

## 1. **Name**

1.1 The name of the association is Network.

## 2. **Objects**

2.1 The purposes of Network are:

2.1.1 to maintain a forum in which women can develop business, professional and social contact;

2.1.2 to ensure that women's contribution and influence is recognised as a vital force in all the corridors of power, be they in the professions, commerce, industry or the arts

2.2 Network may not be affiliated into any political party in the United Kingdom or elsewhere.

## 3. **Constitution**

3.1 Network is comprised of a federation of its Branches.

3.2 Members will be bound by the current Constitution and Rules of Network.

## 4. **Membership**

4.1 Applicants for membership must meet the criteria for membership set out in the Rules. All members must be women.

4.2 Every applicant for membership of Network shall complete and submit to the Committee of the Branch of which she wishes to become a member, the appropriate application form.

4.3 The selection of candidates shall be by the Committee of the relevant Branch and no person shall be admitted to membership of Network until so selected. The Committee shall not be required to disclose its reasons for rejection of any applicant other than to National Council should appeal be made to National Council. National Council's decision shall be final and its reasons for acceptance or rejection of the appeal shall not be required to be disclosed.

4.4 No application shall be rejected on ethnic, political, religious or age-related grounds.

4.5 When a selected candidate has paid her first annual subscription and joining fee (if applicable) she shall be a member of the relevant Branch and Network and shall be deemed to have agreed to be bound by this Constitution and the Rules.

4.6 A member may resign her membership at any time by letter but shall be liable for her subscription in the year when she resigns.

4.7 Each Committee may expel from Network and the relevant Branch any member whose conduct is such as shall in their opinion be injurious to the character of Network or the interest of the members generally.

4.8 Before a member is expelled her conduct shall be inquired into by the relevant Committee and she shall be given opportunity to defend herself and to justify or explain her conduct. If a majority of the Committee present when the matter is inquired into are of the opinion that the member has been guilty of such conduct as aforesaid and that the member has failed to justify or explain it satisfactorily the Committee shall call upon the member to resign and if she does not resign shall expel her. Any member expelled may appeal by notice in writing within 14 days of expulsion to National Council. A National Council meeting to hear such appeal shall be summoned within 28 days of receipt of the notice of appeal by the administrator. If such expulsion is not confirmed by National Council the member must be reinstated.

4.9 A member expelled shall forfeit all the privileges of membership and all rights against Network.

### 5. **National Council**

5.1 The purposes of National Council are:

5.1.1 to co-ordinate the implementation of the Objects and to provide strategic direction for the growth of Network and its policies;

5.1.2 to enhance and promote the national and international image of Network;

5.1.3 to co-ordinate the functions of the Branches.

5.2 National Council shall have power to make decisions binding on the Branches but it shall not involve itself in the day to day running of any Branch other than to ensure that the declared standards and aims of Network are maintained.

5.3 The membership of National Council shall consist of:

5.3.1 a Chairperson;

5.3.2 a Chairperson Elect;

5.3.3 the immediate past Chairperson of National Council for one year after she ceases to be Chairperson;]

5.3.4 a Treasurer;] and

5.3.5 any 2 members from each Branch

All members of National Council must be members of Network.

5.4 The positions of Chairperson and Chairperson Elect should be proposed, seconded and elected at the last meeting of National Council before the start of the year in respect of which they are being appointed.

5.5 Any casual vacancy on National Council in the posts referred to at clauses 5.3.1 to 5.3.3 (inclusive) may be voted upon by National Council to hold the office for the remainder of the term of such office.

### 6. **National Council Meetings**

- 6.1 National Council meetings shall be properly convened by giving at least 6 weeks' notice, requesting agenda items. The business to be conducted at each National Council meeting shall be such as the Chairperson shall determine or as any Branch representative shall request. The agenda for each meeting should be circulated at least 4 weeks in advance of the meeting. Additional business may be raised after the agenda has been circulated only with the consent of more than 50% of the Branches.
- 6.2 The venue of National Council meetings shall rotate so that, so far as practicable, each Branch in turn hosts a meeting.
- 6.3 A meeting of National Council shall be quorate when 50% or more of the Branches is represented.
- 6.4 If a vote is necessary on any proposed decision each Branch present in person at the meeting shall have one vote and, in the case of equality of votes, the Chairperson shall have a second or casting vote.
7. **Branches**
- 7.1 The purposes of each Branch are:
- 7.1.1 to implement the Objects in the region covered by such Branch;
  - 7.1.2 to enhance and promote the image of Network and the Branch in the region covered by such Branch.
  - 7.1.3 to provide a programme of events on a regular basis for the members of that Branch.
- 7.2 Each Branch, whilst part of Network, may use the Network logo.
8. **Committee**
- 8.1 Each Branch shall elect a Committee at its Annual General Meeting the composition of which shall be as set out in the Rules. All members of the Committee must be members the Branch.
- 8.2 Candidates for election (but not re-election) to each Committee must be proposed and seconded by members of the Branch. The name of every candidate with the names of her proposer and seconder must be sent in writing to the Committee 14 days before the Annual General Meeting. It shall not be necessary for the proposer or seconder to be present at the Meeting. Any member of the Committee who is due for re-election will automatically go forward, unless she indicates in writing to the Chairperson or the Branch administrator that she does not wish to. If no names or an insufficient number of names of candidates eligible for election are received by the Committee by the prescribed date candidates may be proposed at the Meeting without notice.
- 8.3 Any casual vacancy in each Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office only until the conclusion of the next Annual General Meeting of the Branch and shall be eligible for election at that Meeting. Each Committee may co-opt additional members to

serve on that Committee for a specific period of time and/or specific purposes. Co-opted members shall have no voting rights in Committee.

### 9. **Branch General Meetings**

- 9.1 Each Branch shall hold an Annual General Meeting once in every financial year (as set out in the Rules) for the election of members to serve on the Committee of that Branch, to approve the accounts of that Branch, to receive reports from the Chairperson and Treasurer and for such other business as may be relevant in accordance with the Constitution. The Annual General Meeting shall be held no later than 15 months following the previous Annual General Meeting.
- 9.2 Not less than 28 days' notice of the date of each Annual General Meeting of a Branch shall be given to every member of the Branch. If a member of a Branch wishes an item of business to be brought forward at the Annual General Meeting then she must give written notice of such item to a member of the Committee or the Branch administrator not less than 28 days before the date of such Annual General Meeting.
- 9.3 If the Committee does not call an Annual General Meeting by the due date in any year, any 5 members of the Branch may call the meeting by notice, signed by them and posted to the Committee not less than 28 days before the date appointed by them for the Meeting.
- 9.4 Special General Meetings may be called at any time by the Committee or on the request of not less than 5 members of the relevant Branch to the Committee. In the latter case the Committee will convene the Special General Meeting to be held not more than 2 months after the date of such request.
- 9.5 Not less than 14 days' notice of any Annual General Meeting or Special General Meeting and of the business to be transacted at the meeting must be given to every member of the Branch. No business may be brought forward at the General Meeting other than that of which notice has been given.
- 9.6 Every member of a Branch shall be entitled to one vote at a General Meeting of that Branch. In the case of equality of votes the Chairperson of the Branch shall have a second or casting vote. Branches may make provision for members to vote on any resolution at a General Meeting by post, by ballot, by show of hands, by secret voting paper or by any combination of such methods as the Committee may determine. Any matter put to the vote shall be carried by the majority vote of the majority of these members voting on the resolution.
- 9.7 The accidental omission to give notice to any individual shall not invalidate a General Meeting. The quorum at any General Meeting shall be not less than 10% of the membership of the Branch.

### 10. **Subscription**

- 10.1 Each Branch shall agree by voting at an Annual General Meeting the annual subscription for its members. The annual subscription shall include the subscription payable by each Branch in respect of each member of that Branch to National Council. The National Council annual and half year subscriptions shall be agreed by National Council prior to the AGM of any Branch at the same time as setting its

budget for the relevant year or some other time if agreed upon by not less than 75% of the Branches.

- 10.2 If any member's subscription is in arrears the Committee shall send her notice with a request for immediate payment and if her subscription is not paid within 21 days from the time when such notice would be received in the ordinary course of post the Committee may remove her name from the register of members and she shall thereupon cease to be a member and forfeit all rights to membership, provided that the Committee may at anytime in their discretion restore her to membership upon payment of all arrears of subscription then due.
- 10.3 Each Branch must declare each member that has joined or renewed her membership with that Branch and pay the appropriate National Council subscription to National Council promptly.

### 11. **New Branches**

- 11.1 Any member of Network living or working outside the area of existing Branches together with at least four other women eligible for membership as defined in clause 4 may apply in writing to National Council to form a new Branch of Network.
- 11.2 If National Council approves the application, the applicants will be appointed a Steering Committee and a sub-committee of National Council appointed by National Council shall be set up to assist the Steering Committee. The Steering Committee shall abide by the Rules and the guidelines or requirements of National Council from time to time as to the procedures to be followed in setting up a new Branch.
- 11.3 When the Steering Committee and the sub-committee jointly agree that there is sufficient interest in the proposed Branch and the Steering Committee has formulated a programme, the Steering Committee will call the first meeting which shall be the formal launch at which at least one member of the sub-committee shall attend. Membership of Network shall be granted by National Council to the members of the Steering Committee subject to clause 4.5 immediately prior to the first meeting of the new Branch and the members of the Steering Committee shall form the first Committee of the new Branch.

### 12. **Accounts**

- 12.1 Accounts for National Council and each Branch must be made up to the last day of each financial year (as specified in the Rule).
- 12.2 National Council must cause a statement of income and expenditure and a balance sheet to be prepared in respect of every financial year.
- 12.3 At the last National Council meeting prior to the end of each financial year an auditor of the National Council accounts must be appointed, who may be a member of a Branch. At the last Branch Committee meeting prior to the end of each financial year an auditor of such Branch's accounts must be appointed, who may be a member of a Branch.
- 12.4 The relevant auditors must examine National Council's or a Branch's accounts (as the case may be) and report to National Council or the relevant Branch (as the case may be), their opinion as to whether the accounts give a true and fair view.

- 12.5 If any auditor appointed is unwilling or unable to act, National Council or the relevant Branch (as the case may be) must appoint another in their place. No auditor shall be liable to Network, any Branch or any member of Network in relation to the performance of their duties as auditor (including in relation to any negligence) if they have been appointed on an honorary basis.
- 12.6 The audited statement and balance sheet of National Council's accounts must be submitted to the first National Council meeting following the end of the financial year to which they are made up unless this meeting is within 2 months of the end of the financial year, in which case they may be submitted to the next meeting. A copy must be made available to every member of Network upon request.
- 12.7 The audited statement and balance sheet of a Branch's accounts must be submitted to the Branch AGM following the end of the financial year to which they are made up. A copy must be made available to every member of the Branch upon request.
- 12.8 Each Branch is responsible for its own financial arrangements and cannot be required to disclose its accounts other than to National Council. No Branch is responsible for the liabilities of any other Branch or has any rights to the assets of any other Branch.
13. **General Matters**
- 13.1 The Network Directory and a copy of each Journal shall be made available to every member of Network. The copyright and related rights in the Directory shall belong to National Council. Each member will have password protected access to the member's section of the Network website, where the Directory is accessible.
- 13.2 The Directory is to be used by and available to members only. The Directory shall not be used by any member as a mailing list except with the specific authority of her Branch Committee and National Council. If a Branch Committee approves a mailing to members that mailing may be sent out by the Branch secretary or administrator. Use of the Directory as a mailing list without authority by a member may lead to her membership being terminated forthwith. Network is registered with the Information Commissioner. Members are reminded that using the Directory as a mailing list without authority can constitute a criminal offence under data protection legislation.
- 13.3 All money raised by or on behalf of Network shall be applied to further the objects of Network and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to anyone providing services to Network or the repayment of reasonable out-of-pocket expenses.
- 13.4 Each Committee and National Council shall each ensure that adequate records are kept of all proceedings and resolutions of or made by such Committee or National Council respectively.
- 13.5 Any meeting may be held by telephone conference, video conference or equivalent means as well as in person.
14. **Disputes**

- 14.1 Any dispute or difference which may arise as to the powers of any Committee or the validity of any election or proceeding of any Committee, shall be determined by National Council. These decisions of National Council shall be final and binding.
- 14.2 Any dispute arising as to the meaning of this Constitution as to the powers of National Council shall be determined by a committee comprising the current Chairperson and the previous two Chairpersons of Network. If any of the previous two Chairpersons is unwilling to act then the previous Chairperson of Network shall be invited to join such committee and so on.
15. **Dissolution**
- 15.1 If any Committee decides at any time that it is necessary or advisable to dissolve Network it may require National Council to call a meeting of all members of Committees to be held not more than 2 months after the date of the request from the original Committee. Members of the Committees must be given not less than 4 weeks' written notice of such meeting.
- 15.2 If, by a simple majority of those members of Network present at the meeting so called, the decision is passed to dissolve Network, National Council shall call a meeting of all members of Network to ratify such decision. Twenty-one days' notice of the meeting shall be given to all members of Network.
- 15.3 Members absent from the meeting so called may vote either by proxy or by previously sending their votes in writing to the Network administrator or such other person as may be nominated in the notice convening the meeting. The quorum at the meeting is not less than 25% of the members of Network present in person or by proxy. If the decision of the members of the Committee shall be confirmed by a two-thirds majority of those voting at any such meeting of the members of Network then Network shall be dissolved.
- 15.4 Any assets of National Council remaining following its dissolution after the satisfaction of any proper debts and liabilities shall be transferred to each of the Branches pro rata the number of members each Branch has at the date of such dissolution.
- 15.5 If the membership of any Branch falls below 10 following the first two full financial years of a Branch's existence or if a resolution is passed and confirmed to expel a Branch, National Council may expel that Branch from Network, to be dissolved and, after satisfaction of any proper debts and liabilities (including Branch subscriptions to National Council for the then current financial year), the assets of the relevant Branch or Branches shall be distributed to its members at the date of dissolution. No former member shall be entitled to share in such assets.
- 15.6 A Branch may resign from Network by giving not less than 6 months' notice to National Council, through its Chairperson and administrator, such notice to take effect from the end of Network's then current financial year. Any such Branch must pay all Branch subscriptions to National Council for that financial year.
- 15.7 Following the dissolution of Network, each Branch may continue in its own right as an independent association but not using the name "Network". Following the expulsion or resignation of a Branch from Network, such Branch may continue in its own right as an independent association but not using the name "Network".

### 16. **Amendment of Constitution and Rules**

- 16.1 This Constitution may be altered or appealed and new provisions may be added by resolution at a National Council meeting duly summoned for the purpose.
- 16.2 A resolution to alter or appeal or add new provisions must be passed by the Branch representatives of not less than 75% of the then Branches of Network voting on the resolution.
- 16.3 Any reference in this Constitution to “this Constitution” or “the Constitution of Network” includes reference to the Constitution of Network as from time to time amended in accordance with this clause 16.
- 16.4 The Rules may be altered or appealed and new Rules may be added by resolution at a National Council meeting duly summoned for the purpose.
- 16.5 A resolution to alter or appeal or add new Rules must be passed by the Branch representative of a majority of the then Branches of Network voting on the resolution.
- 16.6 Any reference in this Constitution to “the Rules” or “the Rules of Network” includes reference to the Rules of Network as from time to time amended in accordance with this clause 16.

### 17. **Notices**

- 17.1 Any notice this Constitution required to be given or sent to a member of Network is deemed to have been duly given or sent on the next working day after:
- 17.1.1 it is posted, if sent by pre-paid post to any address of the member appearing in Network’s books; or
  - 17.1.2 it is e-mailed, if e-mailed to the e-mail address of the member appearing in Network’s books.
- 17.2 Every member must give to the Network administrator or Branch administrator/secretary written notice of any change in her postal or e-mail address. Each Branch administrator/secretary will inform the Network administrator of any such information which they receive. The Network administrator will inform the Branch administrator/secretary of any such information which she receives about members of that Branch.