperson/Board to draw up a budget proposal for the following financial year. Co-ordinates financial transactions at the monthly evening meetings.

Secretary

Keeps full and accurate records of the Club's decisions and activities, in line with the Constitution. Assists the Chairperson in matters relating to the constitution, by-laws, policies and procedures. Deals with Club correspondence. Prepares agendas and writes-up/distributes minutes for the monthly Board meetings. Maintains the "Important Information Binders."

Membership Co-ordinator

Carries out enrolment procedure for new members and the re-enrolment of continuing members. Maintains the membership database and produces the membership directory. Provides up to date labels for mailing for newsletter etc. Calls newcomers after monthly meeting to encourage them to attend further activities. Administers the annual membership survey.

Newsletter Editor

Manages the production and distribution of the bi-monthly newsletter to a specific deadline, as agreed with the Board. Ensures that issues include all pertinent and timely information regarding official Club business. Encourages and collects written contributions from members. Develops the format/ presentation style of the newsletter in conjunction with the Board. Chairs the Newsletter Committee.

Social Co-ordinator

Plans and co-ordinates the Club's social activities, with assistance from other Board members, members of the Social Committee and members of the Club. Chairs the Social

Committee. Ensures as far as possible that a suitable range of activities is offered to cater for the varying needs of members. Serves as a contact point for social activities. Helps create a friendly and welcoming atmosphere for members, their guests and other visitors. Co-ordinates refreshments at monthly meetings. Provides information about the social activities calendar to the Newsletter Editor or to the Newsletter Committee, in time for the information to be included in an appropriate edition of the newsletter.

Open-Door Co-ordinator

Serves as contact person for the association of women's contact groups throughout the world. Represents the I.W.C.U. at meetings with these other groups. Helps to maintain links with other groups in the association.

Marketing/Publicity Co-ordinator

Focuses on getting the word out about the Club. Recruits financial sponsors for the Club and advertisers for the newsletter. Organizes the publicity for the Club – poster distribution, leaflets, mail shots etc. and ensures that a stock of up to date publicity materials is maintained. Co-ordinates the Club web-site. Organizes activities to raise funds, to enable the Club to develop its services and programmes for the benefit of its members. Chairs the Marketing and Publicity Committee.

Charity Co-ordinator

Plans and co-ordinates the Club's philanthropic charitable activities with assistance from other Board members, members of the Charity Committee and members of the Club. Chairs the Charity Committee. Records decisions made by the Committee and is a liaison to the Board. Collects donations, provides written receipts and ensures that funds and financial records are passed on to the Treasurer.

Contact Person

Co-ordinates the response to inquiries about the I.W.C.U. via telephone/post-mail/e-mail and other means. Distributes information packs to prospective members. Keeps records of inquiries/contacts. Helps Social Co-ordinator to make new members welcome at Club activities. Newcomers to be encouraged to become an assistant to a specific post, or to join a standing committee.