

CONSTITUTION
INTERNATIONAL WOMEN'S CLUB OF GOTHENBURG

ARTICLE 1
Name

Section 1: The name of this organization shall be the International Women's Club of Gothenburg.

ARTICLE II
Objectives

Section 1: The objectives of the Club shall be fourfold:

- a. to welcome and assist newcomers and their families to Sweden;
- b. to further members' knowledge and understanding of Sweden;
- c. to provide social activities and functions for the members' enjoyment;
- d. to give financial and material support to philanthropic projects, especially those of an international nature.

ARTICLE III
Membership

Section 1: Membership shall be open to English-speaking women:

- foreign to Sweden;
- Swedish and married to or partnered with a person from a country other than Sweden;
- Swedish-born and returning from a number of years abroad.

Section 2: Applicants for membership shall be sponsored by two Club members. Each member may sponsor only two applicants a year to ensure that new members receive adequate support as the sponsors are expected to assist the newcomer throughout her first year in the Club. Applications shall be submitted to the Membership Chairman who shall make recommendation on them to the Executive Committee.

Section 3: Membership in the Club shall be without political or religious association, racial discrimination or thought of personal monetary gain.

- Section 4: The basic personal information collected on the Club's application form is used for club purposes only and is not sold, distributed or shared with non-members.
- Section 5: It is understood that a member who has left the country temporarily will regain membership upon request to the Membership Chairman.

Article IV

Dues

- Section 1: The Club year shall run from 1 June to 31 May.
The Club accounting year shall run from 1 April to 31 March.
- Section 2: The amount of annual dues, and of a registration fee payable on joining, shall be determined by the Annual General Meeting of the Club on the recommendation of the Executive Committee.
- Section 3: Dues shall be required for the Club year in which a member is admitted and should be paid annually not later than 30 September. A final reminder will be sent in October. Members not having paid by 1 November will not receive any further Bulletins and membership will lapse. New members shall pay their dues and registration fee after their application has been approved by the Executive Committee and the Membership Chairman has informed them thereof.

ARTICLE V

Officers

- Section 1: Ten officers shall constitute the Executive Committee and shall be elected by the members at the Annual General Meeting. The offices are:
- a. President
 - b. First Vice-President and Membership Chairman
 - c. Second Vice-President and Charity Chairman
 - d. Secretary
 - e. Treasurer
 - f. Information Officer
 - g. Hostess Chairman
 - h. Programme Chairman
 - i. Tours Chairman
 - j. Social Activities Chairman

Section 2: Term of Office

- a. The term of office shall begin on 1 June of the year of election and end on 31 May of the following year.
- b. Officers shall serve for a term of one year and may be elected for a second term. No officer may serve for more than two consecutive terms in the same office, but may serve for a further two years in another capacity. No officer shall serve more than four consecutive years.
- c. In the event of a vacancy in any office during the Club year, the position shall be filled for the remainder of the term by appointment of the Executive Committee in compliance with Section 2b above.

Section 3: The duties of the officers shall be as follows:

- a. The President shall supervise the affairs of the Club and preside at all regular and Special General Meetings of the Club and of the Executive Committee. She shall also compile the Annual Report, a separate document required of all non-profit organizations. The Annual Report details the status of the Club and contains the Officer's administrative reports and financial statements.
- b. The First Vice-President and Membership Chairman shall perform the duties of the President in the latter's absence and shall be responsible for arrangements for welcoming and helping newcomers. As Membership Chairman she shall receive applications for membership. In addition to the duties in Article III, she shall keep the membership under review and provide statistics and recommendations on any changes considered necessary. The Membership Chairman shall also be responsible for compiling the Membership Directory.
- c. The Second Vice-President and Charity Chairman shall perform the duties of the President, if required, and shall be responsible for all philanthropic projects of the Club and account for all the monies thereof. She shall prepare a Financial Statement to be examined by the Auditors and then submitted to the members for approval at the Annual General Meeting
- d. The Secretary shall conduct the correspondence of the Club and maintain its records. She shall keep the minutes of the meetings of the Executive Committee, and other business meetings of the Club.

- e. The Treasurer shall collect and hold all monies belonging to the Club and deposit them in a bank approved by the Executive Committee. She shall pay approved accounts of expenditure by the Club and shall reimburse members for authorised expenses incurred on behalf of the Club. Both the Treasurer and the President shall have access to the Club's bank accounts. In accordance with generally accepted accounting principles the Treasurer shall keep financial records and accounts which shall be examined by the Auditors and which are subject to approval by them, as well as by the Executive Committee. The Treasurer's Annual Report shall be submitted to the members for approval at the Annual General Meeting.
- f. The Bulletin Editor shall be in charge of the Club's monthly bulletin under the general direction of the Executive Committee.
- g. The Hostess Chairman shall book accommodation for Club meetings and make all necessary arrangements for refreshments. She shall be in charge of the Guest List and identification badges.
- h. The Programme Chairman shall arrange talks, recitals or other suitable programmes for Club meetings.
- i. The Tours Chairman shall arrange tours designed to give members a better understanding of Swedish life and culture.
- j. The Social Activities Chairman shall arrange social activities for members and their families.

Section 4: The foregoing officers, excluding the President, may each deputize one or more members to help in carrying out her duties and shall report such appointments to the Executive Committee.

Section 5: The Executive Committee shall hold itself generally responsible for all funds, accounts and philanthropic projects of the Club, manage the Club's affairs and report, through the President at the Annual General Meeting, on Club activities of the past year. Members of the Committee shall attend all possible regular and special meetings of the Club.

Section 6: At the end of her term in office each outgoing member of the Executive Committee shall formally hand over her duties, records, and any Club property she may hold to her successor in office.

ARTICLE VI

Auditors

- Section 1: Two Auditors shall be elected by the membership at the Annual General Meeting.
- Section 2: Term of Office
The term of office shall begin on 1 June of the year of election and end on 31 May of the following year.
Auditors shall serve for a term of one year and may be re-elected, but may not serve more than four consecutive years.
- Section 3: Duties of the Officers
The duties of the Auditors include examining the Financial Statements submitted by the Treasurer and the Charity Chairman, as well as other documents which give information about the financial position and affairs of the Club. They shall present their report together with the Annual Report and at the Annual General Meeting.

ARTICLE VII

Meetings

- Section 1: Regular Meetings of the Club shall be held on the first Tuesday of the month from September to May inclusive, except if this coincides with a holiday. Members may bring prospective members and guests to all luncheons. Only members may participate in the business part of any meeting.
The regular meeting in April is also a business meeting to prepare for the Annual General Meeting. It is the forum for discussion initiated by the members.
- Section 2: Special General Meetings may be called by the President with the approval of the Executive Committee. The President shall call a special meeting if so requested by a majority of the Executive Committee or at the written request of 10% of the members. Written notice, stating the purpose of the meeting, shall be given at least 10 days before the date of the meeting. If a vote requiring two-thirds majority is to be taken at the meeting, a form for voting by proxy is to be included with the written notice.

Section 3: The Annual General Meeting (AGM), required by Swedish law, shall be held in May of each year. The order of business shall be as follows:

- Election of a chair and a secretary for the meeting
- Verification of quorum (members in attendance and those voting by proxy)
- Approval of the agenda
- Approval of the minutes of the previous AGM (reading may be waived provided printed or electronic copies have been distributed to the members in advance.)
- President's Address
- Reading of the Auditors' Report, circulated in advance
- Action on the Treasurer's Report, circulated in advance
- Action on the Charity Chairman's Financial Report, circulated in advance
- Vote to discharge the Executive Committee of financial liability
- Action on the Annual Report's of officers of the Executive Committee, circulated in advance
- Unfinished business (from previous meetings)
- New business (submitted in advance to the President)
- Other business
- Election of officers and auditors
- Acknowledgements and closing comments
- Adjournment

Minutes of the AGM shall be printed as a separate document and distributed to the Executive Committee prior to its first meeting and to the members prior to the October meeting.

Section 4: Voting by Proxy

A form for voting by proxy shall be sent to all members. If a member is unable to attend a meeting, she may be represented in the voting by completing and returning the proxy form. This form shall include the date and name of the business meeting; specification of the business to be voted on; and the mailing address of the Club Secretary. To be valid the form must contain the name and signature of the member voting and the date of signing. The completed form shall be sent or handed in to the Club Secretary prior to the start of the meeting.

- a. Standard text for the AGM:
 - I approve the Treasurer’s ReportYesNo
 - I approve the Charity Financial ReportYesNo
 - I vote to discharge the Executive Committee of financial liabilityYesNo
 - I approve the content of the Annual Reports of the Executive CommitteeYesNo
 - I accept the slate of candidates proposed by the Nominating CommitteeYesNo

b. Special text for amending the Constitution:

With respect to Propositions included with the written notice of the meeting, each proposed change shall be clearly indicated by Section and Article number with spaces provided for marking I vote for..... and I vote against.....

c. Other Propositions requesting or requiring a membership vote should clearly state each item being proposed and give a clear positive/negative choice for each item in the manner of examples a and b above.

**ARTICLE VIII
Elections**

Section 1: A Nominating Committee of seven members, no more than one of whom may be a member of the Executive Committee, shall be formed not later than at the February meeting.

- a. The President shall appoint the Chair, and one member drawn from the Executive Committee, not later than the January meeting.
- b. Selection of the remaining five members is the responsibility of the membership under the direction of the Nominating Committee Chairman.

Section 2: The Nominating Committee shall receive from the members at large nominations for (to) the ten offices of the Club and the two auditors. The consent of each candidate must be obtained before she is nominated to the Committee. The Nominating Committee shall prepare a list of one or more candidates for each office for submission to the members in the April Bulletin. At the April business meeting, provided again that the candidate’s consent has first been obtained, nominations may also be made from the floor. The complete list of candidates shall then be published in the May Bulletin for election at the Annual General Meeting in May.

Section 3: Where there is only one candidate for an office, election may be by acclamation. In other cases there shall be a closed ballot. The candidate receiving the greatest number of votes for each office shall be declared elected to that office.

Section 4: At the Annual General Meeting and other business meetings, in the event of a tie the chair of the meeting shall cast the deciding vote.

ARTICLE IX

Quorum

Section 1: One third of the membership shall constitute a quorum of the Club. Quorum is determined by counting members in attendance and signed proxy votes.

Section 2: Seven members shall constitute a quorum of the Executive Committee.

Section 3: Five members shall constitute a quorum of the Nominating Committee.

ARTICLE X

Amendments

Section 1: This Constitution may be amended at the Annual General Meeting, or at a Special General Meeting called for the purpose, provided announcement of the proposed amendment has been made at the previous regular meeting and written announcement has been distributed to the members 10 days in advance of the meeting. Adoption of an amendment requires a vote of two-thirds majority of the members attending the meeting or voting by proxy.

ARTICLE XI

Dissolution

Section 1: Dissolution of the Club requires a 2/3 majority vote of the membership at an AGM or at a Special General Meeting called for the purpose.

In the event of dissolution the Executive Committee at the time of dissolution shall become trustees who shall liquidate the Club's assets and see that the Club's legal and contractual obligations are terminated in accordance with the law.

Charity funds shall be distributed to the charities designated at the time of their collection.

Club funds shall be used as decided by the membership at the dissolution meeting. In no event shall Club funds be distributed directly to the members.