

## IWC CONSTITUTION as amended on 22 May 2025

<b>ARTICLE I</b>	<b>NAME</b>
<b>ARTICLE II</b>	<b>OBJECTIVES</b>
<b>ARTICLE III</b>	<b>MEMBERSHIP</b>
<b>ARTICLE IV</b>	<b>GUESTS</b>
<b>ARTICLE V</b>	<b>MEETINGS</b>
<b>ARTICLE VI</b>	<b>FINANCE</b>
<b>ARTICLE VII</b>	<b>BOARD MEMBERS, SPECIAL OFFICERS AND DUTIES</b>
<b>ARTICLE VIII</b>	<b>ELECTIONS AND TERMS OF OFFICE</b>
<b>ARTICLE IX</b>	<b>QUORUM</b>
<b>ARTICLE X</b>	<b>PARLIAMENTARY PROCEDURES</b>
<b>ARTICLE XI</b>	<b>DISSOLUTION</b>
<b>ARTICLE XII</b>	<b>DATE OF EFFECTIVENESS AND AMENDMENTS</b>

### **ARTICLE I**                      **NAME**

1. The name of this non-profit organization shall be The International Women's Club of Copenhagen, hereinafter referred to as the 'Club'.
2. The language of the Club is English.

### **ARTICLE II**                      **OBJECTIVES**

1. To welcome newcomers and assist them and their families to settle into Danish life.
2. To further members' knowledge and understanding of Denmark.
3. To foster goodwill and friendship amongst members of all countries.
4. To give financial and material support to philanthropic projects, including those of an international nature.

### **ARTICLE III**                      **MEMBERSHIP**

#### **1. Full Members**

Membership shall be open to all women over the age of eighteen, with an international background, resident in Denmark or the Swedish Øresund region, who fall into one of the following categories:

- a. nationals of a country other than Denmark, resident in Denmark, or
- b. nationals of a country other than Denmark or Sweden, resident in the Swedish Øresund region, or

- c. Danish nationals, resident in Denmark or the Swedish Øresund region, who have resided for a consecutive period of at least two years of their adult lives (i.e. over the age of eighteen) in a country other than Denmark, or
- d. Swedish nationals, resident in the Swedish Øresund region, who have resided for a consecutive period of at least two years of their adult lives (i.e. over the age of eighteen) in a country other than Sweden.

The number of ethnic Danish members may not exceed 40% of the total membership.

In cases where there is disagreement over an applicant's status, the Parliamentarian shall decide whether the applicant is eligible for membership and, if so, how the applicant's status shall be recorded in the Membership Directory and membership records.

2. **Honorary Member.** The membership may include one Honorary Member, who shall be put forward by the Executive Board and approved by a majority of the voting members at an AGM. The Honorary Member must have been a Board Member and distinguished herself extraordinarily with work that furthered the objectives of the Club and its members. She shall not pay membership fees and will be listed in the IWC publications with the Executive Board members.
3. **Overseas Members.** Active members who leave Denmark and wish to continue their membership may do so. They shall not vote or hold office but shall, upon payment of dues, receive IWC publications and be listed in the Membership Directory.
4. **New Members** are accepted by a majority vote of the Executive Board upon recommendation by the Membership Officer, after completion of the Club's application form.
5. **Resignations** from the Club shall be made in writing to the Membership Officer.
6. **Revocation of membership.** The Executive Board shall reserve the right to revoke the membership of any member owing to misconduct.
7. **Use of the Club's name.** Members shall not use the name of the Club or its venue for any commercial, political or religious purpose, or for personal financial gain.
8. **The Club's Data Protection Policy** can be found on its website [www.iwcc.dk](http://www.iwcc.dk)

## ARTICLE IV                      GUESTS

1. Anyone eligible for membership of the Club may attend not more than two monthly General Meetings and one Activity or Tour as a guest when accompanied by a Club member.
2. Anyone not eligible for membership of the Club may attend not more than two monthly General Meetings as a guest during any Club Year when accompanied by a Club member. Attendance at an Activity or Tour is at the discretion of the Activities Officer.
3. Hospitality coffee mornings are open to members only. However, a member may be accompanied by her house guest(s) provided this does not prevent another member from attending.
4. Priority should be given to members at all Club events in case of restrictions on numbers. The Executive Board may limit the number of guests at any one function or designate any meeting or function as open to members only.

5. Members shall be responsible for expenses incurred by their guests.

## ARTICLE V

## MEETINGS

1. The **Annual General Meeting** (AGM) shall be held in mid-May unless otherwise decided by the Executive Board, as a business meeting for voting members only. Written notice of the AGM including the agenda and related documents shall be given at least ten days before the date of the meeting. The order of business shall be as follows:

- a. The President opens the meeting.
- b. Election of a Moderator.
- c. Approval of the minutes of the previous Annual General Meeting.
- d. Approval of the Annual Reports of the Executive Board and the Special Officers, circulated in advance.
- e. Approval of the Treasurer's Report.
- f. Voting on the amount of membership dues.
- g. Election and installation of the members of the Executive Board and Special Officers.
- h. Election of three members of the Nominating Committee.
- i. Election of two internal auditors.
- j. Amendments to the Constitution, if any.
- k. Any other business.
- l. The President closes the meeting.

2. Other **General Meetings** shall be held on the fourth Thursday of each month from September to May inclusive, unless otherwise decided by the Executive Board. These monthly meetings shall include Club business and social activities. They shall serve to establish and develop contacts among members.

3. An **Extraordinary General Meeting** may be called by the President or the Executive Board. The Executive Board shall also call an Extraordinary General Meeting, if so required, by written request of a majority of members. Written notice stating the purpose of the Extraordinary General Meeting and including relevant documents shall be given at least ten days before the date of the meeting.

## ARTICLE VI

## FINANCE

1. **The Club's funds** shall be deposited in a reliable bank in the name of The International Women's Club of Copenhagen.
2. **Commitment towards third parties.** The President and the Treasurer may jointly commit the Club towards third parties.
3. **Access to bank accounts and payments.** The President and the Treasurer are signatories to the bank accounts, and either may authorise payments.
4. **Membership fees** become due in July and shall be paid by 1 September at the latest.
5. **The Fiscal Year.** The Fiscal Year shall be from 1 April to 31 March.
6. **Audit**
  - a. **Annual audit.** There shall be an annual audit by two internal auditors, elected by the membership at the Annual General Meeting. Their report shall be sent to the President and the Treasurer. In case of conflict, a licensed state auditor may be consulted.
  - b. **A special audit** of all accounts shall be held if the Treasurer resigns before her period of

office ends.

## ARTICLE VII BOARD MEMBERS, SPECIAL OFFICERS AND DUTIES

1. **The Executive Board.** The following five elected officers shall constitute the Executive Board:
  - a. **The President** is the official representative of the Club. She shall preside at all meetings and shall supervise the affairs of the Club.
  - b. **The Vice-President & Hospitality Officer** shall perform the duties of the President in the latter's absence. She is responsible for the coffee mornings.
  - c. **The Secretary** shall conduct the correspondence and keep the records of the Club. She shall minute the meetings of the Executive Board, the Annual General Meetings and other business meetings of the Club.
  - d. **The Treasurer** shall keep the financial records and the accounts and pay approved expenditure.
  - e. **The Hostess** shall book venues for General Meetings and handle reservations.
  
2. **Duties of the Executive Board members**
  - a. Control and manage the overall affairs of the Club in line with the Rules of Procedure.
  - b. Carry out their duties as described in the Rules of Procedure and the Task Lists.
  - c. Set dates for all events for the Club Year at the start of the Club Year.
  - d. Pay due attention to finances as specified under Article VI and in the Rules of Procedure.
  - e. Produce a draft budget for the following Club Year, for approval by members at the September meeting.
  - f. Approve donations to charity as recommended by the Philanthropy Officer.
  - g. Appoint two members of the Nominating Committee.
  - h. Observe best communication practice with the Special Officers as specified in the Rules of Procedure.
  - i. Keep the Task Lists of Board Members and Special Officers up to date.
  - j. In the event of a vacancy during the Club Year the Board may co-opt a member to fill the vacancy until the conclusion of the next AGM.
  
3. **Special Officers**
  - a. **The Membership Officer** shall receive applications for membership and maintain a database to keep membership under review, provide statistics and she shall produce the Membership Directory.
  - b. **The Communication Officer** shall prepare and circulate a monthly publication, called *Cosmo*. She shall administer the Club's profiles on agreed social media platforms and she shall maintain the Club's website.
  - c. **The Activities Officer** shall initiate activities and arrange excursions designed to promote the understanding of Danish life and culture.
  - d. **The Programmes Officer** shall be responsible for arranging a programme of speakers of national and international interest at the Club's monthly meetings.

- e. **The Philanthropy Officer** shall be responsible for philanthropic projects, including fund-raising.

**4. Duties of the Special Officers**

- a. Carry out her duties in line with the Rules of Procedure and the Task Lists.
- b. Adhere to best communication practice with her fellow officers.
- c. Attend a Board Meeting at the invitation and request of the President.

**5. Appointment of Committees**

A Board Member or Special Officer shall form a committee of members to help her in the execution of her functions.

**6. Nominating Committee**

A Nominating Committee of five members, two appointed by the Executive Board and three elected by the membership at the AGM, is established each year to consider and recommend to members its nominees for Board Members and Special Officers for the coming Club Year. Members of the Nominating Committee may serve a maximum of four consecutive terms.

**7. Resignation**

- a. Board Members, Special Officers and the members of the Nominating Committee shall resign at the end of the Club Year and formally hand over their duties, records and any Club property they may hold, no later than 31 May, to their successor in the office.
- b. A resignation during the Club Year shall be made in writing to the President. The resigning Board Member shall formally hand over her duties, records and any Club property she may hold to the Executive Board immediately.

**ARTICLE VIII                      ELECTIONS AND TERMS OF OFFICE**

- 1. **The term of office** is one year, beginning on 1 June.
- 2. **Term of service.** No officer may serve for more than four consecutive terms in the same office but may serve up to a further four consecutive terms in another capacity.
- 3. No officer shall hold more than one office at a time.
- 4. If a suitable candidate for an office cannot be found, the Nominating Committee may invite the current officer to stand for re-election, notwithstanding the number of years she may have already served on the Executive Board or as a Special Officer.

**ARTICLE IX                      QUORUM**

- 1. A total of one-fifth of the Club's membership, present in person or by proxy, shall constitute a quorum at the Annual General Meeting and at Extraordinary General Meetings.
- 2. Three members shall constitute a quorum of the Executive Board.

## **ARTICLE X                      PARLIAMENTARY PROCEDURES**

1. **The Rules of Procedure** are an integral part of the Club Rules. They may be amended by a vote of at least four Board Members.
2. **Parliamentary Procedures** will be followed as is customary in the Club or according to Danish custom, insofar as they are not regulated in the Constitution or the Rules of Procedure.
3. **Parliamentarian.** The President may appoint a Parliamentarian to give advice to members and committees, if required. The Parliamentarian shall not hold any position as a Board Member or Special Officer.
4. **Proxy votes.** A member who wishes to vote but is unable to attend a meeting shall inform the Parliamentarian of her wish in due time before the meeting. Information on how to vote by proxy shall be sent out together with the invitation to the meeting.
5. **Annual General Meeting and Extraordinary General Meeting.** Decisions are taken by a simple majority.
6. **Executive Board Meetings – location.** These shall take place either in person or via an online platform.
7. **Executive Board decisions** are taken by a simple majority of those present. When necessary, the President can call for a telephone or email vote of all Board Members. The result of that vote will be recorded at the following Board Meeting.

## **ARTICLE XI                      DISSOLUTION**

1. In order to dissolve the Club, the Executive Board must notify each voting member three weeks in advance of the intent to vote on dissolution. A statement of the reasons for dissolution must accompany the notice.
2. At the meeting, a majority of three-fourths of the members voting, either in person or by proxy, is needed to carry the motion.
3. In case of dissolution, the funds of the Club shall be disbursed in keeping with the purposes and ideas of the Club. The records shall be disposed of by the Executive Board.

## **ARTICLE XII                      DATE OF EFFECTIVENESS AND AMENDMENTS**

1. This Constitution comes into force on 19 May 2022.
2. This Constitution may be amended by a two-thirds vote of members present, either in person or by proxy, at an Extraordinary General Meeting called for the purpose, or at the Annual General Meeting.
3. The Executive Board may propose amendments, and any voting member may propose amendments, in writing, to the Executive Board. The Executive Board shall print these proposals in the Club publications prior to decision by the membership at an Extraordinary General Meeting or at the Annual General Meeting.
4. All approved amendments shall be dated and incorporated into the current Constitution.

**END**