

## **ASSOCIATION OF SCOTTISH BUSINESSWOMEN CONSTITUTION**

### **Article 1 Name**

The name of the association is the Association of Scottish Businesswomen (“ASB”).

### **Article 2 Purpose**

The purpose of the ASB is to bring together associations of, or business clubs for, professional and business women in Scotland (the “member clubs”) in order to:

1. Promote the advancement of women in the professional and business world.
2. Enable member clubs to share knowledge, skills and experience.
3. Provide a forum for discussion, development and networking between member clubs.
4. Provide educational programmes to encourage the development of women in the professional and business world.
5. Operate, negotiate and contract on behalf of member clubs in a manner determined by the Executive Committee (“the Committee”).
6. Exert appropriate influence to promote the advancement of women.

### **Article 3 Powers**

The ASB shall have such powers which are deemed necessary for the proper furtherance of its purposes provided that:

1. The ASB shall not be operated for profit.
2. The income and property of the ASB shall be applied fully towards the promotion of its purposes.
3. No part of the ASB's net income and property shall be paid or transferred to any member club or individual belonging to a member club save that any individual or member club shall be entitled to receive reasonable expenses incurred in furthering the purposes of the ASB, provided that such expenses shall have received the sanction of the Committee, or in the case of an emergency, the sanction of the President of the Committee and one other Office Bearer.

### **Article 4 Members**

1. Membership of the ASB shall be limited to active Business Women's groups throughout Scotland
2. Groups wishing to become members of the ASB shall require to make written application to the Committee and the Committee shall determine the eligibility of any applicants.
3. Business women's groups shall be eligible for membership of the ASB provided that they broadly support the purposes of the ASB.
4. The rights and privileges of a member club of the ASB shall not be transferable. Membership of ASB does not automatically entitle an individual member of a member club to the benefits of individual membership of all the member clubs.
5. All member clubs of the ASB shall be required to pay an annual subscription, which shall be fixed by the Committee from time to time. The subscription for the following year shall fall due at the AGM.
6. Eligibility for membership of the ASB shall cease:
  - a. Upon a member club's resignation given in writing to the Committee.
  - b. Upon a member club's failure to pay the subscription for membership without good reason within three months of receipt of a demand for the same.
  - c. Upon a decision by the Committee requiring resignation of the member club. In this case, the President shall inform the member club in writing. The member club shall have the right to appeal to the Committee at the next meeting and shall inform the President at least 7 days before the

Committee meeting if they intend to appeal. The decision of the Committee after hearing an appeal is final.

#### **Article 5 Registers of Members**

Member club information shall be recorded on the ASB web site. Each member club shall maintain their own register of club members.

Membership of the ASB and acceptance of these rules by the member club will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998.

#### **Article 6 Liability**

Members of the ASB, their guests or visitors may use the facilities of the ASB, entirely at their own risk and impliedly accept:

- i. The ASB will not accept any liability for any damage to or loss of property belonging to club members or their guests when attending an ASB meeting or event.
- ii. The ASB will not accept any liability for personal injury arising out of attendance at ASB meetings or events either sustained by members or their guests or caused by them, whether or not such damage or injury could have been attributed to or was occasioned by the neglect, default or negligence of any of them, the Officers, Committee or servants of the ASB.

#### **Article 7 Executive Committee**

The business of the ASB shall be managed and directed by the Committee.

1. The Committee shall be comprised of no fewer than nine members. These members shall be elected to the Committee as follows:
  - a. The President of the Committee shall be elected by the Committee members, as provided in terms of sub paragraph 3 hereof.
  - b. The President/Chair of each member club shall be a member of the said Committee.
  - c. If there are insufficient members, the remaining members of the Committee shall be nominated by member clubs and elected by the Committee.
2. The Office Bearers of the Committee shall be as follows:
  - a. The President of the Committee.
  - b. The immediate Past President.
  - c. The Vice-President, Secretary and Treasurer of the Committee. These shall be proposed from among the Executive (past and present) and ratified at the Annual General Meeting of the ASB and shall take up their posts immediately following the AGM.
3. The President of the Committee shall be elected every two years by the Committee members, which elections shall be held no less than six months prior to the expiry of the Incumbent President's term of office. If there is more than one candidate, then there shall be a ballot. It will be a secret ballot and proxy votes will be accepted. The individual elected as President (the President Elect) shall assume office as President immediately upon the expiry of the Incumbent President's term of office, which date of expiry shall coincide with the AGM of the ASB. No current president or vice president (or equivalent) of any member club shall be eligible for election as President of the Committee.
4. The Committee shall have the power to co-opt individuals with specialist and other skills to sub committees and to the Committee itself as shall be required from time to time, and as the Committee shall determine. Any co-optees shall require to be an individual member of a member club of the ASB. Any individual co-opted to the Committee shall have no voting rights, and shall not be eligible to stand for election as an Office Bearer of the ASB.

5. The Committee shall meet a minimum of three times each year to consider matters of policy and administration for the ASB and to set the costs referred to Article 4 (5) hereof and to deal with other matters with which it is required to deal hereunder.
6. All meetings of the Committee shall be minuted and the minutes retained for a minimum period of three years and available for inspection by any member club of the ASB.
7. The quorum for the Committee shall be 40% of those eligible to attend.
8. The President of the Committee shall have a casting vote in all matters dealt with by the Committee. If the President is not in attendance at an officially called meeting of the Committee a simple majority of the members shall elect one those attending to preside at the meeting.
9. The venue for meetings of the Committee shall be decided by the Committee and may move around the country.
10. Twenty eight days' notice of meetings of the Committee shall be given to its members in writing in advance of the meeting. Agenda items shall require to be submitted to the President and Secretary 14 days in advance of the relevant meeting.
11. A meeting of the Committee may be called by the President, the Secretary or by a majority of members of the Committee.
12. The Committee shall act by majority vote when a quorum is present except as otherwise herein provided or by law.
13. The Committee will have proper accounting records and Accounts prepared annually. Those Accounts will be subject to an independent review.
14. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all of the members of the Committee then in office consent to the action in writing (including email) and the written consents are filed with the records of the meetings of the Committee.
15. The Committee shall annually prepare a report on the accounts and membership of the ASB and or any other matter that it shall consider appropriate and such report shall be produced at the Annual General Meeting of the ASB.

#### **Article 8 Waiver**

In pursuance of the authority vested in the Committee by members of the ASB, members of the Committee are entitled to be indemnified by the member clubs of the ASB against any liabilities properly incurred by them or any one of them on behalf of the ASB whenever the contract is of a duly authorized nature or could be assumed to be of a duly authorized nature and entered into on behalf of the ASB.

#### **Article 9 Annual General Meeting / Emergency Meeting**

1. The Annual General Meeting of the ASB shall be held by December 31 of each year.
2. Twenty eight days' notice of the Annual General Meeting shall be given to member clubs in writing in advance of the meeting. Agenda items shall require to be submitted to the President and Secretary 14 days in advance of the relevant meeting.
3. Each member club shall be represented by their President/Chair, who shall be eligible to vote. Each Office Bearer shall be eligible to vote. A member club may nominate a proxy in writing to the Secretary at least 7 days before the Annual General Meeting if the President/Chair is unable to attend.
4. In order to convene an Emergency Meeting of the ASB, 14 days prior written notice of such meeting shall require to be given to the President and Secretary by no less than 25% of the member clubs. Voting rights shall be as for the Annual General Meeting.

#### **Article 10 Winding Up**

A resolution to wind up or to dissolve the ASB must be approved and carried by the majority of the membership, either personally at an Annual General Meeting or Emergency Meeting relating thereto or by written proxy, or to

another member in attendance at that meeting or by returning their own decision of voting in writing and signed to the Secretary at least 2 clear weekdays, excluding Saturday, Sunday and public holidays, prior to the said meeting.

If on the winding up or dissolution of the ASB, there remains after settling all debts and liabilities any property whatsoever, these shall not be paid to or distributed amongst the member clubs. The property shall be given to some other institution having objects similar to those of the ASB, as determined by the member clubs by Resolution passed at an Annual General Meeting or Emergency Meeting relating thereto, at or before the time of dissolution. If this cannot be done, the property will be given to some charitable object, as determined by the member clubs by Resolution passed at Annual General Meeting or Emergency Meeting relating thereto, at or before the time of dissolution.

**Article 11      Amendment**

This Constitution may be amended at any time at either the Annual General Meeting or any Emergency Meeting convened for the purpose of considering the proposed amendment. Any proposed alteration or amendment of the Constitution shall require to be proposed by no less than 25% of the member clubs. Any proposed amendments shall only be deemed to be carried if no less than 75% of all member clubs present or represented by proxy at the AGM or Emergency meeting convened for the purpose of considering the amendment support the motion.

**Article 12      Adoption**

This Constitution was approved at a meeting of the ASB Executive Committee on 31 October 2009 and adopted at the AGM of the ASB on 5 December 2009.