

The International Women's Club



of Frankfurt e.V.

Constitution
and Bylaws

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Amended version as of November 2017

Constitution

Para. 1

Name, Seat and Legal Venue

1. The name of the association is: “The International Women’s Club of Frankfurt e.V.”, (hereinafter called “club”).
2. Seat and legal venue of the club is Frankfurt am Main.

Para. 2

Object

1. The object of the club is to enable women of different nationalities to meet in friendship, to promote mutual understanding and to further cultural exchanges, thereby contributing towards the maintenance and strengthening of peace among nations.

In order to achieve these objectives interest groups and working groups are established to perform and take responsibility for varying activities. These activities should serve the objectives laid down in this Para. 2, 1 sentence 1 and Para. 2, 2.

2. The club pursues exclusively and directly charitable activities as described in the section “tax privileged objects” according to the Tax Code. This includes the carrying out of social duties such as caring for old or handicapped persons.

The club also serves as a collection point for donations. It may support any other body which is particularly involved in charitable objectives. In the case of this body being a German entity (unlimited taxable organisation) it must itself be legally recognised as tax privileged (§ 58, 1 AO).

3. The club is a non-profit making organisation and does not pursue profit making activities on its own account.
4. The club awards the Elisabeth-Norgall-Prize on an annual basis to a woman who is recognised for her efforts concerning the needs and problems of women. The work of the prize recipient may take place both within Germany and internationally.

The awarding of this prize is designed to promote understanding between people of varying nations as well as supporting and establishing the rights of women both internationally and nationally.

Para. 3
Business Year

The business year (hereinafter called “club year”) begins on July 1st and ends on June 30th.

Para. 4
Membership

1. Membership in the club is open to any adult woman regardless of descent or religion in as far as she is legally able and willing to promote the objects of the club.
2. Application for membership must be submitted in writing and will be decided upon by a simple majority vote of the General Board.
3. Honorary Presidency, Honorary Membership:
Honorary Presidency and Honorary Membership may be awarded to any person deemed worthy by a 2/3 majority of the General Board. The recipients of such honorary titles have no special duties or privileges other than those enjoyed by ordinary club members; the payment of dues is waived.

Para. 5
Resignation, Exclusion

1. Membership ends with the demise or resignation of the member or on exclusion from the club.
2. Resignation is only possible at the end of the club year and must be executed by giving written notice to the General Board.
3. Members who at the time of joining were resident in the locality of the club but subsequently move to another area may resign by giving 6 weeks notice to the end of a calendar quarter.
4. A member may be excluded from the club:
 - a) On a decision by the General Board if she is more than 3 months in arrears with payment of her annual dues in spite of two written reminders, the latter of which must contain the threat of exclusion and be sent to the member at least three weeks before the board meeting;
 - b) By the Membership Meeting through a 2/3 majority of the members present if serious grounds for exclusion exist. Such grounds would be given if a member damaged the club's reputation through repeated violation of the Constitution/Bylaws, hindered or prevented the accomplishment of the objects of the club or generally demonstrated through her behaviour that she is not interested in promoting said objects.

Para. 6
Dues

1. The club requires members to pay an initiation fee and regular dues.
2. The amount of the initiation fee and the annual dues together with date of payment are decided in accordance with Article 7 of the Bylaws.

Para. 7
Organs

The organs of the club are:

1. The Board
2. The Membership Meeting

Para. 8
The Board

1. The board within the meaning of § 26 of the BGB (German Civil Code) consists of three club members, namely the President, the First Vice President and the Second Vice President.
2. Each of the three members of the board is empowered to act severally on behalf of the club.
3. The board is elected for the duration of one club year. An incumbent President cannot be re-elected since the presidency must alternate between a German and a non-German member on a yearly basis.

Para. 9
The Executive Board

1. The Executive Board consists of:
 - a) The Board
 - b) The Recording Secretary
 - c) The Corresponding Secretary
 - d) The Treasurer
 - e) The Deputy Treasurer
2. The members of the Executive Board are elected at the Annual Membership Meeting in a secret ballot. The Board, the Recording Secretary and the Corresponding Secretary are elected for the duration of one club year.

The length of service of the Treasurer and the Deputy Treasurer covers two club years. An extension of this term of office can be determined at the Membership Meeting. In the case of the Treasurer being unable to fulfil her term of office, the Deputy Treasurer automatically becomes the Treasurer.

The elections take place at the Annual Membership Meeting in May. They are carried out by secret ballot using ballot papers. The ballot paper must contain the names of all nominated candidates. If participation in the election of the Executive Board at the Annual Membership Meeting is prevented due to an important reason, then voting may be done by mail provided the postal vote has been received on the evening before the day of the election at the latest.

The election of the Board takes place in a joint ballot by placing a cross on the ballot paper after the name of a candidate. To be elected a candidate must receive more than half of the valid votes cast. Abstentions count as non-votes. If a majority has not been attained, a final ballot is taken between the two non-elected candidates who received the highest number of votes. If two candidates receive the same number of votes another final ballot is also taken. A re-election for a further term of office is possible, albeit for one further term only, except for the Board within the meaning of § 26 of the BGB (German Civil Code).

The election is executed by the Nominating Committee. In particular, this committee is responsible for preparing all necessary documents and for counting the votes following the elections.

3. Should the President become unable to fulfill her duties, her place is taken by the First Vice President. Should the First Vice President become unable to fulfill her duties, her place is taken by the Second Vice President. Should the Second Vice President become unable to carry out her duties the President appoints a member of the General Board in her place. Should any other office become vacant the President, with the agreement of the Executive Board, appoints a replacement to hold office until the next Membership Meeting at which elections take place.
4. The duties of the Executive Board and the execution of same are set forth in the Bylaws.
5. The Treasurer and the Deputy Treasurer may severally sign cheques and make payments on invoices and receipts within the budget and in so far as these do not exceed a designated amount as specified in the Bylaws. Any amounts over and above must be authorized by the General Board.

Para. 10
Membership Meeting, Voting

1. The President is to give notice of the Annual Membership Meeting, together with the agenda, at least two weeks in advance.
2. Over and above, extraordinary membership meetings may be called in if it is in the interests of the club.
3. Notice of such meetings, together with the agenda, must also be given by the President at least two weeks in advance of the date of the meeting for any decisions taken at such meetings to be valid.
4. A Membership Meeting shall also be called in, if a written request stating the reasons is made by one tenth of the membership.
5. Attendance by at least one tenth of the club members at any Membership Meeting constitutes a quorum. Decisions are taken by simple majority vote of the voting members present. In all elections and voting processes abstentions and invalid votes count in determining a quorum but are not counted when determining the majority of valid votes cast, i.e. abstentions and invalid votes count as non-votes. In case of a tie a motion is considered defeated.
6. In particular, the Membership Meeting decides on the allocation of funds accrued during the club year for charitable and cultural purposes, the amount of the initiation fee and the annual dues upon suggestions of the General Board.
7. Any changes to the Constitution or to the object of the club as well as a decision on the dissolution of the club are decided by the Membership Meeting through a three quarter majority of the valid votes cast, changes of the By-laws through a simple majority vote.
8. All Membership Meetings have to be recorded by the Recording Secretary or, in case of her prevention, by the Corresponding Secretary. In the minutes all resolutions passed have to be recorded and have to state clearly that the number of necessary votes were reached in order for the resolutions to be valid.

Para. 11
Auditing Committee and Exoneration of the General Board

Two auditors who may not be members of the board shall be elected at the Annual Membership Meeting for a period of two years and a third one who was previously Treasurer.

It is the duty of the auditors to check the invoices and insure that they have been properly processed as well as to check that funds have been properly utilized. At least once a year the auditors determine the balance of the cashbook and of the accounts for the past club year. The auditors report the findings of the audit to the members at the Membership Meeting in September, after which the General Board is exonerated for the past club year.

Para. 12
Expenses and Use of Funds

1. Club funds may only be used for purposes consistent with the Constitutional objects of the club. Members may not receive monies from club funds. No one may benefit from expenses extraneous to the object of the club or by disproportionately high reimbursements.
2. The offices of the club are honorary. Any holder of such honorary offices is to be reimbursed for cash expenses upon request. The President is to be allocated a small lump sum for nonverifiable expenses in accordance with the procedure set forth in the Bylaws.

Para. 13
Profit

1. Any profits may only be used for purposes consistent with the club objects.
2. The members do not receive any share of the profits.

Para. 14
Dissolution

In case of dissolution or annulment of the club or on cessation of its tax privileged objectives the assets of the club shall go in equal parts to the “Deutsche Rote Kreuz” (German Red Cross) and to the “Deutscher Paritätischer Wohlfahrtsverband” (German Parity Welfare Association) who are to use them directly and exclusively for charitable purposes.

Bylaws

Article 1 Executive Board

1. The Executive Board consists of seven officers (see Para. 9, 1 of the Constitution) elected by the membership at the Annual Membership Meeting.
2. The duties of the individual members of the Executive Board are as follows:

a) President

The President presides over all meetings. She appoints the committee chairpersons from among the club members with the consent of the Executive Board and she conducts the business of the club with the advice and consent of the General Board. She also performs all other duties normally connected with her office. She is ex-officio member of all committees, except the Nominating Committee and the Auditing Committee. The small flat rate which the President is entitled to is to be fixed annually by the General Board; any increase is subject to the approval of the General Board. In addition, the President is also entitled to an amount which is to be fixed annually by the General Board and the use of which has to be proved by the President by presentation of appropriate vouchers.

b)/c) First Vice President / Second Vice President

These offices shall be held by one German and one non-German national. If the President is German, the First Vice President shall be non-German, and vice versa. At the same time the First Vice President is always also the chairperson of the Elisabeth-Norgall-Prize Committee. At the same time the Second Vice President is always also the chairperson of the Committee for the Admission of new Members. In the absence of the President the First Vice President will act as President, and if she, too, is absent the Second Vice President will act as President and assume all other duties of the President.

d) Recording Secretary

The Recording Secretary shall record and keep the minutes of all membership meetings (Para. 10, 8 of the Constitution) and of all meetings of the Executive Board as well as of the General Board. In addition, the Recording Secretary also has to record the decision of the Elisabeth-Norgall-Prize Committee upon the candidates suggested for the Norgall Prize. In case the Recording Secretary is absent, the Corresponding Secretary will take her place.

e) Corresponding Secretary

The Corresponding Secretary is responsible for the preparation and distribution of the Club Notes in due time. To do this she may delegate individual activities to the Club Notes Committee. Moreover, she shall conduct the official correspondence as far as it does not fall within the sphere of responsibility of other board members.

f) Treasurer

The Treasurer has the task to collect the membership dues, to administrate the club's funds and to keep books. She is authorized to enter into obligations or to settle liabilities up to the amount of € 2,000.–¹ per individual case (see Para. 9, 5 of the Constitution). Any alteration of this limit will have to be decided by the General Board. Bookkeeping will be done and charged for by the club's tax consultant using EDP. For this purpose the Treasurer will submit to him the vouchers after having checked them. She also supervises the current bookkeeping. At the General Board's September Meeting of the current club year she must present to the board members a budget containing the expected proceeds and expenditures during the current year and the estimated results. The budget is to be published in the following edition of the Club Notes.

Once the club year is terminated (June 30th), the Treasurer will immediately prepare, in cooperation with the club's tax consultant, the statement of assets and liabilities as per June 30th as well as the income account for the past club year. Both, the statement and the income account have to be appropriate for presentation to the revenue office. They will be submitted to the club members on an additional Membership Meeting in the following month of September. Thereafter the Treasurer will be approved by vote. Furthermore, the Treasurer must maintain a record of the inventory and supervise the orderly transfer of the club's assets to her successor's control. The Treasurer may assign parts of her tasks to the Deputy Treasurer, however, in consideration of the incumbent limitations.

g) Deputy Treasurer

The Deputy Treasurer will carry out the tasks assigned to her by the Treasurer as well as any tasks of the Treasurer if the latter is absent.

1 Decision of the General Board of 1 November 2017.

3. The power of representation stipulated in Para. 8, 2 of the Constitution is to be exercised internally in following order: As a matter of principle, it is the President who is always entitled to exercise this power. Only when unable to exercise it or when she has explicitly authorized a Vice President for the transaction of a specific business, shall the First or the Second Vice President act for and on behalf of the club in legal and other matters.

Article 2

General Board

1. The General Board consists of the Executive Board, the chairpersons of the Standing Committees and the Parliamentarian. It is the administrative and governing organ of the club.
2. The General Board is authorized and obligated to handle all matters of internal club administration, unless such duties have been assigned by Constitution or Bylaws to other organs of the club. In particular, it is the duty of the General Board to approve the budget to be submitted by the Treasurer.
3. Regular meetings of the General Board are to be held monthly during the club year. Special meetings may be called in by the President. The General Board will constitute a quorum if 2/3 of its statutory members are present.
4. At the end of the club year the members of the General Board shall submit in duplicate a report about their activities during the club year. One copy of these activity reports is to be filed in the dossier of the President, the other copy is intended for the reference files of the respective committees or organs and which are to be handed over to the new board members.

Article 3

Standing Committees

1. The Standing Committees are responsible for the actual basic work of the club. Within the sphere of their activities they have to support and to advise the Executive Board. The following committees exist: Membership, Program, Special Events, Hospitality, Friendship, Public Relations, Interest Groups, Club Notes.
2. The tasks of these committees are determined individually by the General Board after hearing of the respective committee chairperson.
3. Each committee will have a German and a non-German chairperson, each belonging to the General Board and each having one vote. A committee

chairperson can only vote for herself, and not by proxy for her co-chairperson. The chairpersons of the Standing Committees are appointed by the President with the consent of the Executive Board from among the club members.

4. At the regular meetings of the General Board, the chairpersons of the committees shall coordinate and apportion their activities appropriately. At these meetings, they shall also briefly report on the results of their activities. In order to support their activities the committee chairpersons may set up sub-committees with the agreement of the President. The committee chairpersons will be appointed for a period of one year. A re-appointment is possible.

Article 4 **Parliamentarian**

1. The Parliamentarian is appointed by the President with the consent of the Executive Board. It is her duty to handle all questions connected with the Constitution and the Bylaws. She has to keep an eye on it that the entire club life takes place internally and externally in compliance with the “Vereinsrecht” (German club laws), Constitution and Bylaws. If requested she has to support the President in any occurring questions.
2. In order to assure her absolute objectivity, she must renounce her right to vote on the board.
3. The Parliamentarian has to ensure that
 - a) the records to be put annually in court be filed in due time with the court of jurisdiction;
 - b) in the event of an increase in the membership dues or of changes in the Constitution, the minutes of the Membership Meeting, that voted upon the increase, be filed with the Tax and Revenue Office;
 - c) the preparation of the Membership Meeting by the General Board and the convocation by the President be effected on schedule and properly.
4. She is responsible for the proper ballot count when a vote is taken. She is also responsible that the contents and wording of the Constitution and of the Bylaws comply with the version as decided by the Membership Meeting. She is also responsible for the proper execution of an election and voting.
5. She must publish all changes within the Executive Board in two languages.

6. The regular term of office for the Parliamentarian is two years; a re-appointment is possible.
7. The President may appoint a representative if the Parliamentarian is absent.

Article 5

Special Committees

In addition to the Standing Committees, five other committees will be constituted:

1. Nominating Committee

Every year in January, the General Board will elect a Nominating Committee by secret ballot and by a simple majority vote to nominate the candidates for the Executive Board of the following club year. The Nominating Committee shall consist of one German and one non-German board member plus two German and two non-German club members. The election shall take place in accordance with proposals from the General Board who shall, at the same time, take into consideration suggestions emanating from the membership. The previous year's President (or, in her absence, the previous year's First or Second Vice-President, in this order) shall chair this committee. Other previous year's board members should not be elected for this committee.

The Nominating Committee shall request the members in writing to submit, also in writing, suggestions for the slates of officers. The Nominating Committee shall propose a slate for the various Executive Board positions. In case several candidates are suggested to the Nominating Committee by the members, the Nominating Committee shall list on the ballot for the election at the May Membership Meeting at least two candidates respectively for the office of the President, First Vice President and Second Vice President. In doing so, the Nominating Committee shall take into consideration the suggestions submitted by the members but – taking the interests of the club into account – not be bound by them. The Nominating Committee publishes its slate of candidates with their curriculum vitae in the April Club Notes and presents the candidates to the members at the April Meeting. At this meeting each member has the right, upon request from the Parliamentarian, to nominate further candidates for the Executive Board. Before a vote is taken, all candidates must have declared in writing that they accept the office, if elected. A curriculum vitae of those candidates nominated at the April Meeting shall appear in the May Club Notes. On election day, no further nominations will be accepted. The term of office of the Nominating Committee ends when the newly-elected board assumes office.

2. Committee for the Admission of New Members

At the beginning of the club year the General Board appoints a Committee for the Admission of New Members. This committee consists of the Second Vice President as chairperson, of the German and the non-German chairperson of the Standing Committee Membership, of a former German and a former non-German chairperson of the Standing Committee Membership, of a long-standing German and a long-standing non-German member. This committee has the task to recommend new members to the General Board for admission according to Para. 4 of the Constitution.

The applicant shall be introduced by a member; she shall have attended at least one regular club meeting as a guest; her application must be sponsored and signed by two members who know her personally. During an information interview the applicants and the committee members will have the opportunity to introduce themselves before the admission is decided by the General Board upon the recommendation of the Committee for the Admission of New Members. After two rejections of an application an admission shall not take place.

3. Elisabeth-Norgall-Prize Committee

At the beginning of the club year the General Board appoints a committee to nominate candidates for the Elisabeth-Norgall-Prize. The committee chairperson shall be the First Vice President; in addition, the committee consists of the two Public Relations chairpersons, one German club member and one non-German club member, as well as a long-standing club member. Proposals for the recipient of the Elisabeth-Norgall-Prize may be sent in by the general public and the club members until October 31st. A German and a non-German national shall be chosen alternately. The Norgall-Prize Committee will make a preselection from the submitted proposals and present this preliminary decision to the Executive Board and decide together with the Executive Board on the recipient.

Members of the club may not receive the award.

The Elisabeth-Norgall-Prize is to be awarded each year in March to a woman who has devoted herself especially to the interests and problems of women. If the recipient cannot receive the prize personally, a representative shall be invited to attend the meeting to receive the award on her behalf.

4. International Coordinator

At the beginning of the respective club year the General Board appoints an International Coordinator from among the past presidents for a period of three years. This coordinator shall keep in contact with other international clubs worldwide and shall facilitate the integration of arriving members of international clubs.

5. Senior Council

At the beginning of the respective club year three Senior Council members will be elected by secret vote for a period of three years by the General Board. These three members shall have no other functions within the club, and at least one of them has to be a German and one a non-German national. If a member leaves the council before her term ends, the successor will be elected by the General Board for the period of the remaining term of office. The Senior Council has an advisory function but no deciding function and acts as intermediary both between individual members as well as, upon request of the board, between the latter and club members.

Article 6 Meetings

In order to put into practice the purposes of the club, regular social meetings of the members are taking place every second Wednesday of the month. Location and time will be announced by the chairpersons of the Program Committee in the Club Notes after approval of the General Board.

Invited guests may not attend such meetings more than twice. Ladies who immediately afterwards have applied for membership may, upon invitation, further attend meetings until their application has been decided.

Article 7 Fees, Annual Dues

1. The initiation fee and the annual dues are payable as soon as the application for membership is accepted. Members who join after February 1st pay only half of the annual dues.
2. Rejoining members who had temporarily lost their membership, however, not through their own fault, do not pay an initiation fee.
3. The annual dues are payable regularly at the beginning of the club year. The General Board may, for its year in office and upon application, reduce or entirely waive in cases of financial hardship the yearly dues of long-time deserving members.

4. Payments may be made by “Einzugsermächtigung” (collection authorization) or by bank transfer.

Article 8

Transfer of Files at the End of Term of Office

All board members and chairpersons of committees will hand over their working papers to their successors in the new board. These files are to be kept for at least five years, whereas the Treasurer’s files are to be kept for ten years. Files which are no longer needed are to be transferred to the archives.

Article 9

Distribution of the Eventual Remaining Club Monies for Welfare and Cultural Purposes

1. Suggestions for allocations of these monies may be made and submitted by members to the chairpersons of the Friendship Committee. The names of the suggesting persons are not to be disclosed. The Friendship Committee will submit suitable suggestions to the General Board who will select two German and two non-German projects herefrom and decide with a majority. These four suggestions will be submitted to the members in writing at the Annual Membership Meeting for final vote.
2. Donations may only be made to other recognised charitable organisations. In the case of German organisations (unlimited taxable organisations) these must themselves be legally recognised as being tax privileged (§ 58, 1 AO). The donation is to be equally divided between the elected projects.

Article 10

Club Notes, Club Languages

1. Each month the club will publish the “Club Notes”, a written summary of all events and dates of club life.
2. The Club Notes, the Constitution and the Bylaws as well as all resolutions, invitations, notifications and addresses shall be drawn up, as far as possible, in both the German and the English language.

In case of doubt the German text is controlling.

