

WOMEN IN BUSINESS HULL
CONSTITUTION
FOR AN UNINCORPORATED ASSOCIATION OR CLUB

WOMEN IN BUSINESS HULL

CONSTITUTION

1. NAME

The association shall be called "Women in Business Hull" ("the Association").

2. OBJECTS

The objects of the Association shall be:-

- i) to provide a forum for women in senior positions in professions and businesses in Hull and its adjacent areas to meet regularly to develop social and business contacts and personal and business skills through educational training social and other events;
- ii) to aid in the establishment and support of associations, institutions, funds and trusts, to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object and to raise funds by subscription or otherwise for such purposes;
- iii) to carry out any other function or undertake any other object which may seem to the Executive Committee capable of being carried out or undertaken without detriment to the Association and in furtherance of its other objects.

3. MEMBERSHIP

i) Eligibility

Any person in a senior position in a profession or business over who is living within the Hull or its adjacent areas, and any other person at the discretion of the Executive Committee, who is able to adhere to the Association's constitution may be admitted as a member of the Association.

ii) Categories of Membership

- (a) **General Members:** All members of the Association shall be admitted as General Members unless they are elected as Honorary Members in accordance with paragraph (b) below;
- (b) **Honorary Members:** The Executive Committee may, at its discretion, nominate suitable persons to be elected as Honorary Members and such nominations shall be considered by the General Members at the next General Meeting of the Association, Persons so nominated shall be admitted as Honorary Members on the passing of a resolution to that effect by a simple majority of the General Members present at the General Meeting. Honorary Members shall be exempt from paying a Subscription but shall have the same rights as General Members except that Honorary Members shall not be entitled to a vote on any matter, shall not be entitled to become a member of the Executive Committee nor shall they be entitled to act as a representative of the Association in any capacity.

iii) Applications for Membership

Any eligible person who wishes to be admitted as a General Member shall submit an application in writing in an approved form to the Membership Secretary and the Association's Administrator in accordance with the Association's current membership policy. Any such application shall be considered by the Executive Committee either at their next meeting or by circulation of the applicant's details to all members of the Executive Committee and applicants shall be admitted to membership upon the passing of a resolution to that effect by a simple majority of the members of the Executive Committee.

iv) Subscription

- (a) General Members shall pay an annual subscription ("Subscription") which shall be fixed at the Annual General Meeting by a simple majority of those present on the basis of the recommendation of the Executive Committee.
- (b) The Subscription shall be due either on 1st January in each year for the following calendar year or on the anniversary of the relevant Member's membership.

v) Termination

Membership of the Association shall be terminated on the occurrence of any of the following:-

- (a) Upon receipt by the Executive Committee of notification in writing from a member that that member wishes to resign from the Association;
- (b) Failure by a General Member to make payment of any Subscription due within a period of three months from the date when the Subscription became due for payment (unless in the reasonable opinion of the Executive Committee there are exceptional circumstances applying to that Member);
- (c) On a resolution being passed to expel the member by the Executive Committee in accordance with the following provisions:-
 - The Executive Committee shall have power to expel any member of the Association who, in the opinion of the Executive Committee, has offended against the Constitution, the Objects of the Association or the Standing Orders or whose conduct shall have rendered that member unfit for membership of the Association. Before any such member is expelled, the Chair shall give that member 7 days' written notice to attend a meeting of the Executive Committee to consider the expulsion of that member and stating the reasons for the proposed expulsion. The member shall be expelled if, after consideration of the reasons for the proposed expulsion and the representations of the member in respect thereof, at least two thirds of the Executive Committee present at the meeting to consider that member's expulsion shall vote in favour of the expulsion.
 - Instantly where, in the opinion of a majority of the Executive Committee (or in the opinion of the Chair or the Vice-Chair where there is insufficient time, given the nature of the misconduct, to consult the Executive Committee), the member has been guilty of gross misconduct or whose actions have prejudiced or are likely to prejudice the interests or good standing of the Association.

- On the death of a member.

4. **EXECUTIVE COMMITTEE**

(a) **Composition**

(i) The Executive Committee shall consist of the following posts:-

- **Chair:** Whose duty shall be to chair all meetings of the Executive Committee and to represent the Executive Committee and the Association generally and who shall have been a member of the Executive Committee for at least 12 months before taking up the post of Chair;
- **Vice Chair:** Whose duties shall be to assist the Chair, to act under the Chair's delegated authority and to act as chair of any meeting of the Executive Committee in the absence of the Chair;
- **Treasurer:** Who shall be responsible for all financial matters of the Association and who shall keep detailed books of account of all subscriptions and other incomes and the expenditures of the Association;
- At least one **Events Secretary:** who shall be responsible for ensuring a full and varied programme of events are agreed by the committee and advertised throughout the year;
- At least one **Membership Secretary:** who shall provide support to existing members and ensure that new and potential members are contacted and welcomed to the Association;
- At least one **Social Media Secretary:** who shall be responsible for leading a wide variety of social media activities to increase the social media presence of the Association;
- At least one **Website Secretary:** who shall provide support in the content of the Association's website and to seek feedback from the Committee and members to enhance user experience;
- At least one **Directory Secretary:** who shall be responsible for ensuring that the information held by the Association concerning its members is up to date, accurate, stored correctly and displayed correctly both digitally and hard copy and working with the GDPR advisor, is compliant with the General Data Protection Regulations;
- At least one **GDPR Secretary:** who shall be responsible for advising the committee on the Association's compliance with data protection legislation (including the General Data Protection Regulations) and assisting the Directory Adviser; and
- **Up to a further 5 Co-opted Members (provided that the total number of Committee Members shall not exceed 14)** who shall be General Members of the Association and shall include for a period of 12 months after retirement from such post the immediate past Chair;

and all such other duties as may from time to time be ascribed to those posts by the Executive Committee.

- (ii) In preparation for each Women of Achievement Awards (WOAA) held by the Association the Executive Committee shall appoint a WOAA sub-committee. The WOAA sub-committee shall be in place for such duration as is considered necessary and appropriate and shall include a minimum of four members of the Executive Committee (including the Chair and Treasurer for the time being).

(b) Responsibilities

Each Executive Committee member is required to carry out his or her responsibilities:-

- in the way which he or she decides in good faith would be most likely to further the purposes of the organisation; and
- to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances.

(c) Election

- (i) Applications for membership of the Executive Committee may be made by any individual who has been a General Member of the Association for at least six months. Applications shall be voted on at the Annual General Meeting of the Association and shall be elected at that meeting by a simple majority of those present on a share of hands. Every candidate for membership of the Executive Committee shall be proposed by one member and seconded by another. All applications for membership shall be submitted to the incumbent Chair on at a date to be specified which shall be no less than 7 days in advance of the Annual General Meeting.
- (ii) In the event that the number of candidates for membership of the Executive Committee (or for any particular role on the Executive Committee) exceeds the number of positions available, each candidate may be requested by the Chair to provide a short written summary of their application prior to the Annual General Meeting in order to assist with the election process.
- (iii) The appointment of each member of the Executive Committee (or to any post on the Executive Committee) shall apply with effect from the 1st January to 31st December in the year immediately following the Annual General Meeting.
- (iv) In the event of there being insufficient candidates for any position or positions, the Executive Committee shall be entitled to elect a suitable candidate to act in such position(s) on a temporary basis.

(d) Powers of the Executive Committee

The Executive Committee shall be empowered generally to carry out the day to day business of the Association, to represent the Association and to exercise the authorities granted by the Association. In addition, the Executive Committee shall have the following specific powers:-

- a. To create new posts within the Executive Committee in addition to those referred to above if in the opinion of a majority of the Executive Committee it is felt necessary to do so in the interests of the

Association (provided that the total number of members on the Executive Committee remains subject to any existing limit);

- b. To appoint a General Member to the Executive Committee, should a post become vacant at any time through the death or resignation of the holder of that post, provided that the General Member so appointed shall act in an ad hoc capacity until the next General Meeting of the members at which the replacement for that post shall be elected in accordance with the terms of paragraph (c) (Election) above.
- c. The Executive Committee shall be entitled to appoint or dismiss and fix the remuneration, duties and conditions of service of such staff or independent contractors (including but not limited to anyone engaged to provide administration services, marketing services or event organisation) as may, in the opinion of the Executive Committee, be necessary, including by way of an award of an honorarium from time to time, provided that other than by way of honorarium no member of the Executive Committee shall be entitled to serve as a remunerated member of staff.
- d. The Executive Committee shall have power to enter into contracts in furtherance of the Objects of the Association on behalf of the members of the Association.
- e. The Executive Committee shall not be empowered to borrow for the purposes of the Association except for short term borrowings from the Association's Bankers to an aggregate not exceeding £100.00 at any one time.
- f. The Executive Committee may make, amend and repeal such rules for the conduct of its business, and that of the Association, as it may deem necessary ("Standing Orders") provided that such Standing Orders are consistent with the Constitution.

(e) Meetings of the Executive Committee

- a. Meetings of the Executive Committee shall be held monthly on a date to be fixed at each such meeting or at any other time upon the requisition of 2 or more members of the Executive Committee. The quorum for such meetings shall at all times be a minimum of 5.
- b. Notice of, and an agenda for, all meetings of the Executive Committee shall be sent to the members of the Executive Committee by the Administrator no later than 7 days prior to the date of the meeting provided that meetings of the Executive Committee can be held at short notice provided that the Chair or Vice Chair takes all reasonable steps to inform every member of the Executive Committee of the holding of the meeting and that at least one third of the members of the Executive Committee (including at least the Chair or the vice Chair) attend at such a meeting and all those then present consent to it being held at short notice.
- c. All questions arising at any meeting of the Executive Committee shall be decided by a simple majority of those present and entitled to vote with each member of the Executive Committee being entitled to exercise 1 vote but, In

the case of an equality of votes, the Chair or, In the absence of the Chair, the chairperson of that meeting shall have a second or casting vote.

(f) **Liability**

The members of the Executive Committee shall be entitled to:

- an indemnity out of the assets of the Association and from the General Members; and
- to take out appropriate insurance cover

for all liabilities, costs, claims and expenses incurred by or against them in the carrying out of their duties as members of the Executive Committee but this indemnity shall not extend to costs, claims, expenses or liabilities incurred as a result of or arising from fraud, wrongdoing or wrongful omission on the part of the member of the Executive Committee.

(g) **Removal**

Members of the Executive Committee shall be subject to the termination provisions applying generally to all members specified in Clause 3 above and, in addition a member of the Executive Committee shall be deemed to have resigned from their post if that member fails without reasonable justification to attend a minimum of three meetings in a row or five meetings in total of the Executive Committee in each calendar year.

5. ASSETS OF THE ASSOCIATION

The income and property of the Association shall be applied solely to the promotion of the aims and Objects of the Association set out in this Constitution and no part shall be paid or transferred directly or indirectly to any members of the Association except by way of payment In good faith of reasonable and proper wages and repayment of expenses to any member of the Association in return for services actually rendered to the Association.

6. GENERAL MEETINGS

i) Calling

- a. The Association shall hold an Annual General Meeting in each calendar year, on a date, time and venue to be decided upon by the Executive Committee, provided that not more than 15 months may elapse between consecutive Annual General Meetings.
- b. A General Meeting of the members may be called by the Executive Committee, in accordance with paragraph (c) below, at any time upon the request of the Executive Committee or upon receipt by the Chair or Vice Chair of a written requisition signed by at least 20% of the General Members stating the matters they wish to be discussed, or specifying the terms of a resolution they wish to be considered, at such a General Meeting.
- c. All members must be notified in writing by or on behalf of the Vice-Chair of the date, time and venue of all General Meetings at least 21 days in advance

of the date thereof unless all of the General Members consent in writing to the holding of a General Meeting at short notice.

ii) Matters to be dealt with at General Meetings

a. At the Annual General Meeting the business shall include:-

- the consideration of an annual report of the work done by or under the direction of the Executive Committee, given by the Chair.
- the adoption of an annual report of the accounts of the Association given by the Treasurer.
- the election of members of the Executive Committee for the forthcoming year.
- any other business raised by the Executive Committee.
- any other business raised by a requisition of General Members.

b. At a General Meeting the business shall include the matters specified in the notice for that General Meeting.

iii) Procedure at General Meetings

a. Quorum: At a General Meeting of the Association the quorum shall be one tenth of the then number of General Members of the Association.

b. Voting: All questions arising at any General Meeting shall be decided by a simple majority of the General Members present with each such General Member being entitled to one vote but in the case of an equality of votes the Chair (or in the absence of the Chair, the chair of that General Meeting) shall have a second or casting vote. Voting shall be on a show of hands.

7. ALTERATION OF THE CONSTITUTION

Alterations to the Constitution may only be effected by a simple majority of the General Members at a General Meeting unless all of the General Members for the time being of the Association consent to the changes in writing.

8. DISSOLUTION

The Association may be disbanded at a General Meeting at which no less than two thirds of the then number of General Members vote in favour of the dissolution of the Association. Upon the passing of such a resolution, the General Members present should then decide by simple majority what is to happen to the surplus of assets remaining after meeting the debts of the Association.