



CONSTITUTION OF
**THE WOMEN'S
COUNCIL**

2021

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1. THE NAME OF THE ASSOCIATION SHALL BE THE WOMEN'S COUNCIL (hereinafter referred to as TWC).

2. OBJECTS of The Women's Council:

- (a) The advancement of the education of the women of the United Kingdom concerning the countries and peoples of Asia, Asia Pacific and the Middle East and the social, cultural and economic life and development of these countries.
- (b) To assist in the relief of need and sickness among the peoples of Asia, Asia Pacific and the Middle East, and to help advance their education, particularly in the spheres of child and social welfare.
- (c) In the furtherance of the foregoing objects and without limiting the generality of the powers of the Council.
 - (i) to pursue these objects in co-operation with women's organisations in the United Kingdom and in the countries of Asia, Asia Pacific and the Middle East, concerned.
 - (ii) to co-operate in the exchange of information with women's organisations of Asia, Asia Pacific and the Middle East, and in pursuance of this aim to publish and circulate relevant publications as and when decided by the Board of Trustees.

3. MEMBERSHIP

- (a) Ordinary Members: Membership of TWC shall be open to any woman who is interested in TWC's activities and wishes to further its objects.
- (b) Co-operating Organisations: Women's or mixed organisations having women's committees who wish to take part in TWC's activities may become Co-operating Members. Such Members shall have the right to appoint up to two Representatives to the TWC's Annual General Meeting and shall have the right to appoint substitutes to attend these meetings on their behalf and to vote.
- (c) Life Membership: It shall be open to any woman, interested in TWC's activities and wishing to further its objects, to become a Life member.
- (d) Overseas Membership: It shall be open to any woman who resides outside the United Kingdom, who is interested in TWC's activities and wishes to further its objects, to become an Overseas Member.
- (e) All members resident in the UK shall receive a copy of the Constitution on joining TWC, and thereafter have access to an Annual Report and Accounts and such Newsletters as are published by the Council.

4. SUBSCRIPTIONS

(a) There shall be an annual subscription for Ordinary and Overseas Members, proposed

by the Board of Trustees in consultation with the Committee pursuant to Clause 8 here of and voted upon at the Annual General Meeting, payable on joining and, thereafter annually on the first day of January.

(b) Life Membership may be obtained by the payment of a lump sum proposed and voted upon on as at (a) above, this to cover all relevant publications of TWC while the Life Member is resident in the UK and the receipt of the Annual Report and Accounts if she ceases to be so resident.

5. THE OFFICERS OF TWC, SHALL BE:

The President

The Chairman

The two Vice Chairmen

The Honorary Treasurer

The Honorary Secretary

(The Trustees of TWC may, if required and by agreement with the Committee, make additional Honorary—or paid non-voting—appointments such as Assistants to the Honorary Treasurer and/or Honorary Secretary, who will attend meetings of the Committee.)

All the above Honorary Officers shall be elected at an Annual General Meeting of the TWC and shall normally serve for a term of three years, after which they may be elected for a further such term. Thereafter exceptionally they may be re-elected for a further year at a time by special dispensation of the Annual General Meeting if this is required to ensure the continuity of the work.

The office of President shall not carry Trustee status.

The Chairman, the two Vice-Chairmen, the Honorary Secretary or Administrator and the Honorary Treasurer shall be ex-officio members of the Board of Trustees and of the Committee. The Chairman shall be ex-officio a member at any special committee or sub-Committee and may attend or send a representative to its meetings.

The TWC may appoint Honorary Vice-Presidents on the recommendation of the Board of Trustees and the Committee. These are honorary appointments and are not subject to election or re-election and do not carry Trustee status.

6. RESPONSIBILITIES AND POWERS OF THE BOARD OF TRUSTEES

The Board of Trustees is the governing body of the TWC. Responsibility for the general management and control of TWC for the purpose of carrying out its objects is vested in the Board. Its members are the Trustees of the Charity within the meaning of the Charity Act, 2011

Without prejudice to the generality of its powers, the Board of Trustees shall have the power to do all or any of the following things, that is to say:

- (a) to enter into contracts
- (b) to make rules and regulations for the management and conduct of the TWC (including the expulsion and suspension of Members)
- (c) to appoint agents and servants on such terms and conditions as they shall think fit
- (d) to receive grants, donations, gifts, subscriptions and bequests.
- (e) to be responsible for raising funds for the administrative work of the TWC and to carry out the objects of TWC heretofore mentioned.
- (f) receive advice and recommendations from, consult and maintain close communication with and delegate specific responsibilities and tasks to the Committee.
- (g) to create or approve the creation of special ad hoc working parties to carry out specific tasks.
- (h) without prejudice to the foregoing, the Board of Trustees will not normally make decisions on matters until it has received a report from the Committee as to the latter's discussion on and recommendations in relation thereto.

7. MEMBERSHIP OF THE BOARD OF TRUSTEES

- (a) The Board of Trustees shall consist of the Chairman, the two Vice-Chairmen, the Honorary Secretary, and the Honorary Treasurer, all ex-officio, together with up to four other Members normally but not exclusively drawn from the Committee who shall be elected at (b) below.
- (b) Up to four Members of the Board of Trustees shall be elected at the Annual General Meeting. Their term of office shall be three years and they may be elected for a second term of three years. Thereafter special dispensation must be sought at the Annual General Meeting if any individual is required to serve a further year in the interests of the work.
- (c) The Board shall have the power at its discretion to co-opt additional Trustees with specialised knowledge; such co-option will terminate at the next Annual General Meeting but such person may be co-opted again if required. Such Co-opted Members shall be regarded as Consultants or Advisers and shall not have voting rights.
- (d) A quorum shall consist of not less than half the Members of the Board of Trustees.
- (e) The Board of Trustees shall meet not less than three times a year. Additional meetings may be made by conference call or other means so long as due notification is given to all members, a quorum participates and Minutes are taken and distributed.
- (f) Members of the Board of Trustees who shall fail to attend three consecutive meetings without valid reason shall be deemed to have left the Board.

8. THE ADVISORY AND ACTION COMMITTEE, ITS ROLE, RESPONSIBILITIES AND MEMBERSHIP

The Board of Trustees shall form a committee to be called the Advisory and Action Committee (or such other name as the Board of Trustees may from time to time decide), members of which shall normally, but not exclusively, be drawn from within the membership and shall serve a term of three years, after which they shall be eligible for re-election for a further term of three years. Thereafter they may be elected or co-opted on an annual basis by special dispensation if this is deemed to be in the best interests of the Council.

- (a) The role of the Advisory and Action Committee (hereinafter called the Committee) is to advise the Board of Trustees on policy, strategy and programme and to support the Trustees in the achievement of the aforementioned objects of TWC.
- (b) The responsibilities of the Committee are to advise, recommend policy and propose programmes to the Trustees concerning the general, charitable, educational, cultural, fund-raising and other work of the TWC and to plan and carry out programmes as agreed by the Trustees.
- (c) The Committee may expect to be in a close two-way communication with the Board of Trustees.
- (d) The Committee shall meet not less than four times a year. Additional meetings may be held as stipulated in 7(e)
- (e) The Committee shall consist of the Chairman, Officers and Members of the Board of Trustees, all ex-officio, together with not less than ten Members of TWC, on the invitation of the Board of Trustees. The Chairman shall be ex-officio Chairman of the Committee. The Chairman of the Committee shall, in the event of an equality of votes on a proposal, have a casting vote.
- (f) The wives of the Heads of the Asian, Asia Pacific and Middle East Missions to the Court of St. James's, or the Head of Mission if a woman, while they are representing their countries, are invited as Diplomatic Patrons of TWC to be full members of the Committee as of right. They shall have the right to appoint a deputy who may attend meetings and act on their behalf.
- (g) The Committee may at its discretion and with the agreement of the Board of Trustees co-opt other Members who can offer useful experience and practical support and assistance; such persons shall/shall not have the right to vote.
- (h) The Committee may also, with the approval of the Board of Trustees, invite people who are not Members of TWC but who have specialised knowledge required by the Committee to join the Committee and to attend meetings but they shall not have the right to vote thereat.

- (i) A quorum shall consist of eight voting Members of the Committee.
- (j) The Committee is entitled to form working groups to advise it in its work, such groups to be comprised of relevant members of TWC and such specialists whom the Board of Trustees may wish to co-opt.

9. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting of TWC shall take place in the first half of each year at such time and place as the Board of Trustees shall determine and the business of such meetings shall include the election of the Officers, the Board of Trustees and the Auditor or Independent Examiner for the ensuing year and the consideration of the Annual Accounts. All members and Representatives present together with all Diplomatic Patrons present, or if they cannot attend, their Representatives who attend on their behalf, may vote at such meetings.
- (b) The Board of Trustees shall have the power to call an Extraordinary General Meeting, if and when necessary, at which all those detailed in (a) above may vote.

10. FUNDS

- (a) The funds of the Council shall be raised by subscriptions, gifts, donations, events and other means.
- (b) Proper records of accounts shall be kept by the Honorary Treasurer and entries shall be made therein of all receipts and payments. The financial year shall end on the 31st December. The Trustees should ensure that the accounts are subjected to an annual Audit, Independent Examination or other such requirement by a qualified person in compliance with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act). Such person, if an Honorary Auditor, shall be elected at the Annual General Meeting. Otherwise he or she shall be appointed by the Committee, subject to the approval of the Board of Trustees.
- (c) No Officers or Trustees shall be entitled to any remuneration either directly or indirectly or any other payment whatsoever for their services. They shall, after furnishing the Honorary Treasurer with an account supported by evidence of expenditure, be indemnified out of the funds of the TWC in respect of expenses approved by the Board of Trustees.
- (d) The approval of the Board of Trustees shall be obtained for the expenditure of funds belonging to the TWC. The income and property of TWC, wheresoever derived, shall be applied solely towards the prosecution of the said objects of the TWC.
- (e) All cash belonging to TWC shall be kept by the Honorary Treasurer under the supervision of and in such place and manner as shall be determined by the Board of Trustees. Cheques drawn on any Bank Account containing funds belonging to the TWC shall be signed by the Honorary Treasurer and another authorised Member of the Board of Trustees.

- (f) Payments may be made using the online banking facilities offered by the TWC Bank Account. Any such payment will be made by the Honorary Treasurer, with prior approval of two other authorised Members of the Board of Trustees, in writing (to include email confirmation), to the Hon. Treasurer which shall be copied to the Trustee nominated to receive hard copies of the bank statements directly from the account holder's bank.

11. DISSOLUTION OF THE TWC

- (a) TWC may be dissolved by a Special Resolution passed by a majority of not less than two-thirds of those Members and Representatives and Patrons or their Representatives voting in a postal ballot of which notice has previously been given only upon the directions of the Board of Trustees. The Board of Trustees shall have the power, under Clause 6(d) to issue all such directions as may be necessary as to the procedure to be followed in the event of the dissolution of the Council.
- (b) If upon the dissolution of TWC there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among either the Members or the Co-operating Organisations of the Council, but shall be given or transferred to some other voluntary organisation or organisations having objects similar to the objects of TWC, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed under TWC under or by virtue of Clause 11(b) of this Constitution, such organisation or organisations to be determined by members of TWC, with recommendations from the Board of Trustees, at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

12. ALTERATIONS TO THE CONSTITUTION

The Board of Trustees may make proposals to revoke or vary any of the terms of the Constitution: such proposals shall be voted on at the next meeting of TWC.

Amended Constitution approved unanimously by the Annual General Meeting 24 April 2019

