



INTERNATIONAL FEDERATION OF
BUSINESS AND PROFESSIONAL WOMEN
(IFBPW)

otherwise called

“BPW INTERNATIONAL”

CONSTITUTION AND REGULATIONS

As adopted at

27th CONGRESS, HELSINKI, June 2011

and amended at

28th GENERAL ASSEMBLY, JEJU, KOREA MAY 2014

Mission:

BPW International develops the business, professional and leadership potential of women on all levels through advocacy, education, mentoring, networking, skill building, and economic empowerment programmes and projects around the world.

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Registered address:
Rue de Saint-Jean 26
1203 Geneva, Switzerland

CONSTITUTION

C1 Title

C2 Type of Organisation

C3 Aims

C4 Structure

C5 Affiliates

C6 Fiscal Year

C7 Dissolution

C8 Amendments

REGULATIONS

R1 International Board

R2 Executive

R3 Decisions by the International Board and the Executive

R4 Trustees

R5 Affiliates

R6 Languages

R7 Regions of BPW International

R8 Financial matters

R9 Congress

R10 General Assembly

R11 Voting at General Assembly

R12 Voting between General Assemblies

R13 Young BPWs

R14 Database

R15 Committees

R16 Project participants

R17 Resolutions

R18 Amendments

R19 Dissolution

R20 Name and Logo

R21 Procedure Manual

R22 Relationships

R23 President's Office

R24 Principle

CONSTITUTION

C1 Title

The name of this organisation is the INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW), otherwise called "BPW International".

The registered address is Rue de Saint-Jean 26, 1203 Geneva, Switzerland.

C2 Type of Organisation

BPW International is a non-partisan, non-profit organisation of unlimited duration with voluntary membership and leadership:

- It does not discriminate on the basis of background or beliefs, and respects human rights
- Its procedures are democratic, transparent and inclusive of all members
- Its decision-making bodies are accountable to the members
- Its funds are carefully managed and used to promote and achieve its aims.

C3 Aims

BPW International aims to unite business and professional women in all parts of the world to

1. work for women's:
 - economic independence
 - equal opportunity and representation in economic, civil and political life
2. encourage and support women and girls to:
 - develop their professional and leadership potential
 - undertake lifelong education and training
 - use their abilities for the benefit of others, locally, nationally and internationally
3. advocate:
 - for the elimination of all discrimination against women
 - for human rights and the use of gender-sensitive perspectives
4. undertake:
 - world-wide networking and co-operation between business and professional women
 - non-profit projects that help women gain economic independence
 - to present the views of business and professional women to international organisations and agencies, and to business, governments and civil society.

C4 Structure

The highest governing body for BPW International is the General Assembly held during the BPW International Congress.

- Between General Assemblies, the International Board is the governing body.
- BPW International is managed by the Executive.
- The President is the Chair of the General Assembly, the International Board and the Executive.

C5 Affiliates

International Federation of Business and Professional Women (IFBPW) otherwise called "BPW International" consists of:

- Affiliate Federations of Business and Professional Women
- Affiliate Clubs of Business and Professional Women
- Individual Affiliate Members (Business and Professional Women)

The International Board may remove an Affiliate.

C6 Fiscal Year

The fiscal year is from the 1st January to the 31st December.

C7 Dissolution

BPW International can be dissolved only at a General Assembly.

C8 Amendments

The Constitution can be amended only at a General Assembly.

DEFINITIONS

Affiliate

Affiliates of BPW International are:

- Affiliate Federations which consist of BPW clubs within a country.
- Affiliate Clubs which are BPW clubs in a country where there is no Affiliate Federation
- Individual Affiliate Members who are women members of BPW International but are not members of a BPW Affiliate Club or Affiliate Federation and have no vote.

BPW International Congress

The periodic meeting of BPW International, including the General Assembly, speakers, workshops and networking held in every third year.

BPW International General Assembly

The highest governing body of BPW International, whose decision-making sessions include financial and other reports, elections, resolutions, constitutional amendments, and any other matters of BPW International business.

Civil society

Civil society includes non-government and non-corporate organisations, networks and institutions that represent the interests of society to decision-making bodies, but does not include government agencies and commercial institutions of the market.

REGULATIONS

R1 International Board

R1.1 The International Board membership is:

- Affiliate Federations
- Affiliate Clubs
- members of the Executive
- Past Presidents
- Standing Committee Chairpersons.

R1.2 Affiliate representatives are nominated by their Affiliate.

R1.3 Meetings of the International Board

- Meetings of the International Board will be held immediately before and after the General Assembly
- Special Meetings of the International Board may be called by the President and must be called by her on the written request of one-third [1/3] of the International Board.
- Decisions can be made between meetings by an electronic vote.

R2 Executive

R2.1 The members of the Executive are the officers of BPW International:

- President
- Vice President – Membership
- Vice President – United Nations
- Executive Secretary
- Executive Finance Officer
- Young BPW Representative
- A Regional Co-ordinator from each region
- Immediate Past President for the first 12 months of the term of the Executive.

R2.2 Election of the members of the Executive

- Members of the Executive are elected by secret ballot at the General Assembly.
- Only Affiliates which are up to date with their dues (and any penalties) can nominate candidates for office.
- Candidates are nominated prior to Congress, but may be nominated at the General Assembly if there is no candidate for the position.
- Candidates for President must have been a member of any prior Executive or a president of an Affiliate Federation
- The Vice President with the most votes is the First Vice President. A candidate for President who is not elected may become a candidate for Vice President - Membership or Vice President - United Nations if she has not previously served as that Vice President.

R2.3 Term of Executive

- Members of the Executive may hold the same role for only 1 term, except the Executive Secretary, the Executive Finance Officer and the Regional Coordinators who may be nominated and stand for 2 consecutive terms.
- The Executive may fill a vacancy until the next General Assembly.

R2.4 Meetings of the Executive

- Meetings of the Executive will be held at least once each year during the term.
- A meeting must be held if requested by 3 or more members of the Executive.
- A quorum of the Executive is 6.
- The President as the Chair of the Executive has a casting vote when a vote is tied. In her absence the First Vice President is the Chair.
- Decisions can also be made between meetings by an electronic vote.

R3 Decisions by the International Board and the Executive

The President is the principal officer of the organisation and has the leadership and management role including:

- chairing meetings of the General Assembly, the International Board and the Executive
- chairing the International Congress Planning Committee during her term
- formalising appointments
- fostering external relationships with other international organisations and leaders
- oversight and accountability for all planning, operational and outreach activities

R3.2 The President is an ex officio member of all committees.

R3.3 The Executive has collective responsibility for operational and management matters.

- Members of the Executive may sign documents on behalf of BPW International with the approval of the Executive, as set out in the Procedure Manual.
- With the approval of the International Board, the Executive may remove a member of the Executive, who may appeal against being removed, as set out in the Procedure Manual.
- The Executive may remove a Chairperson or member appointed to a committee, who may appeal against being removed, as set out in the Procedure Manual.
- On behalf of BPW International, the Executive may employ staff and appoint volunteers to perform administration duties.

R3.4 International Board decisions between meetings

- The International Board votes on serious matters referred to it by the Executive.
- The International Board may review and change or overturn a resolution of the General Assembly only in the following circumstances:
 - serious matters
 - when circumstances on which the General Assembly based their decision have substantially changed.
- Decisions of the International Board must be reported to the next General Assembly.

R3.5 Quorum

- The quorum is one-third [1/3] of the voting representation at the General Assembly and one-quarter [1/4] of the Board members at a meeting of the International Board.

R4 Trustees

R4.1 In the event that BPW International acquires property, 3 Trustees will be appointed where required by law.

R4.2 They will be nominated by the Executive, elected by vote of the International Board and formally appointed by the President.

R4.3 Trustees will hold property on behalf of BPW International. Trustees can make a decision to sell property following a recommendation from the Financial Management Team and the International Board.

R4.4 Trustees will hold office until:

- death
- resignation
- removal by the International Board.

R4.5 Trustees who follow correct BPW International processes as set out in the Procedure Manual will be indemnified by BPW International.

R5 Affiliates

R5.1 Affiliate Federations

- There can only be one Affiliate Federation in each country.
- Where a country has at least 3 Affiliate Clubs and at least 100 named members, the Affiliate Clubs may apply to become an Affiliate Federation of BPW International.
- Where a country has 5 Affiliate Clubs and at least 100 named members, the Affiliate Clubs must work towards becoming an Affiliate Federation of BPW International.
- If the membership of an Affiliate Federation falls below 100 then the clubs which make up that Federation may become Affiliate Clubs until the number of members rises to at least 100.

R5.2 Affiliate Clubs

A group of at least 20 business and professional women in a country where there is no Affiliated Federation may apply to become an Affiliate Club of BPW International.

R5.3 Individual Affiliate Members

Any business or professional woman who supports the aims of BPW International and who lives in a country where there is no Affiliate Federation or Affiliate Club is eligible for Individual Affiliate membership of BPW International.

R5.4 Removing an Affiliate

The International Board may remove an Affiliate where

- the dues remain unpaid for 1 year and the Affiliate has not communicated with BPW International during that year
- the Affiliate has behaved in a way likely to damage the reputation of BPW International.

An Affiliate may appeal against being removed, as set out in the Procedure Manual.

Any Affiliate that has been removed cannot claim to be an Affiliate or use the name or logo of BPW.

R5.5 Affiliate Constitutions

Constitutions of Affiliates require approval by BPW International and must comply with the BPW International Model Constitutions.

R6 Languages

The official languages of BPW International are English, French, Italian and Spanish.

R7 Regions of BPW International

R7.1. There shall be at least 5 regions including:

- Africa
- Asia Pacific
- Europe
- Latin America
- North America and the Caribbean

R.7.2 Each region is made up of the Affiliate Federations, Affiliate Clubs, and Individual Affiliate Members from that region.

R7.3 There may be geographical sub-regional groups, and sub-regional coordinators may be appointed as set out in the Procedure Manual.

R7.4 At least 1 regional meeting must be held between BPW International Congresses.

R8 Financial matters

R8.1 BPW International resources come from:

- Members' dues
- Friends and Fellows
- Funds received through sponsors, legacies and donations
- Profits from events and sale of BPW merchandise and services
- Private and public subsidies
- Any other resources authorized by the law

Resources are used to work for BPW International aims and policies, and for administration.

R8.2 Dues

The General Assembly sets the rate of dues payable each year.

- Dues are invoiced and payable in Euros, unless an Affiliate requests and the Executive agrees to another payment arrangement.
- Affiliates' dues for each member are payable by 31 March each year.
- There is a 10% quarterly penalty payable for late dues.
- Affiliates in countries classified by the United Nations as least developed countries may apply for a 50% reduction in dues if they meet the requirements of the Dues Policy as set out in the Procedure Manual.

R8.3 Financial structure

There will be a Financial Management Team chaired by the Executive Finance Officer. It must have 5 members approved by the International Board, including the Executive Finance Officer as chair and:

- the President
- a member who is a qualified accountant.

The Financial Management Team will oversee financial reporting but will not have an operational role, and will check that:

- financial decisions comply with the Finance Policy as set out in the Procedure Manual
- a budget is prepared, agreed by the Executive, and submitted for approval to the General Assembly
- BPW International's expenditure does not exceed its budgeted income
- prior approval of the International Board is obtained for any unbudgeted expenses over the amount set out in the Procedure Manual
- the accounts are independently examined at the end of each fiscal year by a Chartered or Certified Public Accountant, and by the next 30 June the report and accounts are circulated to the International Board
- maximum effort is made to ensure financial stability by keeping the General Reserve Fund at 1 year of BPW International expenditure
- the original amount of the Battersea Fund is not used without the approval of the International Board
- the Congress Fund is separate from other accounts and used only for reducing registration fees for Congress.

Within 12 months of the Congress, the Executive Finance Officer from that term will circulate the Congress accounts to the International Board.

R8.4 Past Affiliates have no claim on BPW International assets.

R8.5 Liabilities

- Liabilities of BPW International must be paid only from the resources of BPW International.
- Affiliates and members are not responsible for any liabilities incurred by BPW International.
- Members of the Executive and the Financial Management Team who follow correct BPW International processes will be indemnified by BPW International.

R9 Congress

R9.1 A Congress is held at a time and a place to be decided by the Executive.

- The Executive will call for bids for hosting Congress 5 years prior to that Congress.
- Bids must comply with the criteria as set out in the Procedure Manual.
- The Congress rotates among the regions.

R9.2 The President chairs the International Planning Committee, and arrangements must comply with the Congress Guidelines as set out in the Procedure Manual.

R10 General Assembly

R10.1 The General Assembly is the meeting of

- the voting delegates from each Affiliate Federation
- one voting delegate from each country with Affiliate Clubs
- the members of the Executive
- Past Presidents
- Standing Committee Chairpersons.

R10.2 The President chairs the General Assembly; the chair has a casting vote when the vote is tied except for elections when the result is decided as set out in the Procedure Manual. In her absence the First Vice President is chair.

R10.3 Elections and appointments must comply with the General Assembly guidelines as set out in the Procedure Manual.

- Parliamentarians, and other positions required for the period of the General Assembly, are nominated by the President and approved by the pre-Congress meeting of the International Board.
- Parliamentarians and the Credentials Chair may not vote in any capacity during the General Assembly
- The Nominations Chair and the Elections Chair may not vote in elections
- The number of votes for each candidate must be reported to the General Assembly.

R10.4 Within 12 months of the Congress, the President and Executive Secretary from that term will circulate the agreed proceedings of the General Assembly to the International Board.

R11 Voting at General Assembly

R11.1 Only delegates from Affiliates which are up to date with their dues (and any penalties) can vote at the General Assembly.

R11.2 Delegates of Affiliate Federations attending General Assembly

Each Affiliate Federation attending the General Assembly is entitled to vote.

The number of voting delegates is:

- 500 or fewer members 3
- 501 to 1,000 members 4
- 1,001 to 2,000 members 5
- 2,001 to 3,000 members 6

and 1 additional delegate for every extra 1 to 3,000 members to a maximum of 15 delegates.

Each Federation is entitled to an equal number of alternate delegates.

R11.3 Delegates of Affiliate Clubs attending General Assembly

Each country with 1 or more Affiliate Clubs attending the General Assembly is entitled to 1 voting delegate and 1 alternate delegate. The 1 vote must be shared by the Affiliate Clubs.

R11.4 Other delegates attending General Assembly

- Members of the Executive are entitled to 1 vote and may vote only in that capacity.
- Past Presidents and Standing Committee Chairpersons are entitled to 1 vote and may vote only in one capacity.

R12 Voting between General Assemblies

R12.1 Members of the International Board from Affiliates which are up to date with their dues (and any penalties) can vote at International Board meetings and electronically between meetings.

R12.2 Affiliate Federations

Each Affiliate Federation will have 2 votes

R12.3. Affiliate Clubs

Each country with 1 or more Affiliate Clubs is entitled to 1 voting delegate. The 1 vote must be shared by the Affiliate Clubs.

R12.4 Other delegates

- Members of the Executive are entitled to only 1 vote each.
- Past Presidents and Standing Committee Chairpersons are entitled to only 1 vote each.

R12.5 The President has a casting vote when the vote is tied.

R13 Young BPWs

R13.1 Young BPWs are members under 35 years old who belong to BPW Affiliates or are Individual Affiliates

R13.2 The Young BPW Representative on the Executive:

- presents the views of Young BPWs
- is the link between the Executive and Young BPWs
- encourages the activities of Young BPWs worldwide.

R14 Database

All members are invited to register their areas of interest and/or expertise on the database.

The operation and use of the database must comply with the Procedure Manual.

R15 Standing Committees

R15.1 The following Standing Committees are formed:

Agriculture	Arts and Culture	Business, Trade and Technology
Development, Training and Employment		Environment
Health	Legislation	Membership
Projects	Public Relations	Young BPW
United Nations - Status of Women		

Each Standing Committee in addition to the Chairperson has between 4 and 6 members.

R15.2 Appointment of Standing Committee Chairpersons and members

Standing Committee Chairpersons are elected by Congress, except that the First and Second Vice Presidents is the Chairperson of either the Standing Committees on Membership or the United Nations - Status of Women and the Young BPW Representative is the Chairperson of the Young BPW Standing Committee.

The members of the Standing Committees are formally appointed by the President. No Standing Committee Chairperson or members can serve for more than 2 consecutive terms in the same capacity.

Each Affiliate sends to the Executive Secretary before each Congress a list of its nominees for membership on Standing Committees, accompanied by a statement of the qualifications of each nominee and her consent to act if appointed. The Presidential Office informs Affiliates when its nominees are appointed.

R15.3 Duties of Standing Committees

Each Standing Committee Chairperson, after consultation with the members of her Committee, submits an outline of proposed activities to the Presidential Office within 2 months after her election

and submits written reports to the Congress. She informs the President's Office of action taken or contemplated and submits written reports to the Executive when requested to do so.

Each Standing Committee Chairperson submits an estimate of expenditures to the Finance Officer for approval when requested to do so.

Within 30 days of the expiration of her term of office, each Standing Committee Chairperson, with the exception of the Finance Officer and the two Vice Presidents, delivers to the President's Office, or where otherwise directed by the President, the books and records belonging to her office.

R16 Project participants

Participants in projects organised by BPW Affiliates or members, which support or develop women, must be counted and reported to BPW International as project participants.

R17 Resolutions

R17.1 A resolution requires a majority vote for adoption by the General Assembly.

R17.2 Resolutions may be submitted by Affiliates, members of the Executive, Standing Committee Chairpersons and Past Presidents.

R17.3 Resolutions, including urgent resolutions, must comply with the Guidelines as set out in the Procedure Manual.

R18 Amendments

R18.1 The Constitution and Regulations comply with Articles 60 and seq. of the Swiss Civil Code. Amendments to the Constitution and Regulations must comply with Articles 60 and seq. of the Swiss Civil Code.

R18.2 Amendments to the Constitution, Regulations and Procedure Manual may be submitted by Affiliates, members of the Executive and Past Presidents. An amendment to the Constitution or Regulations requires a two thirds [2/3] majority and an amendment to the Procedure Manual requires a majority decision.

R18.3 The Regulations can be amended only by the General Assembly

R18.4 Amendments to the Constitution and Regulations submitted for voting must comply with the requirements as set out in the Procedure Manual

R19 Dissolution

R19.1 The dissolution of BPW International requires a two-thirds [2/3] vote of the General Assembly. The dissolution must comply with the policy as set out in the Procedure Manual and with Articles 60 and seq. of the Swiss Civil Code.

R19.2 If BPW International is dissolved, its assets will be given to one or more non-profit organisations with similar goals. Any other use or distribution of its assets is strictly prohibited.

R20 Name and Logos

R20.1 The name International Federation of Business and Professional Women (IFBPW) otherwise called BPW International and the logos are in the sole ownership of BPW International.

R20.2 Logos



R20.3 Identification with the International Federation of Business and Professional Women (IFBPW)

Affiliates must identify themselves as affiliates of the International Federation of Business and Professional Women (IFBPW) on websites and letterheads at a minimum.

Example: BPW Austria, an affiliate of the International Federation of Business and Professional Women (IFBPW)

R20.4 The **logos** can be used only by paid-up financial Affiliates of the International Federation of Business and Professional Women (IFBPW) and must not be used for personal benefit or profit.

R20.5 The **logos** should be used only with the colour black and grey.

R20.6 The logos must not be altered in any way other than to adjust the size proportionally.

R20.7 The **modern** BPW International Logo must appear at a prominent place.

When the BPW affiliate has its own logo, it may appear together with the BPW International logo, however, the **modern** BPW International logo must appear first.

R21 Procedure Manual

R21.1 The Procedure Manual sets out how the Regulations must be followed.

R21.2 The Procedure Manual can be amended by the Executive between General Assemblies. Amendments apply only after they are accepted by a majority vote of the International Board

R22 Relationships

R22.1 BPW International will work to maintain its status with the United Nations.

R2.2 BPW International may form relationships with other organisations and institutions, which must comply with the Relationships Protocol as set out in the Procedure Manual

R23 President's Office

R23.1 The President will have an office close to her, within a budget agreed by the Executive.

R23.2 Arrangements for the President's Office and for member and organisational services must comply with Guidelines as set out in the Procedure Manual

R24 Principle

R24.1 The Constitution and Regulations are permissive rather than restrictive.

R24.2 The Executive will decide matters that are not covered by the Constitution, Regulations or Procedure Manual. Executive decisions must be guided by the aims and be consistent with the nature of the Constitution and Regulations and the Procedure Manual.

R24.3 If there are questions about interpreting the Constitution and Regulations, the English text will be relied upon.

DEFINITIONS

Advocacy

Speaking on behalf of others and lobbying for change by explaining an idea to a person or an organisation to seek to convince or encourage them to act on the idea.

Amendment

A proposed change to the words of the Constitution or the Regulations.

Battersea Fund

Money from the sale of the lease of BPW International's head office in London that has been put in a separate account.

Congress Fund

A separate BPW International Congress Fund established in 2008 to reduce Congress registration fees for members, financed through an annual contribution from Affiliates [except low income countries that pay reduced dues]

Country

A geopolitical unit which has full sovereignty.

Extraordinary circumstances

Extraordinary circumstances are those out of the control of a member, such as:

- the refusal of a visa
- international or national conflicts and natural disasters that prevent travel or make travel potentially dangerous
- an unforeseen serious illness or death of a person who is very close and significant to the member.

Legacy

Money that a person has written in their will to be left as a gift to be given after they have died.

Member

An individual woman who joins BPW and whose dues have been paid to BPW International.

Meeting

A meeting includes a meeting conducted in person, via electronic means or by teleconference that complies with the requirements in the Procedure Manual, including the requirement for a quorum.

Past Presidents

Past Presidents are Past Presidents of BPW International

Property

Property is real immovable property such as land or a building, other than rented premises used for the President's Office.

Serious matter

A matter which requires a decision that has substantial financial, organisational, legal or political implications for BPW International, supported by an analysis of the potential consequences.

Swiss Civil Code

It is a requirement of registration in Geneva that this Constitution and these Regulations comply with the Swiss Civil Code; the relevant articles in the 2010 version of the Code are Articles 60 to 79.

Term

A term is the period between 2 consecutive General Assemblies

Urgent resolutions

An urgent resolution must be about matters of international importance that arise after the closing date for submitting resolutions.