

**ASSOCIATION OF SCOTTISH BUSINESSWOMEN
CONSTITUTION**

Adopted November 2016

Article 1 Preliminary

1. Name

The name of the association is the Association of Scottish Businesswomen.

2. Definitions

The following words and expressions shall have the meaning hereinafter assigned to them respectively

“AGM” means the ordinary Annual General Meeting of the members of the ASB

“ASB” means the Association of Scottish Businesswomen

“Business Women” refers to women in the professions and business regardless of sector

“Committee” means the Executive Committee of ASB

“Emergency Meeting” means an extraordinary general meeting of the members of the ASB

“Sub-committee” means the operational groups of the ASB as established by the Committee

“In writing” or “written” means written or printed or partly written or partly printed and includes any mode of re-producing words in a visible form including facsimile documents and email.

Article 2 Purpose

The purpose of the ASB is to bring together business women in Scotland in order to:

1. Promote the advancement of women in the business world.
2. Enable members to share knowledge, skills and experience.
3. Provide a national forum for discussion, development and networking.
4. Provide educational programmes to encourage the development of women in business world.
5. Operate, negotiate and contract on behalf of members in a manner determined by 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 members save that any individual or affiliated group 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 Committee Member.

Article 4 Members

1. Membership of the ASB shall be open to business women throughout Scotland.
2. Women wishing to become members of the ASB shall make a written application and the Committee reserves the right to determine the eligibility of any applicants, including renewals. If an application or renewal is subsequently rejected, any membership fee already paid will be refunded.
3. Business groups shall be eligible to affiliate to the ASB for their women members provided that they broadly support the purposes of the ASB. They shall make a written application and the Committee reserves the right to determine the eligibility of any applicants, including renewals. If an application or renewal is subsequently rejected, any affiliation fee already paid will be refunded.
4. Membership of ASB does not automatically entitle a member to the benefits of individual membership of all the affiliated groups.
5. Annual Subscriptions:
 - a. All members of the ASB shall be required to pay an annual subscription.
 - b. All affiliated groups of the ASB shall be required to pay an annual subscription in advance for all of their women members. The subscription for the following year shall fall due on January 1st each year. Groups affiliating part way through the year will be charged a part-year affiliation fee.
 - c. Women members of groups affiliated to the ASB shall be entitled to apply to join the ASB as full members at no further charge.
 - d. The Committee will propose subscription fees. They will notify members and affiliated groups of any proposed changes at least 2 months before they are implemented, usually as part of the AGM notifications.
6. Membership of the ASB shall cease:
 - a. Upon a member's resignation given in writing to the Committee.
 - b. Upon a member's failure to pay the subscription for membership within 30 days of the due date.
 - c. Upon a decision by the Committee requiring resignation of a member. In this case, the President shall inform the member in writing. The member 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.

7. Affiliation of a group to the ASB shall cease:
 - a. Upon an affiliated group's resignation given in writing to the Committee.
 - b. Upon an affiliated group's failure to pay the subscription for affiliation within 30 days of the due date.
 - c. Upon a decision by the Committee requiring cessation of affiliation by a group. In this case, the President shall inform the affiliated group in writing. The affiliated group 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 Register of Members

A register of ASB members will be maintained.

Membership of or affiliation to the ASB and acceptance of these rules by a member or an affiliated group 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 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 six people, maximum of twelve, all of whom must be members of the ASB.
2. The members of the committee shall be:
 - a. at least six members elected by the membership
 - b. the immediate Past President
 - c. two representatives from the Affiliated Groups Sub-committee
3. Each year the Committee will invite ASB members to send in nominations for new committee members by a closing date at least 1 month before the Annual General Meeting (AGM).
 - a. Nominees will be asked to confirm that they are prepared to stand for election. If the number of confirmed nominations exceeds the number of places available, ASB members will then be invited to submit their votes by email or an online survey by a specified date at least 1 week before the AGM. The formal appointment of successful nominees will take place at the AGM.

- b. If two or more nominees have the same number of votes for the available places, members present at the AGM will elect the successful person(s) by majority vote.
- c. Once elected, committee members will hold office for two years from the date of the AGM, at which point they are eligible to stand for re-election for a further three-year term.
- d. Six years is the maximum allowed term of committee membership.

Office-bearers

4. 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 of the Committee.
 - d. The Treasurer of the Committee.
5. The Office Bearers of the Committee shall be appointed as follows
 - a. The President of the Committee shall be elected every year by the Committee members and may serve for a maximum of two terms. Members of the ASB who have served on the Committee or a Sub-Committee for at least twelve months shall be eligible to stand for the office of President. If there is more than one candidate, then there shall be a ballot of Committee members. It will be a secret ballot and proxy votes will be accepted.
 - b. Election of the President shall be take place at the Committee meeting prior to the Annual General Meeting (AGM) of the ASB.
 - c. The Vice-President and Treasurer of the Committee shall be proposed by the Committee at the Committee meeting prior to the AGM of the ASB.
 - d. All elected or proposed office-bearers shall be ratified by members at the following AGM of the ASB and shall take up their posts immediately following the AGM.
 - e. When a new President takes their post, the previous President may become the immediate Past President and the current Past President may retire from the Committee.

Co-option

- a. The Committee may co-opt club members to fill vacancies in the committee, up to the maximum of 12 Committee members. These co-opted members have the power to vote at any Committee meeting.
- b. These co-opted members will stay on the Committee until the next AGM. Their continued membership of the Committee will be subject to nomination and election in the normal way, disregarding their period of co-opted service.

Committee Meetings

6. The Committee shall meet a minimum of six 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. Committee members must attend a minimum of 50% of Committee Meetings in a term.
7. 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 of the ASB.
8. The quorum for the Committee shall be 40% of those eligible to attend.
9. 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 of those attending to preside at the meeting.
10. The venue for meetings of the Committee shall be decided by the Committee.
11. 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 14 days in advance of the relevant meeting.
12. A meeting of the Committee may be called by the President, or by a majority of members of the Committee.
13. The Committee shall act by majority vote when a quorum is present except as otherwise herein provided or by law.
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.

Accounts

15. The Committee will have proper accounting records and Accounts prepared annually. Those Accounts will be subject to an independent review.
16. The Committee shall annually prepare a report on the accounts and membership of the ASB and any other matter that it shall consider appropriate and such report shall be produced for consideration by members at the AGM of the ASB.

Article 8 Sub-Committees

1. The Committee shall have the power to establish Sub-committees, which shall include an Affiliated Groups Sub-Committee.
2. Any Sub-Committee members shall be required to be a member of the ASB.

3. Sub-committees shall be established for a term of one year, renewable indefinitely according to the needs of the ASB. The need for each Sub-committee shall be reviewed annually by the Committee following each AGM.

Affiliated Groups Sub-Committee

4. The members of the Affiliated Groups Sub-Committee shall be nominated by the Affiliated Groups, one representative being appointed by each affiliated group. There shall be no specific term of office for these appointments. Affiliated groups may appoint a new representative or send a substitute representative at their discretion.
5. The Affiliated Groups Sub-committee shall appoint its own Chair and Vice-Chair from among the Sub-committee members. These appointments shall require to be ratified by the Committee.

All other Sub-Committees

6. The Committee shall appoint a Chair from among the Committee members to each Sub-committee after each AGM when the Sub-committee are reviewed.
7. The Chair of these Sub-Committees shall have the power to co-opt individuals with specialist and other skills to their Sub-committee.

All Sub-Committees

8. Each Sub-Committee shall meet as required to consider operational matters of policy and administration as delegated by the Committee.
9. All meetings of each Sub-committee shall be minuted and the minutes retained for a minimum period of three years and available for inspection by any member of the Committee.
10. The quorum for the Sub-committee shall be 40% of those eligible to attend.
11. The Chair of the Sub-committee shall have a casting vote in all matters dealt with by the Sub-committee. If the Chair is not in attendance at an officially called meeting of the Sub-committee, a simple majority of the members shall elect one of those attending to preside at the meeting, with the exception of the Affiliated Groups Sub-Committee, where the Vice-Chair shall preside.
12. The venue for meetings of the Sub-committee shall be decided by the Sub-committee.
13. A meeting of a Sub-committee may be called by the Chair, the Vice-Chair where appointed, or by a majority of members of the Sub-committee.
14. The Sub-committee shall act by majority vote when a quorum is present except as otherwise herein provided or by law.
15. Any action required or permitted to be taken at any meeting of the Sub-committee may be taken without a meeting if all of the members of the Sub-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 Sub-committee.

Article 9 Indemnity

All members of the Committee shall be entitled to be indemnified by ASB against any personal liability they may incur to third parties while acting in their capacity as a member of the Committee provided that they have acted in good faith and have not exceeded their authority.

Article 10 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 members in writing in advance of the meeting.
3. Agenda items shall require to be submitted to the President and Secretary 21 days in advance of the relevant meeting and will be available to members at least 14 days in advance of the Annual General Meeting
4. Each member shall be eligible to vote. A member may nominate a proxy in writing to the Secretary at least 7 days before the Annual General Meeting. This proxy may
 - a. specify their vote on each matter presented to the AGM, or
 - b. nominate a person to vote according to the wishes of the member, or
 - c. nominate the person chairing the AGM to vote on the member's behalf as they see fit
5. In order to convene an Emergency Meeting of the ASB, 14 days prior written notice of such meeting shall require to be given. This may be by the President and Secretary jointly or to the President and Secretary by 25% of the members or 50 members whichever is the fewer. Voting rights shall be as for the Annual General Meeting.

Article 11 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 President 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 members. The property shall be given to some other institution having objects similar to those of the ASB, as determined by the members 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 members by Resolution passed at Annual General Meeting or Emergency Meeting relating thereto, at or before the time of dissolution.

Article 12 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 the Committee, or by 25% of the members or 50 members whichever is

the fewer. Any proposed amendments shall only be deemed to be carried if no less than 75% of all members present or represented by proxy at the AGM or Emergency Meeting convened for the purpose of considering the amendment support the motion.

Article 13 Adoption

This Constitution was adopted at the Annual General Meeting of the ASB on 26th November 2016.