



Constitution

1. Name

- 1.1 The name of the organisation is **Women Ahead**. The business address for Women Ahead is the business address of the current Chairwoman.

2. The Purpose of Women Ahead

- 2.1 Women Ahead will encourage, support and bring together women in business in Dundee and Angus, and provide a forum where women can network and discuss business issues. In addition, Women Ahead may raise money for charitable purposes.

3. The Organisation's Membership

- 3.1 Membership is open to women in business or affiliates; women pursuing a career in commerce, industry or the professions, the voluntary sector or the public sector.
- 3.2 There are two types of membership; (1) individual, and (2) corporate membership. If a woman who is a corporate member is unable to attend an event she may send a substitute in her place from her organisation at member's rate.
- 3.3 The committee has the right to turn down an application for membership.
- 3.4 A prospective member may come as a guest to no more than two organisation meetings before having to apply for membership. If they do not then apply, the prospective member cannot come to any further meetings.

4. Office Bearers

- 4.1 The office bearers are normally:
- the Chairwoman
 - the Vice Chairwoman
 - the Treasurer
 - the Secretary
 - the Membership Secretary
 - one past Chairwoman
 - at least four ordinary committee members

5. Management of business

- 5.1 The committee will manage the organisation's affairs and property. It may delegate any part of these management duties and associated powers to one or more committee member, or to sub-committees made up of committee members.
- 5.2 The committee has the power and discretion to deal with any matter this constitution does not address and may take all reasonable steps to do so subject to the following:
- The committee must only use the organisation's income and property, of any kind and from any source, to promote the organisation's purposes described in paragraph 2 above. It must not pay or transfer any part of the organisation's income or property, directly or indirectly, to any member of the organisation as a bonus or dividend, or in any other way that would financially benefit them.
 - If the organisation winds up or dissolves, it should first use any remaining money or property to clear any debts and liabilities. If there is any money or property left over after doing this, the organisation must not pay or pass any of it to organisation members. Instead, the organisation will give or transfer the money or property to another organisation, society or other body with a similar purpose to its own. If this is not possible, organisation members will choose an appropriate charitable organisation and give or transfer the money or property to it. The members will take these decisions when they decide to dissolve the organisation. A resolution to wind up or dissolve the organisation will only be valid if 51 per cent of the members present at the meeting support it.



- 5.3 The Chairwoman can identify in each year of the Chair's holding that position the charity or charities for which Women Ahead for the immediate following year shall raise money for and donate funds to.
 - 5.4 All money raised directly as a result of fundraising activities for the nominated charity shall be paid to the nominated charity. In addition, the Chair may propose to the Committee that some of the funds of the organisation are donated to the nominated charity. Any such proposal must be (1) made prior to the AGM during the Chair's term and, (2) be approved by the Committee before any payment is made to the nominated charity
 - 5.5 The committee may invest funds which are not immediately required for the association's activities.
 - 5.6 The committee may liaise with other voluntary sector bodies, local authorities, UK or Scottish Government Departments and agencies, and other bodies, all with a view to furthering the association's objects.
 - 5.7 The committee may determine that the association take such steps as may be deemed appropriate for the purposes of raising funds for the association's activities.
 - 5.8 The committee may accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
 - 5.9 The committee may do anything which may be incidental or conducive to the furtherance of any of the association's objects
- 6. Electing the committee, Chairwoman and Vice Chairwoman**

The Committee

- 6.1 The current Chairwoman will invite organisation members to send in nominations for new committee members by a closing date. Organisation members will then receive a list of the nominations and voting papers that they should return by a specified date. The formal election of successful nominees will take place at the organisation's annual general meeting (AGM). If two or more nominees have the same number of votes, members present at the AGM will elect the successful person by majority vote. Committee members are eligible for election for a maximum of up to three consecutive years.
- 6.2 A committee member may remain on the committee for two further years if:
 - there is no suitable person to replace them at the time of election
 - the committee approves the extended period of membership
- 6.3 Five years is the maximum committee membership allowed.
- 6.4 Once elected, committee members will hold office for one year from the date of the AGM, at which point they will need to stand for re-election.

The Chairwoman

- 6.5 The current Vice Chairwoman will normally become the new Chairwoman. Where this is not possible, the committee will elect the Chairwoman from amongst its membership. Generally, though not always, the Chairwoman should have had at least one year's experience on the organisation's committee. The Chairwoman will serve for one year.
- 6.6 The committee may decide to appoint someone from outside the committee directly to the post of Chairwoman where:
 - the person is an outstanding businesswoman and will bring exceptional benefits to the organisation
 - the majority of committee members agree it is in the best interests of the organisation.

The Vice Chairwoman

- 6.7 The Vice Chairwoman is recommended by the incoming Chairwoman and endorsed by the committee. Where possible, they should have served at least one year on the organisation's committee. Ordinarily the Vice Chairwoman will become the Chairwoman the following year.



7. Co-opted members of committee

7.1 The committee may co-opt organisation members to fill casual vacancies in the committee. It may also choose to co-opt up to four extra committee members, giving 13 members in total. These co-opted members have the power to vote at any committee meeting. 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, limited to two years' full membership. They may then remain on the committee for no more than two further years if:

- there is no suitable person to replace them at the time of election, and
- the committee approves the extended period of membership

7.2 The committee may also co-opt any number of people (whether organisation members or not) to a sub-committee committee for any special purpose, without the power to vote at any meeting. The committee may also co-opt any number of people (whether organisation members or not) to the committee for any special purpose, without the power to vote at any committee meeting.

8. Committee meetings

8.1 The committee will meet at least ten times during the year. If a committee member does not attend at least seven meetings during the year, the other committee members may ask them to resign from the committee.

8.2 The Chairwoman will normally chair the meetings. In her absence, the Vice Chairwoman will chair the meetings. If both are absent, the committee members present will choose one member to chair that meeting. Voting in the committee will generally be by a show of hands. If votes for and against are the same, the chair will have a second and casting vote.

8.3 The committee will appoint sub-committees as necessary, and delegate to them any appropriate powers of decision.

8.4 The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting with the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.

8.5 A management committee member shall not vote at a management committee meeting (or at a meeting of the committee) on any resolution concerning a matter in which she has a personal interest which conflicts (or may conflict) with the interests of the association; she must withdraw from the meeting while an item of that nature is being dealt with.

8.6 A member of the management committee shall automatically vacate office if:-

- She becomes incapable for medical reasons of fulfilling the duties of the office and such incapacity is expected to continue for a period of more than four months.
- She ceases to be a member of this association.
- She does anything to bring the association into disrepute

9. Event fees, subscriptions and our financial year

9.1 The committee will decide on appropriate changes to event fees and subscriptions. They should notify members of these proposed changes at least 28 days before the Annual General Meeting. These changes must be ratified at the AGM.

9.2 The organisation's financial year ends on 31 March. Each new member's membership year will commence on the joining date (the date that a member profile is created online), and will run for a calendar year from that date. The full annual membership fee is due for payment within 1 month of the joining date, and on an annual basis thereafter, with payment in full no later than 1 month from each member's joining date. Existing members who renew as at 1st January will continue to do so, with 1 January being deemed as their joining date for the purposes of membership and payment of annual fees.



10. Expulsion

10.1 The committee has the power, on a two-thirds majority, to expel a member for conduct they deem detrimental to the organisation's good name. The expelled member has the right to appeal to the first committee meeting after being notified and their expulsion will not take effect until after that meeting if the committee reject their appeal. The committee shall have power on a two-thirds majority of the whole committee, to expel a committee member for any conduct they deem detrimental to the organisation's good name.

11. Annual General Meeting

11.1 The Annual General Meeting shall be held within three months of the end of the financial year, unless the committee decides otherwise due to exceptional circumstances. The committee will keep books of account to show the organisation's financial affairs. They will prepare intronmissions of the accounts as at the 31 March and lay these before the meeting for formal approval.

11.2 At least fourteen clear days notice must be given of any Annual General Meeting or Special General Meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the Constitution, must set out the terms of the proposed alteration. The reference to "clear days" shall be taken to mean that, in calculating the period of notice, the day after the notice is posted and also the day of the meeting, should be excluded.

11.3 Notice of every General Meeting shall be given to all the members of the association, and to all the members of the management committee. The Agenda for each Annual General Meeting shall include a report by the Chair on the activities of the association, the consideration of the annual accounts of the association and the election/re-election of the members of the management committee.

11.4 The Annual General Meeting will be adjourned if a quorum is not present within twenty minutes after the time that the General Meeting was due to commence.

11.5 The Chair of the association shall (if present and willing to act as Chairperson) preside as Chairperson of the General Meeting. If the Chair is not present and willing to act as Chairperson within twenty minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as Chairperson of that meeting.

11.6 The Chairperson of a General Meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the Chairperson may decide.

12. Special General Meetings

12.1 The organisation may hold a Special General Meeting if:

- the committee uses its discretion to do so, or
- at least 25 per cent of the organisation's members sign a request for such a meeting, giving their reasons in writing, and send it to the Chairwoman or Vice Chairwoman.

12.2 The meeting will take place within 28 days of this request.

13. Quorum

13.1 A quorum for general meetings shall be 15, and for committee meetings, five.

14. Voting

14.1 Each member may vote in person or by proxy. Members are only entitled to vote at any meeting if they are up to date with their subscription and event fees.

14.2 If there is an equal number of votes for and against any resolution, the Chairperson of the meeting shall be entitled to a casting vote.

15. Privileges

15.1 Organisation members, during their period of membership, are entitled:

- to copies of all periodical and annual organisation publications and those of the Association of Scottish Businesswomen (ASB).



- to enjoy all facilities organised or offered by the organisation and the ASB, subject only to the conditions of this constitution and the bye-laws specified in paragraph 17 below.
- the opportunity, subject to committee approval and availability, to present a member's slot to promote their business at a organisation event, and an opportunity to have their company literature included in a mailing to all organisation members at a discounted rate.
- reasonable access to the minutes of committee meetings of the organisation and the ASB. Members should ask the Chairwoman or Vice Chairwoman for access to the minutes.

16. Freedom from liability

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

17. Bye-laws

17.1 The committee has the power to make bye-laws it deems necessary in connection with the running of the organisation. Such bye-laws shall be binding on all organisation members.

18. Changing the constitution

18.1 The organisation may only change or add to the constitution if two-thirds of those present and eligible to vote at a general meeting approve the change or addition.

18.2 Members must lodge any proposals for changes or additions with the committee in writing at least 28 days before a general meeting.

19. Title to heritable property

19.1 The title to any and all of the organisation's heritable property shall be taken in the names of the current Chairwoman, Membership Secretary and Treasurer, and their successors in the same offices, as trustees for the organisation.

19.2 The Chairwoman, Membership Secretary and Treasurer will sign all deeds and writs relating to the organisation's land or heritable property.

20. Data protection

20.1 The Data Protection Act 1998 applies to all information about Women Ahead members and no details will be passed to a third party without permission.

21. Dissolution

21.1 If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than twenty one days notice of the meeting (stating the terms of the proposed resolution) shall be given.

21.2 If the proposal by the management committee to dissolve the association is confirmed by a two-thirds majority of those present and voting at the General Meeting, the management committee shall have power to dispose of any assets held by or on behalf of the association – and any assets remaining after satisfaction of the debts and liabilities of the association shall be transferred to some other charity or charities having objects similar to those of the association; the identity of the body or bodies to which such assets are transferred shall be determined by the members of the association at, or prior to, the time of dissolution.

21.3 For the avoidance of doubt, no part of the income or property of the association shall (otherwise than in pursuance of the association's charitable purposes) be paid or transferred (directly or indirectly) to the members, either in the course of the association's existence or on dissolution.