

INTERNATIONAL WOMEN IN PORTUGAL

INTERNAL REGULATIONS

(By-Laws)
November 2006



ARTICLE I

Associação de Mulheres Internacionais em Portugal is also known as International Women in Portugal or IWP.

ARTICLE II

(Headquarters)

As per the Statutes.

ARTICLE III

(Objectives)

As per the Statutes.

ARTICLE IV

(Members)

Section 1

Regular Membership: English speaking women shall be eligible for regular membership. Regular members have voting privileges and may hold any office.

Section 2

Associate Members: An associate member is any person living in the household of the regular member. Associate members do not have voting privileges and cannot hold office. They can attend activities and events at the discretion of the regular members.

Section 3

Honorary Members: The Executive Board may bestow Honorary Membership on women whom it decides to specially honour.

Section 4

Other Membership categories: The Executive Board may propose other membership categories and corresponding dues to the General Meeting for approval of the membership.

Section 5

Membership shall be effective upon payment of dues and completion of an application form. The membership year runs from 1st October to 30th September. A renewal notice will be sent to members in September. New members joining during the year pay pro rata dues. Failure to pay yearly dues within 30 days of the renewal date may result in the termination of membership. Any reason for late payment should be communicated to the Executive Board for their consideration. An administration fee may be charged on joining.

Section 6

a. Membership may be revoked or denied for just cause by a majority vote of the Executive Board or their proxies. Following this, written notification will be sent to the individual concerned by the President of the Membership Representation Board.

b. The individual has a period of fourteen calendar days to lodge an appeal with the Membership Representation Board.

c. The appeal shall then be presented by the Membership Representation Board to the Executive Board or their proxies, and the Executive Board will then vote on the appeal.

d. A response will be issued within 30 calendar days, after the 14 days notice.

Section 7

Rights and obligations:

- a.** Rights: Members have the right to participate in the Association's activities and events. Members have the right to vote at meetings and to take office in the Association's management,
- b.** Obligations: Members should act responsibly within the multicultural environment and should not behave in a way that prejudices the interests and good name of the Association and its members.

ARTICLE V

(Income and Assets)

Section 1

If a change in the annual membership fee is deemed necessary, it will be recommended by the Executive Board for approval at a General Meeting.

ARTICLE VI

(The Boards)

Section 1

a. The Membership Representation Board:

The Membership Representation Board is to ensure that the opinions and concerns of the Association's members about the functioning and direction of the Association are considered by its leadership.

b. The Executive Board:

The Executive Board shall have the responsibility and power to direct and administer the Association as stated in the Statutes and the Internal Regulations.

c. The Financial Review Board:

The Financial Review Board shall regularly audit the work of the Treasurer and shall report any inconsistencies or concerns to the President of the Membership Representation Board.

d. These Boards shall function for two years from 1st January to 31st December.

Section 2

Elections:

a. The Election Committee shall consist of three regular members. The Executive Board shall request volunteers from the regular membership to serve on the Election Committee.

b. The Election Committee shall ensure that at least one candidate from the regular membership stands for each presidential position of the Association's three governing Boards: the Executive Board, the Financial Review Board and the Membership Representation Board. It is the responsibility of the presidential candidates to present a slate for the remaining elected positions on her Board. However, a member may serve on the same Board for no more than two consecutive terms.

c. All candidates should receive a description of the position's responsibilities. All regular members must receive a statement of intent from the proposed presidential candidates and a personal introduction from each proposed member of the slate at least two weeks before the vote at a General Meeting. Additional presidential nominations, with the nominee's consent, shall be accepted from the floor at that time.

d. The Elections shall take place in November at a General Meeting called by the Membership Representation Board. Voting shall be by written ballot. Regular members shall register with the Membership Representation Board and receive their ballots at that time. In the event that a member eligible to vote cannot be present on that day, she may either: request an absentee ballot from the Membership Representation Board which must be received the day before the election, or vote by written proxy given to another regular member present at the General Meeting. In the event that the electoral process as described in this Article VI, Section 2b results in only one presidential candidate for each Board, the election at the General Meeting may be carried out by a show of hands vote avoiding unnecessary balloting expense.

e. A member of the Membership Representation Board and a member of the Election Committee shall run the election. The presidential candidate who receives a majority of the votes cast shall be elected. Results of the election shall be announced before the close of the Meeting. The membership shall be informed of the names of the newly elected Boards within 30 calendar days.

ARTICLE VII

(General Meeting)

Section 1

A General Meeting shall be comprised of all the voting members of the Association and be conducted by the President of the Membership Representative Board according to Roberts Rules of Order – Revised Edition, where not otherwise covered in these Internal Regulations or the Association's Statutes. A quorum for a General Meeting shall be thirty voting members. If a quorum is not present at the set starting time, the President of the Membership Representation Board may postpone convening the Meeting for one half hour and then convene the Meeting with the number of voting members present.

Section 2

A General Meeting has the power to:

- a. Elect the Executive Board, Membership Representation Board and the Financial Review Board.
- b. Approve changes in dues.
- c. Modify the Statutes and the Internal Regulations:
 - Amendments to the Statutes and the Internal Regulations must be voted on at a General Meeting. The Membership Representation Board shall notify all regular members of the pending vote with the proposed amendments at least two weeks prior to that Meeting. Approval of amendments requires a majority vote of regular members present at the designated General Meeting, plus any signed proxy votes presented at the General Meeting by their representatives.
 - Amendments shall be proposed by the Executive Board. Amendments may also be proposed in writing with the signatures of a minimum of fifteen regular members. Amendments proposed in the latter manner shall be filed with the Secretary of the Executive Board, who shall submit such proposals at the first subsequent meeting of the Executive Board. Within 30 calendar days thereafter, the Executive Board shall request the President of the Membership Representation Board to call a General Meeting.
- d. Remove Board members.
- e. Approve the Accounts.
- f. Dissolve the Association:
 - To consider dissolution, a special meeting of the Association must be called by the President of the Membership Representation Board. Regular members must be notified of the Meeting at least fourteen calendar days before it is held. An affirmative vote of at least two thirds of those members plus any proxy votes present at the Meeting shall be required to effect dissolution.
 - In the event of dissolution, the Executive Board shall appoint two regular members to act together with the Treasurer to settle any debts and to dispose of records and any remaining assets in accordance with the objectives of the Association as stated in the Statutes.

Section 3

General Meetings shall be held a minimum of once a year. The Membership Representation Board shall convene all General Meetings and, in consultation with the Executive and Financial Review Boards, shall set a proposed Agenda. It must call a General Meeting if presented with such a request either from the Executive Board, the Financial Review Board or a petition signed by fifteen regular members. The request shall identify the purpose of the Meeting. The proposed Agenda for the Meeting shall be communicated to the regular members at least eight calendar days prior to the day of the Meeting.

ARTICLE VIII

(Executive Board)

- a. As per the Statutes, Article VIII, Items 1-6.
- b. The Executive Board will appoint officers necessary for the administration of the Association.
- c. The Executive Board shall meet at least ten times per year. Board Meetings are open to the membership and members may request an item to be added to the Agenda. The Board shall determine itself the manner in which meetings shall be conducted and its quorum requirements as well as due cause issues.
- d. Special meetings of The Executive Board may be called by any three Officers. Notice of special meetings shall be given to each Officer not later than two calendar days before the Meeting day.
- e. No individual shall have the right to incur any debt or involve the Association in any way unless given full authority by The Executive Board.
- f. Resignation of Officers must be submitted to the Executive President in writing. Should the office of Executive President become vacant, the Vice-President shall automatically succeed to that office. A vacancy in any other position shall be filled for the remainder of the term by presidential appointment with the approval of the Executive Board.

Section 2

Executive Officers:

- a. The Executive President shall preside at all meetings of the Board. She shall inform the membership of important discussions and all Association policy decisions taken. The Executive President will present a report of her Board's activities, including financial, annually.
- b. The Vice President shall perform the duties of the Executive President when the Executive President is absent or upon her resignation.
- c. The Secretary shall:
 - Keep the Minutes of all Board Meetings and General Meetings of the Club, as well as record all rules and policies adopted by the Association.
 - Maintain a permanent file open to all members which shall contain Board Minutes and Policies, General Meeting Minutes and all Treasurers' Reports.
- d. The Treasurer shall be responsible for:
 - Keeping an accurate record of all receipts and disbursements of Association funds.
 - Keeping the accounts in order and liaising with the Association's Accountant.
 - Reporting on the financial situation of the Association as determined by the Executive Board.
- e. The Executive Officers shall comply with all the statutory requirements necessary as a result of the Association being a legal entity.
- f. The Designate Member of the Executive Board shall take on a role as deemed necessary.

ARTICLE IX

(Financial Review Board)

- a. The three members of the Financial Review Board shall audit a copy of the quarterly Financial Statement and the budget for the year.
- b. The Financial Review Board shall ensure that the Association complies with all statutory requirements necessary as a result of the Association being a legal entity.
- c. The Fiscal Year shall concur with the calendar year – 1st January to 31st December.

ARTICLE X

(Final Disposition)

As per the Statutes.

ARTICLE XI

(Miscellaneous)

a. A guest may participate in no more than two Association activities or events before applying for membership. Members have priority over guests for participation in the Association's activities and events.

b. Business Promotions: in keeping with the objectives of the Association, the promotion of a business or the sale of goods or services will not be allowed within the Association **unless specifically permitted** by the Executive Board.

c. Membership Database: all members' personal and contact details shall not be divulged to any person without the permission of the individual concerned. All information shall be treated as private and confidential and governed by the relevant Portuguese Law.

d. On joining the Association, members shall be sent a copy of:

- The Statutes
- The Internal Regulations
- Policies and Procedures