

# I.W.C. CONSTITUTION

*All recent amendments are dated.*

*The most recent amendments were made at the Annual General Meeting on 3 September 2020.*

## ARTICLE I NAME

**Section 1.** The name of this non-profit making organization shall be The International Women's Club of Copenhagen, referred to hereafter as I.W.C.

## ARTICLE II OBJECTIVES

**Section 1.** To welcome and assist newcomers and their families to Denmark.

**Section 2.** To further members knowledge and understanding of Denmark.

**Section 3.** To foster goodwill and friendship amongst members of all countries.

**Section 4.** To give financial and material support to philanthropic projects, especially those of an international nature.

## ARTICLE III MEMBERSHIP

### Section 1. Full Member.

Membership shall be open to all international women [3 September, 2020], over the age of eighteen, resident in Denmark or the Swedish [3 September, 2020] Øresund region.

Membership for Danish women shall be open to those who have resided abroad for a consecutive period of two years or more. [3 September, 2020].

The number of Danish Members shall not exceed 40% of the total membership [3 September, 2020]

Membership for Swedish women living in the Swedish Øresund region shall be open to those who have resided abroad for a consecutive period of two years or more [3 September, 2020].

**Charter Members** shall be those members who attended the 1977 Organizational Meetings, and their names shall be listed alphabetically at the beginning of the Membership Directory.

**Founder of I.W.C.:** Lori Cole. [15 May 2008]

**Honorary Membership:** One Honorary Member would be appointed by the Executive Board and approved by a majority of the voting members at a monthly meeting or the AGM. The Honorary Member must have been a Board member and distinguished herself extraordinarily with work that furthered the objectives of the Club and its members. The Honorary Member shall not pay membership fees, is not entitled to vote or hold office and will be listed in the IWC publications with the Executive Board members. [15 May 2008]

**Honorary Member:** Christine Bank. [15 May 2008]

**Overseas Members.** Active members in good standing who leave Denmark and wish to continue their membership may do so. They shall not vote or hold office but shall, upon payment of dues as designated by the Executive Board, receive I.W.C. publications and be listed in the Membership Directory. [14 June 2007]

- Section 2 Application forms shall be completed in English. [20 May 2015].The Membership Director shall make recommendations on all applications to the Executive Board at the first meeting of the Executive Board following receipt of the application. [20 May 2015].  
A two-thirds vote shall approve membership. If for any reason whatsoever, membership is not granted, the application form shall be returned to the applicant. [20 May 2015].  
Membership dues are payable as soon as possible after the date of the Executive Board Meeting at which membership was approved. [20 May 2015]
- Section 3. The amount of membership dues shall be voted upon by the members at the May Annual General Meeting, on the recommendation of the Executive Board. The said amount of dues shall be printed in I.W.C. publications.  
Dues shall be payable annually not later than 1st September. Names of members who have not paid their dues by that date shall not be included in the Membership Directory. [20 May 2010]  
If any member, without just cause, fails to pay her dues by 1<sup>st</sup> September, membership shall lapse. [20 May 2010] Dues shall be payable to the Treasurer by cash, bank transfer or electronic transfer (e.g. MobilPay or similar) [3 September, 2020] to The International Women’s Club of Copenhagen. [20 May 2010]  
If a newly-accepted member joins the IWC after 1 March, and pays the dues immediately, this payment shall be regarded as full payment for the following Club year 1 July–30 June [3 September, 2020].
- Section 4. To stay a member in good standing, a member must participate in I.W.C. activities on a regular basis.  
The Executive Board shall reserve the right to terminate membership of those who do not abide by this rule. The President shall inform the member, in writing, of her membership termination. Any member leaving temporarily (more than six months) or unable to fulfil her obligation to the Club, due to illness or illness in her immediate family, shall notify the Membership Director.
- Section 5. Resignations from the I.W.C. shall be made in writing to the Membership Director. Membership is automatically renewable but may be terminated at the discretion of the Executive Board.  
The Executive Board shall reserve the right to revoke the membership of any member owing to misconduct or wrongful behaviour that could defame the I.W.C. [14 June 2007]

#### **ARTICLE IV GUESTS**

**Section 1.** Anyone eligible for membership of the I.W.C. may attend not more than two monthly General Meetings and one other function as a guest when accompanied by an I.W.C. member. [20 May 2015]

**Section 2.** Anyone not eligible for membership of the I.W.C., may attend not more than two monthly General Meetings as a guest during any Club year, when accompanied by an I.W.C. member. [20 May 2015]

**Section 3.** Anyone not eligible for membership of the I.W.C. may attend club activities or tours, at the discretion of the President & Hospitality. Coffee Mornings are open to members only.

**Section 4.** Priority should be given to I.W.C. members at all club events in case of restrictions on numbers. Members shall be responsible for expenses incurred by their guests. The Executive Board may limit the number of guests at any one function or designate any meeting or function open to members only.

## **ARTICLE V MEETING**

**Section 1.** All I.W.C. meetings and functions shall be conducted in English.

**Section 2.** General Meetings of the I.W.C. shall be held on the fourth Thursday of each month from September to May inclusive, unless otherwise decided by the Executive Board. These monthly meetings shall include Club business and social activities. They shall serve to establish and develop contacts among members of different nationalities.

**Section 3.** **Special Meeting** may be called by the President or the Executive Board. The Executive Board shall also call a Special Meeting, if so required, by written request Meeting shall be given at least ten days before the date of the meeting, except in the case of emergency.

**Section 4.** **The Annual General Meeting** shall be held in May of each year and shall be a business meeting for voting members only. The order of business shall be as follows:

- a. Approval of minutes from the previous Annual General Meeting.
- b. Approval of the Annual Reports of the Executive Board circulated in advance.
- c. Approval of the Treasurer's Report, circulated in advance.
- d. Voting on amount of membership dues.
- e. Election and installation of the new Executive Board.
- f. Election of two internal auditors.
- g. Any other business.

**Section 5.** Members shall not use the name of the Club or its venue for any commercial, political or religious purpose, or for personal financial gain.

## ARTICLE VI FINANCE

- Section 1.** The Club's Funds shall be deposited in a reliable bank in the name of The International Woman's Club of Copenhagen.  
Transactions shall be signed by the President and the Treasurer, who shall then have the Power of Attorney while they are in office.[20 May 2015]  
Both [20 May 2015] officers shall have access to the bank accounts, including online-banking. [14 June 2007]
- Section 2.** I.W.C. shall maintain two independent accounts, namely the General account and the Philanthropic account.
- Section 3.** **The Club Year.** For the purpose of dues, the Club Year shall be from 1st September to 31st May.  
**The Fiscal Year.** For the purpose of budgets, the Fiscal Year shall be from 1st April to 31st March. [26 October 2017]
- Section 4.** A special audit of all accounts shall be held if the member holding the Office of Treasurer shall resign or be replaced by an incoming Officer.
- Section 5.** There shall be an annual audit by two internal auditors, elected by the membership at the Annual General Meeting. In case of conflict, a Licensed State Auditor may be consulted.
- Section 6.** A proposed budget shall be drawn up by the Executive Board based on the Treasurer's Report of the previous year, and submitted to members for approval at the September General Meeting. Any deviation of more than DKK 10,000 (ten thousand kroner) on any given item approval by the Club in September shall be brought to the attention of the Club for approval.  
A mid-year Financial Report shall be given at the January Executive Board Meeting.
- Section 7.** After all expenses are paid a minimum of DKK 1,000 (one thousand Kroner) shall be held in reserve at the end of each Financial Year, in addition to any dues, advertisements and any other monies paid in advance for the following Club year.

## ARTICLE VII OFFICERS AND DUTIES

- Section 1.** The following ten elected officers shall constitute the Executive Board.  
**The President** shall preside at all meetings and shall supervise the affairs of the I.W.C. She may appoint special committees with the Executive Board's approval. She is the official representative and non-voting member of all committees except the Nominating Committee.  
**The First Vice-President** shall perform the duties of the President in the latter's absence. She shall be responsible for arrangements to welcome new members. She shall also appoint committees to arrange orientation meetings for newcomers. The Hospitality Committee may send notes, cards and flowers on behalf of the I.W.C.  
**The Second Vice-President** shall perform the duties of the President, if required. She shall be responsible for all philanthropic projects including the fundraising.  
**The Secretary** shall conduct the correspondence and records of the club. She shall keep the minutes of meetings of the Executive Board, the Annual General Meetings and other business meeting of the club, and following each board meeting she shall send

copies of the minutes to all board members. She shall also serve as historian of the club and keep an inventory of all club properties.

**The Treasurer** shall keep the financial records and the accounts and pay approved accounts of expenditure, and reimburse members for approved expenses incurred on behalf of the I.W.C.

In addition to the duties in Article VI, the Treasurer shall inform the Membership Director of annual membership renewals.

addition, **The Membership Director** shall receive applications for membership and, in to the duties in Article III, she shall maintain a data base to keep membership under review, provide statistics and be responsible for compiling the Membership Directory and members name tags.

**The Editor**, with the assistance of the President, shall appoint and Associate Editor, and/or Business Manager to prepare a monthly publication, to be called Cosmo. She is responsible for the club calendar and shall also appoint a webmaster to maintain the club website: [www.iwcc.dk](http://www.iwcc.dk)

recreational **The Activities & Tours Coordinator** shall initiate social, educational and activities and arrange excursions designed to give members a better understanding of Danish and International life and Danish culture. She may both directly appoint and accept volunteer members to be responsible for these activities. The Coordinator should be familiar with the IWC Constitution.

**The Hostess** shall book accommodation for General Meetings, select the menu and handle reservations. She shall be in charge of the guest list and the guest book.

**The Programmes Coordinator** shall be responsible for arranging monthly programmes of national and international interest. She shall confer with the other officers planning these monthly programmes.

## **Section 2. Executive Board Duties.**

her The foregoing officers may each form a committee of one or more members to help in carrying out her duties, and shall report such appointments to the Executive Board. Board members should consider the advantage of inviting many different nationalities. The Executive Board may accept recommendations from I.W.C.

Members and the Philanthropic Committee, announcing in advance who the beneficiaries shall be on all fund raising projects.

Members of the Board should attend as many club meetings as possible, and each officer should be familiar with the Constitution.

to Every Board member shall resign at the end of the club year and shall formally hand over her duties, records and any club property she may hold, no later than 31st May, her successor in the office.

In the event of resignation during the Club Year, the resigning Board Member shall formally hand over her duties, records and any club property she may hold to the Executive Board immediately. [14 June 2007]

## **ARTICLE VIII ELECTIONS AND TERMS OF OFFICE**

**Section 1.** The term of office shall begin on 1st June of the year of election.

**Section 2.** At the Annual General Meeting a Nominating Committee of seven members shall be elected, two members to be appointed by the Executive Board. No more than two retiring Board Members may serve on the Nominating Committee. The membership

shall elect 5 members. The Executive Board shall appoint one of these seven members to chair the Nominating Committee. [18 May 2017]The requirements for the Nominating Committee are as follows:

- a. Membership of the I.W.C. for a minimum of one club year.
- b. A wish not to stand as a candidate for office.
- c. Nominees may not serve for more than two consecutive years on the Nominating Committee.

**Section 3.** The Committee shall prepare a list, as international as possible, with one or more candidates for each office to be presented to the membership at the April General Meeting. The candidates for each Office must preferably have been a club member for at least one club year. At the March General Meeting nominations from the floor may be made, provided the person nominated is present and consents, or has given written consent. Any additional nominations so made, added to the list of nominees presented by the Nominating Committee, shall constitute the ballot for the election in May.

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The list of Candidates shall be printed in the May Cosmo.

**A nomination form** for the Executive Board is to be published in the February and March Cosmos. The completed nomination form should be sent to the address of a member of the Nominating Committee, or to the club address, by 1st April.

When two or more nominees contest an office, election shall be by written ballot in accordance with Robert's Rules of Order, by the entire membership of the club, both present, and absent members voting by mail, if they so wish.

**Voting by mail:**

- a) Members voting by mail shall write the name (s) on a ballot form, which shall be enclosed in a sealed envelope marked "Ballot for Election of Officers"
- b) This envelope shall be enclosed in another one addressed to the Chairwoman of the Nominating Committee.
- c) The outside envelope shall have the name of the voter written clearly on it.
- d) The secret, unopened, envelope will be handed over to the Chairwoman of the Tellers by the Chairwoman of the Nominating Committee at the Annual General Meeting.

In the event of an uncontested list of candidates, the Chairperson of the Nominating Committee shall ask for a motion of approval from the floor. When a vacancy occurs before the installation of Officers, the Nominating Committee shall reconvene and submit another candidate for the vacant Office, preference being given to candidates on the existing list.

**Section 4.** No officer may serve for more than two consecutive terms in the same office, but may serve a further two years in another capacity. No officer shall hold more than one office at the same time. In the event that a suitable candidate for an office cannot be found, the Nominating Committee may invite the current officer to stand for re-election, if she so wishes, notwithstanding the number years she may have already served on the board. [23 October 2008]

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In the event of a vacancy in any office after the election, the President shall appoint a member with the Executive Board's approval.

The resignations from the Executive Board shall be made in writing to the President.

## **ARTICLE IX QUORUM**

- Section 1.** 20% of the voting members shall constitute a quorum of the Club at its meetings. [14 June 2007]  
**Proxy votes** are allowed at meetings and must be dispatched in the post with a signature, or e-mailed (signature unnecessary) by the member and received by the Parliamentarian no later than three days prior to the meeting. [14 June 2007]
- Section 2.** Six (6) members shall constitute a quorum of Executive Board. [14 June 2007]
- Section 3.** Four (4) members shall constitute a quorum of the Nominating Committee. [14 June 2007]
- Section 4.** The members present at a Special Meeting shall constitute a quorum.

## **ARTICLE X PARLIAMENTARY PROCEDURES**

- Section 1.** The rules contained in the current edition of Robert's Rules of Order shall guide the I.W.C. in all cases to which they are applicable, and in which they are not inconsistent with this Constitution and any special rules of order the I.W.C. may adopt.
- Section 2.** The President may appoint a Parliamentarian to give advice to Members and Committees if required.
- Section 3. Executive Board Voting Procedures** [20 May 2015]:
- (a) Motions shall be passed with a majority (more than 50%) of those Board members present and voting, i.e. a decision to pass a motion, requires more than half the established quorum present at the meeting to vote for the motion.
  - (b) Blank votes or abstentions will be deemed invalid and will not be counted in voting.
  - (c) In extraordinary circumstances, or for matters of urgency, the President can call for a telephone or e-mail vote of all Board members. The result of that vote will be on the same basis as (a) and (b) above, and will be minuted at the following Board meeting.

## **ARTICLE XI DISSOLUTION**

- Section 1.** In order to dissolve the I.W.C., the Executive Board must notify each voting member three weeks in advance of the intent to vote on dissolution. A statement of the reasons for dissolution must accompany the notice.  
At the meeting, a three-fourths vote of the members present is needed to carry the motion.
- Section 2.** In case of dissolution, the funds of the Club shall be disbursed in keeping with the purpose and ideas of the I.W.C. The records shall be disposed of by the Executive Board.

## **ARTICLE XII AMENDMENTS**

- Special** This Constitution may be amended by a two-thirds vote of members present at a Meeting called for the purpose, or at the Annual General Meeting.  
The Executive Board may propose amendments, or any voting member may submit proposed amendments, in writing, to the Executive Board. The Executive Board shall print these proposals in the club publications prior to discussion by the membership at the Special Meeting.

All approved amendments shall be dated and added to the current Constitution.

**END**