



# Constitution of the National Assembly of Women

Adopted on the 19th May 2007 at the Annual General Meeting  
amended at the AGM 25th April 2009 and 11<sup>th</sup> May 2013

## PART 1

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### **1. Adoption of the Constitution**

The organisation and its property will be administered and managed in accordance with the provisions in parts 1 and 2 of this constitution.

### **2. The Name**

The organisation's name is: National Assembly of Women

### **3. The Objects**

The NAW's objects (the Objects) are:

*To work for full social, economic, legal, political and cultural independence and equality for women irrespective of age, race, religion, philosophical belief, sexual orientation or nationality.*

These aims, of course, can only be fully achieved in a world at peace and to this end we campaign for an end to nuclear weapons and an end to militarism.

Via our international links with organisations such as the Women's International Democratic Federation we support women in other countries in their struggles for liberation and independence.

### **4. Application of the Income and Property**

(1) The income and property of the NAW shall be applied solely towards the promotion of the Objects.

(2) An Executive Committee member may pay out of, or be reimbursed from, the property of the NAW reasonable expenses properly incurred by her when acting on behalf of the NAW.

(3) None of the income or property of the NAW may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of

profit to any member of the NAW. This does not prevent:

(a) a member who is not also an Executive Committee member from receiving reasonable and proper remuneration for any goods or services supplied to the NAW;

(b) the purchase of indemnity insurance for the Executive Committee against any liability that by virtue of any rule of law would otherwise attach to an Executive Committee member or other officer in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the NAW but excluding:

(i) fines;

(ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Executive Committee member or other officer;

(iii) liabilities to the NAW that result from conduct that the Executive Committee member or other officer knew or ought to have known was not in the best interests of the NAW or in respect of which the person

concerned did not care whether that conduct was in the best interests of the NAW or not.

(4) No Executive Committee member may be paid or receive any other benefit for being an Executive Committee member nor may any person, firm or company connected with an Executive Committee member.

(5) An Executive Committee member may:

(a) sell goods, services or any interest in land to the NAW;

(b) be employed by or receive any remuneration from the NAW;

- (c) receive any other financial benefit from the NAW, if:
- (d) she is not prevented from so doing by sub-clause (4) of this clause; and
- (e) the benefit is permitted by sub-clause (3) of this clause; or
- (f) the benefit is authorised by the Executive Committee in accordance with the conditions in sub-clause (6) of this clause.

(6)

(a) If it is proposed that an Executive Committee member should receive a benefit from the NAW that is not already permitted under sub-clause (3) of this clause, she must:

- (i) declare her interest in the proposal;
- (ii) be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
- (iii) not be counted in determining whether the meeting is quorate;
- (iv) not vote on the proposal.

(b) In cases covered by sub-clause (5) of this clause, those Executive Committee who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the NAW to contract with or employ that Executive Committee member rather than with someone who is not a Executive Committee member and they must record the reason for their decision in the minutes. In reaching that decision the Executive Committee must balance the advantage of contracting with or employing a Executive Committee member against the disadvantage of doing so (especially the loss of the Executive Committee member's services as a result of dealing with the Executive Committee member's conflict of interest).

(c) The Executive Committee may only authorise a transaction falling within paragraphs 5(a)–(c) of this clause if the Executive Committee member body comprises a majority of Executive Committee who have not received any such benefit.

(d) If the Executive Committee fail to follow this procedure, the resolution to confer a benefit upon the Executive Committee member will be void and the Executive Committee member must repay to the NAW

the value of any benefit received by the Executive Committee member from the NAW.

(7) An Executive Committee member must absent herself from any discussions of the Executive Committee in which it is possible that a conflict will arise between her duty to act solely in the interests of the NAW and any personal interest (including but not limited to any personal financial interest) and take no part in the voting upon the matter.

## **5. Dissolution**

(1) If the members resolve to dissolve the NAW the Executive Committee will remain in office as NAW Executive Committee and be responsible for winding up the affairs of the NAW in accordance with this clause.

(2) The Executive Committee must collect in all the assets of the NAW and must pay or make provision for all the liabilities of the NAW.

(3) The Executive Committee must apply any remaining property or money

- (a) directly for the Objects;
- (b) by transfer to any NAW or charities for purposes the same as or similar to the NAW.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve the NAW specifying the manner in which the Executive Committee are to apply the remaining property or assets of the NAW and the Executive Committee must comply with the resolution if it is consistent with paragraphs (a) to (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of the NAW be paid to or distributed among the members of the NAW.

## **6. Amendments**

(1) The NAW may amend any provision contained in Part 1 of this Constitution provided that:

- (a) no amendment may be made that would have the effect of changing the NAW's purpose.
- (b) no amendment may be made to alter the Objects if the change would not be within the reasonable contemplation of the members of or affiliates to the NAW;
- (c) any resolution to amend a provision of Part 1 of this constitution is passed by not less than two thirds of the members present and voting at a general meeting.

(2) Any provision contained in Part 2 of this constitution may be amended, provided that any such amendment is made by resolution passed by a simple majority of the members present and voting at a general meeting.

## **Part 2**

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### **7. Membership**

(1) Categories of membership are individual, affiliated and life member. Individual membership is open to any woman and affiliated membership to any organisation whose purpose is in line with the policies of the NAW. Life membership may be conferred on a member that the Executive Committee feel has made a significant contribution to the work of the NAW.

(2)

- (a) The Executive Committee may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the NAW to refuse the application.
- (b) The Executive Committee must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Executive Committee must consider any written representations the applicant may make about the decision.

The Executive Committee's decision following any written representations must be notified to the applicant in writing but shall be final.

(3) Membership is not transferable to anyone else.

(4) The Executive Committee must keep a register of names and addresses of the members, available to Executive Committee and to members at the discretion of the President or Secretary

### **8. Termination of Membership**

Membership is terminated if:

(1) the member dies or, if it is an organisation, ceases to exist;

(2) the member resigns by written notice to the NAW unless, after the resignation, there would be less than two members;

(3) any sum due from the member to the NAW is not paid in full within six months of it falling due;

(4) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of the NAW that her membership is terminated. A resolution to remove a member from membership may only be passed if:

- (a) the member has been given at least twenty one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;
- (b) the member or, at the option of the member, the member's representative (who need not be a member of the NAW) has been allowed to make representations to the meeting.

### **9. General meetings**

(1) The NAW must hold a general meeting within twelve months of the date of the adoption of this constitution.

(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

(3) All general meetings other than annual

general meetings shall be called special general meetings.

(4) The Executive Committee may call a special general meeting at any time.

(5) The Executive Committee must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the Executive Committee fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this Constitution.

#### **10. Notice**

(1) The minimum period of notice required to hold any general meeting of the NAW is fourteen clear days from the date on which the notice is deemed to have been given.

(2) A general meeting may be called by shorter notice, if it is so agreed by all the members entitled to attend and vote.

(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.

(4) The notice must be given to all the members and to the Executive Committee.

#### **11. Quorum**

(1) No business shall be transacted at any general meeting unless a quorum is present.

(2) A quorum is either 20 members entitled to vote upon the business to be conducted at the meeting; or one tenth of the total individual membership at the time, whichever is the greater.

(3) The authorised representative of an affiliated member organisation shall be counted in the quorum.

(4) If:

(a) a quorum is not present within half an hour from the time appointed for the meeting;

or

(b) during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Executive Committee shall determine.

(5) The Executive Committee must re-convene the meeting and must give at least seven clear days' notice of the re-convened meeting stating the date time and place of the meeting.

(6) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.

#### **12. Chair**

(1) General meetings shall be chaired by the person who has been elected as President

(2) If there is no such person she is not present within fifteen minutes of the time appointed for the meeting an Executive Committee member nominated by the Executive Committee shall chair the meeting.

(3) If there is only one Executive Committee member present and willing to act she shall chair the meeting.

(4) If no Executive Committee member is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.

#### **13. Adjournments**

(1) The members present at a meeting may resolve that the meeting shall be adjourned.

(2) The person who is chairing the meeting must decide the date time and place at which meeting is to be re-convened unless those details are specified in the resolution.

(3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened

meeting stating the date time and place of the meeting.

#### **14. Votes**

(1) Each member shall have one vote but if there is an equality of votes the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

#### **15. Representatives of Affiliated organisations**

(1) Any organisation that is an affiliated member of the NAW may nominate any female to act as its representative at any meeting of the NAW.

(2) The organisation must advise the NAW of the name of its representative.

(3) Any notice given to the NAW will be conclusive evidence that the nominee is entitled to represent the organisation or that her authority has been revoked. The NAW shall not be required to consider whether the nominee has been properly appointed by the organisation.

#### **16. Officers and Executive Committee**

(1) The NAW and its property shall be managed and administered by a committee comprising the Officers and other members elected in accordance with this Constitution and known as The Executive Committee. (The Officers and other members of the committee shall be the Executive Committee of the NAW and in this constitution are together called "the Executive Committee".)

(2) The NAW shall have the following Officers:

A President

A Secretary

A Treasurer

(3) An Executive Committee member must be an individual member of the NAW.

(4) No one may be appointed an Executive Committee member if she would be disqualified from acting under the provisions of Clause 19.

(5) The number of Executive Committee shall be not less than three and not more than 10, including the Officers of the NAW.

(6) The first Executive Committee (including Officers) shall be those persons elected as

Executive Committee and Officers at the meeting at which this constitution is adopted.

(7) A Executive Committee member may not appoint anyone to act on his or her behalf at meetings of the Executive Committee.

#### **17. Vice Presidents**

Vice Presidents may be appointed for a five year period provided the Annual General Meeting approves this appointment. A person may be appointed as a Vice President for life if the NAW at an AGM agrees this.

There is no limit to the number of Vice Presidents that can be appointed. The role is honorary and Vice Presidents do not have to be individual members of the NAW.

#### **18. The Appointment of Executive Committee**

(1) The NAW in shall elect the Officers and the other Executive Committee from nominations received and circulated to members at least 28 days before the Annual General Meeting. Ballot papers shall be sent out to all members with the AGM paperwork and all those returned by the date of the AGM will be admitted to the count. The count shall take place at the AGM. In order that no duplicate voting can occur ballot papers will not be available at the AGM. The ballot paper shall contain an approval/disapproval of Vice President nominations.

(2) If positions remain vacant following the AGM the Executive Committee may appoint any person who is willing to act as a Executive Committee member. Subject to sub-clause 5(b) of this clause, they may also appoint Executive Committee to act as officers.

(3) Each of the Executive Committee shall retire with effect from the conclusion of the annual general meeting next after her appointment but shall be eligible for re-election at that annual general meeting.

(4) No-one may be elected a Executive Committee member or an Officer at any annual general meeting unless they have been nominated and have agreed to be appointed.

(5)

(a) The appointment of a Executive Committee member, whether by the NAW in general meeting or by the other Executive Committee, must not cause the number of Executive Committee to exceed any number fixed in accordance with this constitution as the maximum number of Executive Committee.

(b) The Executive Committee may not appoint a person to be an Officer if a person has already been elected or appointed to that office and has not vacated the office.

### **19. Powers of Executive Committee (Executive Committee)**

(1) The Executive Committee must manage the business of the NAW and have the following powers in order to further the Objects (but not for any other purpose):

(a) to raise funds. In doing so, the Executive Committee must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

(b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

(c) to sell, lease or otherwise dispose of all or any part of the property belonging to the NAW.

(d) to borrow money and to charge the whole or any part of the property belonging to the NAW as security for repayment of the money borrowed.

(e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

(f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;

(g) to acquire, merge with or enter into any partnership or joint venture arrangement with any other NAW formed for any of the Objects;

(h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

(j) to obtain and pay for such goods and services as are necessary for carrying out the work of the NAW;

(k) to open and operate such bank and other accounts as the Executive Committee consider necessary and to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the Executive Committee of a trust are permitted to do by the Trustee Act 2000;

(l) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the Executive Committee;

(3) Any meeting of Executive Committee at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Executive Committee.

### **20. Disqualification and Removal of Executive Committee**

An Executive Committee member shall cease to hold office if he or she:

(1) is disqualified for acting as a Executive Committee member by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) ceases to be a member of the NAW;

(3) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

(4) resigns as a Executive Committee member by notice to the NAW (but only if at least two Executive Committee will remain in office when the notice of resignation is to take effect); or

(5) is absent without the permission of the Executive Committee from all their meetings held within a period of six consecutive months

and the Executive Committee resolve that his or her office be vacated.

### **21. Proceedings of Executive Committee**

- (1) The Executive Committee may regulate their proceedings as they think fit, subject to the provisions of this constitution.
- (2) The Executive Committee shall meet not less than four times per year.
- (3) The Secretary must call a meeting of the Executive Committee if requested to do so by an Executive Committee member.
- (4) Questions arising at a meeting must be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- (6) No decision may be made by a meeting of the Executive Committee unless a quorum is present at the time the decision is purported to be made.
- (7) The quorum for a meeting of the Executive Committee shall be four.
- (8) An Executive Committee member shall not be counted in the quorum present when any decision is made about a matter upon which that Executive Committee member is not entitled to vote.
- (9) If the number of Executive Committee is less than the number fixed as the quorum, the continuing Executive Committee or Executive Committee member may act only for the purpose of filling vacancies or of calling a general meeting.
- (10) The person elected as the President shall chair meetings of the Executive Committee.
- (11) If the Chair is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Executive Committee present may appoint one of their number to chair that meeting.
- (12) The person appointed to chair meetings of the Executive Committee shall have no functions or powers except those conferred by this constitution or delegated to him or her in writing by the Executive Committee.
- (13) A resolution in writing signed by all the Executive Committee entitled to receive notice of

a meeting of Executive Committee or of a committee of Executive Committee and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of Executive Committee duly convened and held

- (14) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Executive Committee.

### **22. Delegation**

- (1) The Executive Committee may delegate any of their powers or functions to a committee of two or more Executive Committee but the terms of any such delegation must be recorded in the minute book.
- (2) The Executive Committee may impose conditions when delegating, including the conditions that:
  - the relevant powers are to be exercised exclusively by the committee to whom they delegate;
  - no expenditure may be incurred on behalf of the NAW except in accordance with a budget previously agreed with the Executive Committee.
- (3) The Executive Committee may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the Executive Committee.

### **23. Irregularities in Proceedings**

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of Executive Committee, or of a committee of Executive Committee, shall be valid notwithstanding the participation in any vote of a Executive Committee member:
  - who was disqualified from holding office;
  - who had previously retired or who had been obliged by the constitution to vacate office;
  - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise. if, without the vote

of that Executive Committee member;  
and that Executive Committee member  
being counted in the quorum, the  
decision has been made by a majority of  
the Executive Committee at a  
quorate meeting.

(2) Sub-clause (1) of this clause does not permit  
a Executive Committee member to keep any  
benefit that may be conferred upon him or her  
by a resolution of the Executive Committee or of  
a committee of Executive Committee if the  
resolution would otherwise have been void.

(3) No resolution or act of  
(a) the Executive Committee  
(b) any committee of the Executive  
Committee  
(c) the NAW in general meeting  
shall be invalidated by reason of the failure to  
give notice to any Executive Committee member  
or member or by reason of any procedural defect  
in the meeting unless it is shown that the failure  
or defect has materially prejudiced a member or  
the beneficiaries of the NAW.

#### **24. Minutes**

The Executive Committee must keep minutes of  
all:

- (1) appointments of Officers and Executive  
Committee made by the Executive Committee;
- (2) proceedings at meetings of the NAW;
- (3) meetings of the Executive Committee and  
committees of Executive Committee including:  
the names of the Executive Committee  
present at the meeting;  
the decisions made at the meetings; and  
where appropriate the reasons for the  
decisions.

#### **25. Annual Report and Return and Accounts**

- (1) The Executive Committee must comply with  
their obligations with regard to:
  - (a) the keeping of accounting records for  
the NAW;
  - (b) the preparation of annual statements  
of account for the NAW;
  - (c) the transmission of the statements of  
account to the NAW AGM;

(d) the preparation of an annual report  
for the NAW AGM.

#### **26. Notices**

(1) Any notice required by this constitution to be  
given to or by any person must be:

- (a) in writing; or
  - (b) given using electronic communications.
- (2) The NAW may give any notice to a member  
either:

- (a) personally; or
- (b) by sending it by post in a prepaid  
envelope addressed to the member at his  
or her address; or
- (c) by leaving it at the address of the  
member; or
- (d) by giving it using electronic  
communications to the member's  
address.

(3) A member who does not register an address  
with the NAW or who registers only a postal  
address that is not within the United Kingdom  
shall not be entitled to receive any notice from  
the NAW. The member is responsible for  
informing the NAW of any change of address.

(4) A member present in person at any meeting  
of the NAW shall be deemed to have received  
notice of the meeting and of the purposes for  
which it was called.

- (5)
  - (a) Proof that an envelope containing a  
notice was properly addressed, prepaid  
and posted shall be conclusive evidence  
that the notice was given.
  - (b) Proof that a notice contained in an  
electronic communication was sent in  
accordance with guidance issued by the  
Institute of Chartered Secretaries and  
Administrators shall be conclusive  
evidence that the notice was given.
  - (c) A notice shall be deemed to be given  
48 hours after the envelope containing it  
was posted or, in the case of an  
electronic communication, 48 hours after  
it was sent.

## **27. Rules**

(1) The Executive Committee may from time to time make rules or bye-laws for the conduct of their business.

(2) The bye-laws may regulate the following matters but are not restricted to them:

- (a) the admission of members of the NAW (including the admission of affiliated organisations to membership and appointment of life members) and the rights and privileges of such members, and the subscriptions and other fees or payments to be made by members;
- (b) the conduct of members of the NAW in relation to one another, and to the NAW's employees and volunteers;
- (c) the procedure at general meeting and meetings of the Executive Committee in so far as such procedure is not regulated by this Constitution;
- (d) the keeping and authenticating of records. (If regulations made under this clause permit records of the NAW to be kept in electronic form and requires a Executive Committee member to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated.)
- (e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

(3) The NAW in general meeting has the power to alter, add to or repeal the rules or bye-laws.

(4) The Executive Committee must adopt such means as they think sufficient to bring the rules and bye-laws to the notice of members of the NAW.

(5) The rules or bye-laws shall be binding on all members of the NAW. No rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, this constitution.