

THE CONSTITUTION



1. TITLE

The club shall be called Edinburgh's Businesswomen's club (The Club).

2. OBJECT

The object of the club is to bring together entrepreneurs, managers, professionals and other independent minded women to provide a forum for informative discussion on relevant topics and to do anything to support such object.

3. MEMBERSHIP

Membership of the Club shall be open to all who are interested in the Object of the Club

Ratification of any application for Membership shall be vested in the Committee (as hereinafter defined). A candidate shall be entitled to the privileges of membership as specified in paragraph 14 hereof from the date on which their subscription has been paid.

There are two membership categories: Individual and Corporate.

4. OFFICES

The office bearers of the Club (the Committee) shall normally consist of a President, Vice President, Treasurer, Meetings Secretary, Membership Secretary, Communications Officer, Social Secretary, Sponsorship Secretary, Social Media Secretary, Web Editor and four ordinary Committee Members and after the first year of operating , also Past President.

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 power 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. The Committee shall ensure that, at all times, the reserves of the Club shall equal no less than double the anticipated liabilities in any given year (Reserves).

The amount of Reserves shall be declared annually at the Annual General Meeting of the Club (Declaration). If during the financial

year following the Declaration the amount of cash available to the Club breaches the level of the Reserves, an Extraordinary General Meeting shall be called and a resolution arrived in order that the Reserves level can be remedied.

- b. 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, an Extraordinary Meeting shall be called and the manner of distribution of any such property shall be decided upon.

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 minimum period of two years. The Posts of President and Vice-President shall be elected by the Committee from existing Committee members unless no suitable candidate is available.

The Committee shall be incentivised according to The Committee Incentivisation Scheme (as amended from time to time).

An Executive Group will be established and governed in accordance with The Executive Group roles and responsibilities (as amended from time to time).

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 powers 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 Committee meetings.

8. ENTRANCE FEES, SUBSCRIPTION AND FINANCIAL YEAR

New members will pay a registration fee, which will fall due for any member that allows their subscription to lapse. All members shall pay the subscription as fixed by the Club in the General Meeting. The registration fee and subscription rates may only be altered at a General Meeting. Notification of any proposed alteration must be made at least 14 days before the Meeting.

The Club's Financial Year shall end on the 31st December and the Membership year shall end on 31st March or on the anniversary of joining. The Subscription for the following year shall be due at the anniversary date, and if not paid by 5 weeks after the renewal date Membership shall lapse.

9. EXPULSION

The Committee shall have the power, on a two thirds majority to expel a member for any conduct deemed detrimental to the good name of the Club, but subject always to the right of such member to appeal to the first General Meeting thereafter and such expulsion not being effective until the decision of such General Meeting.

The Committee shall have power on a two thirds majority of the whole Committee to expel a Committee member for any conduct deemed detrimental to the good name of the Club.

10. ANNUAL GENERAL MEETING

The Annual General Meeting shall (except in exceptional circumstances of which the Committee shall be the judge) be held in the month of March. Correct books of account shall be kept showing the financial affairs and intrusions of the Club. Accounts will be prepared annually as at 31 December.

11. SPECIAL GENERAL MEETING

A Special General Meeting shall be called either at the discretion of the Committee, or within fourteen days of the receipt by the Meetings Secretary of a requisition signed by 25 per cent of the members stating the reason for such meeting.

12. QUORUM

A Quorum shall be 8 for General Meetings and 4 for a Committee Meeting.

13. VOTING

Each member may vote personally or by proxy. No member shall be entitled to vote at any meeting unless all monies due by such member have been paid to the Club.

14. PRIVILEGES

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

- a) A copy of all periodicals and annual Club publications.
- b) Enjoy all the facilities organised or offered by the Club, subject only to the Conditions of this Constitution and the Bye Laws as specific in paragraph 16 hereof.
- c) Access to the Members' only areas of the website.

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 item 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 powers to make any Bye Laws deemed necessary in connection with the running of the Club and such Bye Laws shall be binding on all members.

17. ALTERATION OF CONSTITUTION

The Constitution may be altered or added to only if the alteration or addition has been approved by a two thirds majority of those present and voting at a 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, Meetings Secretary and Treasurer, for the time being, and their successors in all said offices as Trustees for the Club. All deeds and writs bearing to deal with land or heritable property shall be signed by the President, Meetings Secretary and Treasurer.