

THE CONSTITUTION

1. **Title:** Highland Business Women's Club

2. **Object:**

The object of the Club is to bring together women with business interests, to provide a forum on relevant topics and to do anything ancillary to such object.

The Club will have particular interest in:

- ◆ developing a networking system and improving networking skills;
- ◆ ensuring that members' views on business and related subjects are heard in influential organisations and that members have a say on all business and related subjects;
- ◆ strengthening links with other business clubs, organisations and international groups;
- ◆ using new technology to combat the problem of networking in remote areas.

3. **Membership:**

Membership of the Club shall be open to women with business interests. All applications for membership shall be vested in the membership. A candidate, subject to her application being approved by 2/3rds of the members present at a meeting of the Club, shall be entitled to the privileges of membership as specified in paragraph 14 hereof from the date on which her subscription has been paid.

The Committee shall maintain a register of all members, which, on request by any member who is not in arrears, shall be open for scrutiny.

4. **Offices:**

The honorary office bearers of the Club ("the Committee") shall normally consist of a President, Vice-President, Treasurer and four office bearers (precise titles to be determined) and three committee members and after the first year of operating also the immediate past President for one year only. The post of Secretary is a part-time paid position to be appointed/terminated at the discretion of the current Committee.

5. **Management:**

The affairs and property of the Club shall be managed by the Committee which shall delegate any part of its duties, with such powers as it may deem necessary, to one or more of its members or to sub-committees (whether composed of members of the Committee, of the Club, or both.) The Committee shall have power, at its absolute discretion, to deal with any matter not provided for in these Rules and to do all such things as are incidental or conducive to the attainment of the above aims, or any of them, subject only to the following declarations:

- (a) All decisions will be presented for homologation at the next regular meeting of the membership or failing such a meeting, at a special meeting to be called within 60 days of the decision having been taken.

- (b) The income and property of the Club, heritable and moveable, whensoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in Paragraph 2 hereof and no portion thereof shall be paid or transferred, directly or indirectly, by the way of bonus, bonus dividend, or otherwise howsoever by way of profit to the members of the Club.
- (c) If upon the winding up or dissolution of the Club there shall remain, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club, but shall be given or transferred to some Club or society or other body having objects similar to those of the Club, which failing, to some charitable institution to be determined by the members of the Club at or before the time of dissolution. No such special resolution to wind up or to dissolve the Club shall be passed unless carried out by a 2/3rds majority of the members present.

6. Election of Committee:

The Committee shall be elected at the Annual General Meeting of the Club and shall take office from that date for a period of one year. Committee members are eligible for re-election for up to a maximum of three consecutive years except when a Committee Member, having already served three consecutive years, is elected (for a first time) as President. In these circumstances she may serve for a fourth consecutive year in order to carry out her Presidency.

Following non-participation for a period of one year, members may stand again for re-election to the Committee.

7. Co-opted Members of Committee:

The Committee shall be entitled to co-opt members to fill casual vacancies in the Committee and to co-opt additional members, not exceeding four in number, with full power to vote at any Committee meeting. The Committee shall also co-opt any number, (whether members or not) for any special purpose, but without the power of vote at any meeting.

Members co-opted onto the Committee with full powers to vote at Committee meetings, prior to the General Meeting and in any year, will be eligible for re-election for a further two consecutive years only.

8. Membership Subscriptions and Financial Year:

All members shall pay the subscription as fixed by the Club at a special meeting to be held in June. The new rate shall apply from the first day of September following the June special meeting. The subscription rates may be altered only at a Special or General Meeting. Notification of any proposed alteration must be made at least 14 days before the special meeting. The Club's financial year shall be from first January to 31 December. The membership year shall be from first September to thirty-first August. The subscription for the following year shall thereupon be due and if not paid by the last day of September, membership shall lapse without prejudice to a later application to rejoin. The fee may be paid by staged payments at the Committee's discretion.

9. Expulsion:

The members shall have the power, on a 2/3rds majority present at a regular or Special meeting; to expel a member for any conduct deemed detrimental to the good name of the Club.

The Committee shall have the power on a 2/3rds majority of the whole Committee, to recommend to the membership at the next regular meeting or

specially convened meeting, to expel a Committee member for any conduct deemed detrimental to the efficient working of the Committee.

10. Annual General Meeting:

The Annual General Meeting shall be held in March every year, failing which within three months following the end of the Club's financial year (except in exceptional circumstances of which the Committee shall be the judge.) Members must be given 21 days notice of an Annual General Meeting. Correct books of account shall be kept showing the financial affairs of the Club. The Club's accounts shall be prepared annually and certified by a responsible person agreed by the Committee.

11. Special General Meeting:

Fourteen days notice must be given of a Special General Meeting. A Special General Meeting shall be called either at the discretion of the Committee or following receipt by the Secretary of a requisition signed by 25% of the members. In both circumstances the reason(s) for the Special General Meeting must be stated.

12. Quorum:

A quorum for an Annual General Meeting or a Special General Meeting shall be 25% of the membership but subject to a minimum of 10. This quorum also applies to a general Club meeting where any decisions are taken. The quorum for a meeting of the Committee shall be 5 members.

13. Voting:

Each member may vote personally, by post or by proxy. A proxy vote shall be defined as written authority vested by one member in another to vote in a specific direction, on a specific motion at a specific meeting, on a specific date. Only fully paid up members of the Club may vote. When matters are put to vote, the issue will be decided by a simple majority (except: see paragraphs 3, 5, 9 and 17). The Chairman of the meeting shall have a deliberate vote and in the event of equality, a casting vote.

14. Privileges:

Every member of the Club during the period of membership shall be entitled to:

- (a) obtain a membership card and a copy of all periodical and annual Club publications;
- (b) enjoy all facilities organised or offered by the Club, subject only to the conditions of the constitution and the bye laws as specified in paragraph 16 hereof.

15. Freedom from Liability:

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

16. Bye Laws:

The Committee shall have the power to amend or introduce any bye laws deemed necessary in connection with the running of the Club. Alteration of bye laws must be presented for homologation at the next regular meeting of members. All amendments to bye laws shall be binding on all members.

17. Alteration of Constitution:

This Constitution may be altered or added to only if the alteration or addition has been approved by 2/3rds of those present and voting at an Annual General or Special General Meeting.

Proposed changes in the Constitution which have been proposed and seconded by fully paid up Club members must be lodged with the Committee in writing not later than twenty eight days before an Annual General or Special General Meeting.

18. Title to Heritable Property:

The title to any and all heritable subjects acquired by the Club shall be taken in the names of the President, Secretary and Treasurer for the time being and their successors in said offices as trustees for the Club. All deeds or writs bearing to deal with land or heritable property shall be signed by the President, Secretary and Treasurer.

Adopted as the Constitution of the Business Women's Club – Highlands & Islands by the Members at the first Annual General Meeting of the Club held on 6 December 1995 and revised as agreed by the members of the Club at the Annual General Meeting held on 3 March 2004.