



CONSTITUTION - AYRSHIRE BUSINESS WOMEN

Article 1 - Name

The name of the organisation shall be Ayrshire Business Women (hereinafter referred to in this Constitution as the ABW).

Article 2 – Purposes

- 1 The purpose of the ABW is to bring together women to:-
 - a Form a networking club for women
 - b Promote and encourage the development of women in business and to act as role models for future entrepreneurs
 - c Promote the interchange of ideas, opinions and experience between its members on business and commercial topics
 - d Arrange and provide for, or join in arranging and providing for, the holding of seminars, workshops, meetings and exhibitions
 - e Co-operate with other bodies having an interest in promoting these objectives and
 - f Do all of the lawful things as are incidental or conducive to the attainment of the above objectives

Article 3 – Powers

- 1 The ABW shall have such powers as it shall deem necessary for the proper furtherance of its purposes, provided that: -
 - a The ABW shall not be operated for profit
 - b The income and property of the ABW shall be applied solely towards the promotion of these purposes
 - c No part of the ABW's net income or property shall be paid or transferred to any member of the ABW unless the members has been appointed following the Tendering Procurement or Emergency Selection Procedure under Article 7; save that members shall be entitled to receive reasonable expenses when promoting the purposes of the ABW, provided that such expenses have received Committee approval

Article 4 - Officers

The Officers of the ABW shall be members of the ABW and shall consist of a President, Vice President, a Secretary and a Treasurer. Officers shall be elected at the Annual General Meeting (AGM) in each year and shall hold office for one year, retiring at the termination of the AGM in each year. All Officers of the ABW shall be eligible for re-election.



1 Duties of the President

The President shall:

- a Promote the work and aims of the ABW to women and the wider business community in Ayrshire and beyond and be responsible for leading the management of the ABW, supported by elected Office Bearers
- b Represent ABW at the Association of Scottish Businesswomen (ASB)

2 Duties of the Vice-President

The Vice-President shall:

- a Support the President and stand in during the President's absence

3 The Secretary, or delegated roles, shall:

- a Keep a register of ABW members names and addresses
- b Send out invitations to tender and report to the Committee the tenders received
- c Conduct the correspondence of the ABW
- d Keep custody of all ABW documents
- e Keep minutes of all Committee meetings, and any sub-committees
- f Administer such insurance policy or policies as may be needed fully to protect the interests of the ABW, its Officers and its members
- g Maintain any such certificates or registrations, and complete any such non-financial returns, as may be required by law

4 Duties of the Treasurer

The Treasurer shall:

- a Cause such books of account to be kept as are necessary to give a true and fair view of the state of the finances of the ABW and must show said accounts at every Committee meeting
- b Cause all financial returns as may be required by law to be submitted at the due time
- c Prepare an Annual Balance Sheet as at 31 December in each year and cause it (and accounts as necessary) to be examined at least once annually by independent person(s). She shall also send copies of the accounts to all members at least fourteen days before the date of the AGM
- d Examiners of the accounts shall give assurances as to the accuracy of the accounts.

Article 5 – Members

- 1 Members of the ABW will be women working in business, either employed or self-employed or in the professions.

- 2 There shall be four categories of membership with power to vote at all meetings as indicated below. The rights and privileges of members are as defined in the latest edition of the Constitution.
 - a Individual members: Where an individual has taken out membership, her rights and privileges are not transferable. Each individual member has one vote
 - b Corporate members: Corporate organisation members are entitled to send as many attendees to any meeting. Each corporate member organisation has one vote
 - c Junior Members: For age 16 to 25 years, as individual member, with one vote
 - d Retired Members: Who have retired from their profession(s). Each member has one vote.
- 3 The rate of Subscription shall be proposed by the Committee to the members at the AGM in each year. Any proposed changes shall be approved by a majority of those present and entitled to vote and shall become operative immediately following the AGM in that same year. The current rate of Subscription shall be readily available from the Secretary. Membership will be operated on a rolling basis with renewal on the anniversary of joining.
- 4 An application for membership shall be in the form set out by the Committee, and shall include the name, address, and occupation of the candidate. On receipt of an application for membership, the Secretary shall acknowledge receipt.
- 5 The Committee may cancel without notice given, the membership of any member whose annual subscription is in arrears, provided that the Committee may, at its discretion, re-instate such member on payment of arrears. No member whose payment is in arrears may participate in any ABW event or vote at any meeting.
- 6 Conduct of Members

Any conduct which, in the opinion of the Committee, is either unworthy of a member or otherwise injurious to the interests of the ABW, shall render a member liable to expulsion by the Committee. PROVIDED THAT, before expelling a member, the Committee shall call upon such member for a written explanation of the member's conduct and shall give the member full opportunity of making explanation to the Committee, or of resigning. A Resolution to expel a member shall be carried by a simple majority vote by those members of the Committee present and voting on the Resolution.
- 7 If guests attend the ABW more than twice within one calendar year, they are obliged to submit an application for membership.
- 8 Complaints of any nature relating to the management of the ABW shall be addressed in writing to the Secretary.



Article 6 - Register of Members

- 1 The Register of Members shall be maintained on one central database in compliance with the Data Protection Act 1998.
- 2 Membership of the ABW will be deemed to constitute consent to the holding of relevant personal data for the purposes of the Data Protection Act 1998.
- 3 Limitation of ABW Liability - Members and their guests are bound by the following Rule:
 - a Members of the ABW, their guests or visitors may use the facilities of the ABW, entirely at their own risk and impliedly accept:
 - i The ABW will not accept any liability for any damage to or loss of property belonging to members or their guests
 - ii The ABW will not accept any liability for personal injury arising out of attendance at ABW meetings 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 ABW

Article 7 – Committee

- 1 The Committee shall consist of not less than four nor more than ten roles of the ABW elected at the AGM each year to hold office until the termination of the next following AGM.
- 2 Each Committee Member is expected to attend at least six committee meetings in the course of an ABW year. Failure to do so may result in that Committee Member being asked to resign from the Committee.
- 3 Each Committee Member will agree with the Committee the nature and extent of her duties within the ABW and her obligations to the Committee. Failure to meet these duties and obligations may lead to the Committee member being asked to resign from the Committee. Should she refuse to resign, the committee can, on a majority vote, expel the said member from the Committee.
- 4 Candidates for election to the Committee shall be members whose nominations (duly proposed and seconded) with their consent and shall be voted upon at the AGM each year.

If there are more candidates than vacancies to be filled, then there shall be a ballot. It will be a secret ballot and proxy votes will be accepted.
- 5 If the number of candidates for election is equal to or less than the number of vacancies to be filled, then all candidates shall be elected, if two thirds of those present at the AGM, and

entitled to vote, vote in favour of such election.

- 6 In the event of the ballot failing to determine the members of the Committee because of an equality of votes, the candidate or candidates to be elected from those having an equal number of votes shall be determined by lot.
- 7 If, for any reason, a casual vacancy occurs, the Committee may co-opt a member to fill this vacancy until the next AGM.
- 8 A retiring President may serve as an ex officio member of the Committee in the year immediately following her retirement, on the request of the new Committee.
- 9 The Committee shall meet at least six times a year making such arrangements as the conduct, place of assembly and holding of such meetings as it may wish. The President or, in her absence, the Vice President shall preside.
- 10 Voting in Committee (except in the case of a resolution relating to the expulsion of a member) shall be by show of hands. In the case of equality of votes, the President shall have a second and casting vote.
- 11 Four members present shall form a quorum at a meeting of the Committee.
- 12 Powers of the Committee:
 - a The Committee shall manage the affairs of the ABW and shall cause the funds of the ABW to be applied solely to the objects of, and within the powers of, the ABW or for a benevolent or charitable purpose nominated by General Meeting
 - b The Committee shall make such Regulations as it shall from time to time, think fit. Such Regulations shall remain in force until approved or set aside by a vote of a General Meeting of the ABW
 - c The Committee may appoint sub-committees as necessary and may delegate such of its powers as it may think fit upon such terms and conditions as shall be deemed expedient and/or required by the law
 - d Such sub-committees shall consist of such members of the Committee, or of the ABW, as the Committee may think fit. Officers of the ABW shall be ex officio members of all such sub-committees
 - e Any member of the ABW, in transacting business for the ABW, shall disclose to third parties that she is so acting. The Committee, or any person or sub-committee delegated by the Committee to act as agent for the ABW or its members, shall enter into contract only as far as expressly authorised, or authorised by implication, by the members. No one shall, without the express authority of the membership in General Meeting, pledge the credit of

the membership

- f In pursuance of the authority vested in the Committee by members of the ABW, members of the Committee are entitled to be indemnified by the members of the ABW against any liabilities properly incurred by them or any one of them on behalf of the ABW wherever the contract is of a duly authorised nature or could be assumed to be of a duly authorised nature and entered into on behalf of the ABW
 - g The liability of the members is limited. Every member of the ABW undertakes to contribute such amount as may be required (not exceeding £1.00 sterling) to the ABW's assets if it should be wound up while she is a member or within one year after she ceases to be a member. This amount is for payment of the ABW's debts and liabilities contracted before she ceases to be a member and of the cost, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves
 - h The Committee may nominate for election such Honorary Members as it may think fit
- 13 A handover of business matters and duties performed shall take place between the newly elected committee members and the previous committee members within one month from the date of the AGM.
- 14 The liability of the Officers for the performance of any contractual or other obligation undertaken by them on behalf of the ABW shall be limited to the assets of the ABW.
- 15 Maximum term for any one member acting in a role for the Committee, shall be 2 years, unless the majority of Committee wish them retained in that role for longer. That member may take up a new role on the Committee, at the end of the 2 years.

Article 8 – Tendering Procedure

- 1 Nothing in this Article shall affect the right of the Committee to accept offers of sponsorship from members so long as no payment is made by the Committee.
- 2 The Committee shall consider their members first, but not exclusively, when tendering for the provision of goods or services.
- 3 When the Committee, in exercising the powers available to them, wish to appoint members or others to carry out, for payment, the provision of goods or services which they consider fall within any category in the current List of members, they shall send a written invitation to all members Listed within that category to tender for the provision in writing by a specified deadline. If only one member is listed in the category, the Committee shall also obtain an estimate for the provision from an external provider.
- 4 The Committee may then, in their sole discretion, accept the tender (or estimate) which they consider in all the circumstances to be the best of the tenders (or estimates) received by the

deadline; but they shall not be bound to accept the lowest price, or any tender (or estimate). All tenderers will be notified in writing of the Selection Procedure following), other than those in the winning tender (or agreement), will be kept confidential by the Committee and its members, except where the tenderer (or member) has waived this requirement.

- 5 The above tendering process will be followed in all circumstances except where time does not permit, when the Committee may, by drawing lots, select a member of a sequence of members, from the appropriate category in the List and may then negotiate the provision of the goods or services required with that member, or with the first member in the sequence and so on until agreement is reached. The Committee may delegate all negotiations and agreements under this “Emergency Selection Procedure” to any Officer.
- 6 Should the Committee decide that the goods or services do not fall within any category in the List or that no tender from members under the Tendering Procedure or results of negotiations under the Emergency Selection Procedure meet their requirements they may appoint an external provider to provide the goods or services whether or not following a selection process based on estimates or any other equitable procedure as they see fit to employ under the circumstances.

Article 9 - Meetings of the ABW

- 1 An AGM of the ABW shall be held each year in February on a date to be fixed by the Committee. At least fourteen days before the date of the AGM or of any General Meeting, the Secretary will post or deliver to each member notice of the meeting and of the business to be brought forward at it.
- 2 No business, except the passing of the Accounts, the election of Officers and Committee, and any business that the Committee has inserted in the notice of AGM, shall be discussed at the AGM. Any motion that is to be placed on the Agenda of the AGM shall be in writing and received by the Secretary 28 days before the date of the AGM.
- 3 The Committee may, at any time, upon giving fourteen days notice in writing, call a General Meeting of the ABW for any special business, the nature of which shall be stated in the notice calling the meeting, and the discussion at this meeting shall be confined to the business stated in the notice sent to members.
- 4 The Committee shall similarly call a General Meeting upon a written request addressed to the Secretary by at least 25% of all members. The discussion at such meeting shall be confined to the business stated in the notice sent to members.
- 5 At every meeting of the ABW, the President or the Vice-President or, in their absence, a Chair elected by those present shall preside.
- 6 15% of the members present and entitled to vote, shall form a quorum at any meeting of the ABW.



- 7 Voting shall be by show of hands or a ballot. Where there are equal votes, the President shall have a second or casting vote, on any matter.
- 8 Any resolution properly put to a meeting of the ABW to amend the Constitution, or to create, appeal or amend any Rule or Regulation of the ABW shall not be created, repealed or amended except by a majority vote of at least two-thirds of those present and entitled to vote.

Article 10 - Dissolution of the ABW

- 1 If, on the winding up or dissolution of the ABW, 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 or transferred to some other institution having objects similar to those of the ABW, as determined by the members by Resolution passed at a General Meeting, at or before the time of the dissolution. If this cannot be done, the property will be given to some charitable object.
- 2 If the Group is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Group, but shall be given or transferred to some charity as defined under the Charities & Trustee Investment Act 2005, as determined by the members at the time of dissolution.

Amended at AGM #23 on 21 February 2017