

a global voice
for women

Soroptimist  International

Club Constitution

Soroptimist International of South Perth Incorporated

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1. STATUS, NAME AND PRINCIPLES

- 1.1 The name of the organisation shall be Soroptimist International of South Perth Incorporated (the Club).
- 1.2 The Club shall be a service club for women.
- 1.3 The Club shall be a member of Soroptimist International of Western Australia and Soroptimist International of the South West Pacific (the Federation).

Principles of Soroptimism

- 1.4 The Principles of Soroptimism are to strive for:
 - 1.4.1 The advancement of the status of women;
 - 1.4.2 High ethical standards;
 - 1.4.3 Human rights for all;
 - 1.4.4 Equality, development and peace; and
 - 1.4.5 The advancement of international understanding, goodwill and peace.

2. OBJECTS

- 2.1 The objects of the Club are to promote either directly or by the encouragement and support of others:
 - 2.1.1 the advancement of education;
 - 2.1.2 the advancement of health and saving lives;
 - 2.1.3 the relief and/or prevention of poverty;
 - 2.1.4 the advancement of good citizenship and community development; and
 - 2.1.5 the advancement of human rights, peace, equality and diversity;for the benefit of the public and in particular for the benefit of women and girls to advance their status, position and role in society where currently unequal or disadvantaged.

3. PURPOSE

- 3.1 The purpose of the Club shall be:
 - 3.1.1 to promote the Federation and its programmes;
 - 3.1.2 to promote its objects;

- 3.1.3 to foster the extension of Soroptimism within its area;
- 3.1.4 to co-operate with the Federation, the Region and other associations established by the Federation.

4. APPLICATION OF INCOME

- 4.1 The income and property of the Club must be applied solely to promote the objects and purpose of the Club.
- 4.2 In the furtherance of the objects, the Club may raise funds from the public and from its Members. However, no portion of these funds may be applied towards the cost of administration of the Club or to subsidise membership fees.

5. NO PROFIT FOR MEMBERS

Transfer of Income or Assets

- 5.1 Subject to Clause 5.3, all the assets and income of the Club shall be applied solely in the furtherance of the objects of the Club and not for the purpose of trading or securing pecuniary profit to the Members and/or the members of Clubs. No portion thereof shall be distributed directly or indirectly to any Club and/or the members of Clubs including subsidy of membership fees.
- 5.2 Income derived from fundraising, shall not be used for the cost of administration of Member Club or subsidising of membership fees.

Payment for Goods or Services

- 5.3 Nothing in Clause 5.1 shall prevent the payment, in good faith, in respect of:
 - 5.3.1 administration of the Club;
 - 5.3.2 remuneration payable for any authorised services rendered to or on behalf of the Club; or
 - 5.3.3 reimbursement of any Members or individual Soroptimists for authorised expenses incurred on the Club's behalf.
 - 5.3.4 goods or services actually supplied to the Club by a Member in the ordinary and usual course of the Member's business.

6. NEUTRALITY

- 6.1 The Club is and always shall be strictly neutral upon matters of political controversy between nations, upon party politics and upon matters of religion.

7. LANGUAGE

7.1 The English language shall be the official language of the Club.

8. EMBLEM

8.1 The Club shall adopt the emblem of Soroptimist International.

8.2 The Club shall protect the emblem from undesirable publicity and commercial exploitation and shall ensure that the emblem is not used for any commercial undertaking without the approval of the Federation Board of Directors.

9. CHARTER

9.1 The membership of the Federation consists of Clubs established by the Federation.

9.2 A Club may be established by the Federation and granted its Charter when:

9.2.1 a group of at least eighteen (18) women in a profession or business, or in an occupation of comparable status or responsibilities to those of a person working in a profession or business, request permission to form a Club.

9.2.2 The Club shall operate under the Constitution prescribed by the Federation Board of Directors.

9.3 A Club shall retain its charter while:

9.3.1 it continues to carry out the objects and works in the Programme Areas of Soroptimist International;

9.3.2 it has a minimum of fifteen (15) members still eligible for membership;

9.3.3 it holds a minimum of ten (10) business meetings per year;

9.3.4 it follows the membership requirements for election to specific positions within the Club as prescribed by the Federation;

9.3.5 It pays the fees and levies prescribed by the Region and the Federation.

9.3.6 It attends meetings of its Region Council, if located in a country with Regions.

10. MEMBERSHIP

10.1 To qualify for membership of a Soroptimist International Club, a woman should:-

10.1.1 be in a profession or business or an occupation of comparable status or responsibilities to those of a person working in a profession or business; or

- 10.1.2 be recently retired from or temporarily or permanently out of work from a profession or business or an occupation of comparable status or responsibilities to those of a person working in a profession or business; or
- 10.1.3 be embarking on a career in a profession or business or occupation of a comparable status or responsibilities to those of a person working in a profession or business.
- 10.2 A prospective member shall be nominated and seconded in writing by a member of the Club. The nomination must be approved by the Executive Committee and by the members.
- 10.3 A person shall become a member when she is presented with her badge and pays a subscription and an entrance fee.
- 10.4 A member must meet the membership requirements.
- 10.5 With the approval of Clubs, the Federation may from time to time create or remove various types of Membership.

Transfer of Membership

- 10.6 A member of another Soroptimist International Club who for any reason is unable to attend the meetings of her Club may have her membership transferred to another Club with the approval of that Club.
- 10.7 The member transferring to another Club must advise her current Club of her intentions to transfer her membership.

Resignation of Membership

- 10.8 A member who has paid all moneys then owing to the Club may resign from the Club by giving to the Secretary one month's notice in writing of her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.

Termination of Membership

- 10.9 Membership of the Club shall be terminated when a member:
 - 10.9.1 has not paid her membership subscription by the end of the financial year in which due; or
 - 10.9.2 has not attended meetings for twelve (12) consecutive months without seeking leave of absence.
- 10.10 Membership may be terminated by the Club or the Federation Board of Directors when a member:
 - 10.10.1 engages in conduct that adversely affects the Club and/or the reputation of Soroptimist International; or

- 10.10.2 fails to fulfil provisions of the Constitutions and By-Laws as prescribed by the Federation;

and seventy-five percent (75%) of the members present at an extraordinary general meeting called to consider the matter resolves to expel the member, provided that the member is given notice of the proposed motion, or seventy five percent (75%) of the Board of Directors voting resolve to expel the member.

- 10.11 If the member considers her membership wrongfully terminated by such decision, she may apply for dispute resolution proceedings in accordance with the Federation's Dispute Resolution Manual.

Dispute Resolution

- 10.12 All disputes and complaints within the Club, are subject to all members submitting unreservedly to the jurisdiction procedures, penalties and appeal mechanisms of the Federation, and in accordance with the Soroptimist International of the South West Pacific Disputes Resolution Procedures.

Life Membership - Club

- 10.13 The Club may on the recommendation of its Executive, confer on any eminent Soroptimist, who has rendered outstanding service to her Club, her Region and the Federation as a whole, Life Membership to her Club.

Honorary Membership - Club

- 10.14 The Club may, on the recommendation of its Executive, confer Honorary Membership to:
- 10.14.1 any well known or illustrious individuals who lend their name and support to Club/s, Region/s or the Federation;
 - 10.14.2 patron or patrons for the time being of Club/s, Region/s or the Federation;
 - 10.14.3 a prominent citizen or local dignitary visiting the Club, Region or Federation.

Register

- 10.15 The Secretary shall keep and maintain a register of members in which shall be entered the name, address, date of entry to the Club and date of termination of membership for each member.
- 10.16 The Secretary shall prepare annually a list of current members for submission to the Region and to the Federation.

11. MEMBERS FEES

- 11.1 Members, apart from Honorary Members, shall pay a membership fee by 31 December each year. A new member shall pay a pro-rata amount for the balance of the financial year calculated from the start of the quarter during which she is inducted as a member.

- 11.2 The Club may set an entrance fee payable by new members sufficient to cover the costs of recruitment.
- 11.3 At a meeting prior to the end of the financial year the Club shall set subscription rates for members and the entrance fee based on the recommendation of the Finance Committee as approved by the Club Executive Committee.
- 11.4 At the Annual General Meeting the subscriptions for the following year shall be agreed upon and set at a level sufficient to cover the fees and levies payable in respect of each member and of the Club to the Region and/or the Federation and to cover the administrative expenses of the Club.
- 11.5 The Club must pay Region and Federation fees based on each Member.

12. MEETINGS

Business Meetings

- 12.1 The Club shall hold a minimum of ten business meetings per year and as many social meetings as shall be decided by the club. Such meetings may be held by physical meeting or by electronic means.
- 12.2 Notice of business meetings shall be given to all members at least seven days prior to the meeting. The notice shall specify the business to be conducted at the meeting.
- 12.3 Business other than that specified in the notice may be conducted if a majority of members so agree.

Annual General Meeting

- 12.4 An Annual General Meeting shall be held prior to the end of February of each year.
- 12.5 The ordinary business of the Annual General Meeting shall be:
- 12.5.1 to confirm the minutes of the last preceding Annual General Meeting;
 - 12.5.2 to receive from the Officers, sub-committees and appointees reports upon the activities of the last preceding financial year;
 - 12.5.3 to elect the Officers of the Club, the other members of the Executive Committee and the other representatives of the Club;
 - 12.5.4 to receive and consider the statement submitted by the Treasurer showing the income and expenditure of the Club and of any trusts of which the Club is trustee, the assets and liabilities of the Club and any such trusts, and the mortgages, charges and securities of any description affecting any property of the Club and such trusts;
 - 12.5.5 the Club shall appoint an Auditor and set the Auditor's remuneration.

- 12.5.6 Notwithstanding Clause 12.5.5, if the Club (being an association not required by legislation to appoint an auditor) resolves not to appoint an auditor, it will appoint another independent external reviewer.
- 12.6 The Annual General Meeting may transact special business of which notice is given at least seven days prior to the meeting.

Extraordinary General Meeting

- 12.7 An extraordinary general meeting may be called:
- 12.7.1 by the President or the Executive Committee or by twenty per cent of the members:
 - 12.7.2 to discuss a particular proposal of which seven days notice is given to all members:
 - 12.7.3 to deal only with the business specified in the notice calling the meeting.

Notice

- 12.8 A Notice by either the Club or a Member in connection with this document may be given on behalf of the Club by the Club Secretary, or a person authorised to give the Notice.
- 12.9 The Club may give Notice to Members and other persons required to receive notices, when required to do so by the provisions of this Constitution.
- 12.10 The signature of a person on a Notice given by the Club may be written, printed or stamped.

Method of Giving Notice

- 12.11 The Secretary may give a notice when such notice is required under this Constitution by:
- 12.11.1 serving it on a member personally; or
 - 12.11.2 sending it by post to the address of the member appearing in the register of members; or
 - 12.11.3 transmitting it by electronic or similar means to a member at the number or address specified in the records of the Club.
- 12.12 A Notice is not given if the only means of notifying the recipients are through publication on the Federation's/Club's website, in the Bulletin, in the magazine or other similar publications.

Time Notice of Meeting is Given

- 12.13 A notice is sent by post, is deemed to be properly effected at the expiration of seventy-two (72) hours after such posting if the notice is sufficiently addressed

and posted to the member concerned by ordinary prepaid mail.

12.14 A Notice sent by facsimile or other electronic means is taken to be given at the time transmission is completed.

12.15 When a notice is transmitted electronically, the notice will be deemed delivered in the form in which it was transmitted notwithstanding that it may not be received in that form or at all.

Contents of Notice

12.16 A Notice of a Meeting must:

12.16.1 set out the place, date and time for the meeting;

12.16.2 the technology that will be used to facilitate the meeting;

12.16.3 if a Resolution is proposed for the meeting, set out an intention to propose the Resolution and state the Resolution;

12.16.4 the right to appoint a Proxy;

12.16.5 the general nature of the business to be transacted.

Quorum

12.17 The quorum at any general meeting shall be one third of the membership. If a quorum is not present within fifteen (15) minutes of the time for the meeting to begin, the meeting shall become a social meeting only and no motions shall be passed.

Chairperson at Meetings

12.18 The President or in the President's absence, the President-Elect, or the Immediate Past President, shall preside as Chairperson at each meeting. Where none of these is present, the members shall elect one of their members to be the Chairperson.

13. ATTENDANCE AT MEETINGS

13.1 With the exception of Honorary Members, Attached Members and Associate Members, all Members shall be expected to attend all meetings.

13.2 Where a member is unable to attend a meeting or meetings, she should apply for leave of absence for the relevant period prior to the day of the first such meeting. Leave may be granted for periods of up to one year at a time with extensions as agreed by the Executive Committee.

13.3 Where it is not feasible to apply for leave, the member should lodge an apology for her absence.

13.4 Potential members may be invited to attend meetings.

- 13.5 Members of other Soroptimist International Clubs may attend any meetings of the Club.
- 13.6 Guests apart from the above may be invited to attend meetings other than business meetings at the discretion of the Executive Committee.

14. **VOTING RIGHTS**

- 14.1 All Members, apart from Honorary Members, shall be entitled to vote provided that they have paid the required subscription.
- 14.2 The Chairperson of the meeting has a casting vote in addition to her personal vote where there is an equality of votes.
- 14.3 Except where otherwise specified in this constitution voting shall be by a show of hands unless a secret ballot is requested.
- 14.4 Members unable to attend a business meeting may appoint a proxy or vote by post or any electronic means prior to the meeting.

15. **EXECUTIVE COMMITTEE**

- 15.1 The business of the Club shall be conducted by the Executive Committee which shall comprise the officers of the Club i.e.

- 15.1.1 President
- 15.1.2 President-Elect
- 15.1.3 Immediate Past President
- 15.1.4 Secretary
- 15.1.5 Treasurer

and the following:

- 15.1.6 Membership
- 15.1.7 Programme/UN Liaison

and such other members as the Club shall determine.

Executive Committee Meetings

- 15.2 The Executive Committee shall hold regular meetings.

Executive Committee Extraordinary Meetings

- 15.3 The Executive Committee may hold extraordinary meetings at the request of the President or of three members of the Executive Committee.

Quorum of Executive Committee Meetings

- 15.4 The quorum of the Executive Committee meeting shall be one more than half the number of members of the committee, one of whom shall be the President or the President-Elect.

Report to Club

- 15.5 The Executive Committee shall report to the Club at its next business meeting on the business carried out by the Committee.

16. COMMITTEES

- 16.1 The Club may establish such committees as are necessary to carry out the business of the Club.
- 16.2 Such committees shall report to the Executive Committee and/or the Club at a business meeting and at the Annual General Meeting on the work carried out by the committee.

17. APPOINTMENTS

- 17.1 The Club may appoint members to represent it at the Federation Conference and on outside bodies.
- 17.2 The Club may appoint members to carry out specific tasks on its behalf.
- 17.3 Such appointees shall report to the Executive Committee and/or the Club at a business meeting and at the Annual General Meeting on the work carried out.

18. MINUTES

- 18.1 The Secretary, or a member designated to act as Minute-Secretary, shall prepare minutes of the resolutions and proceedings of each business meeting, Executive Committee meeting and Annual General Meeting together with a record of the names of persons present at the meeting.
- 18.2 The Chairperson shall ensure that these minutes are checked and when approved, signed as correct by the Chairperson of the meeting at which they are approved.
- 18.3 When minutes have been entered and signed as correct under this rule, they shall, be evidence that:
- 18.3.1 the meeting or committee meeting to which they relate was duly convened and held; and
 - 18.3.2 all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - 18.3.3 all appointments or elections purporting to have been made at the meeting have been validly made.

19. ELECTIONS

19.1 Unless they have not completed their term of office, the following shall be elected from amongst the members, other than Honorary Members and Associate Members, at the Annual General Meeting:

19.1.1 President-Elect

19.1.2 Treasurer

19.1.3 Membership Convenor

19.1.4 Programme/UN Liaison;

19.1.5 Two (2) representatives to the Region Council

19.1.6 Two (2) members to act as Proxies for the representatives to the Region Council. Clubs may choose to elect or appoint Members, other than honorary Members, to other positions responsible for the following:

19.1.6.1 Archivist;

19.1.6.2 Attendance;

19.1.6.3 Constitution;

19.1.6.4 Friendship Link;

19.1.6.5 Fund Raising;

19.1.6.6 Hospitality;

19.1.6.7 Information Communication Technology;

19.1.6.8 Project

19.1.6.9 Public Relations;

19.1.6.10 Social.

and such other responsibilities as the Club shall determine.

19.2 Those elected, apart from the representatives to the Region Council and their proxies, shall take office at the conclusion of the Annual General Meeting. The representatives to the Region Council and their proxies shall take office at the conclusion of the Annual General Meeting of the Region Council.

19.3 Notwithstanding Clause 19.1 an election for the position of President-Elect shall not be held if the current incumbent has served for one (1) year or less and the current President is continuing in office for another year.

19.4 The President-Elect shall succeed to the office of President without further election when the position of President is vacated. If the President-Elect is unable to take office

at the time of an Annual General Meeting, an election shall be held for the position of President in addition to the positions at Clause 19.1.

19.5 To be eligible for election to any position, a member shall meet the eligibility criteria prescribed by the Federation.

19.6 A member shall be nominated in writing for one or more positions. Such nominations shall be proposed by one (1) member and seconded by another member and the nominee shall give her consent to the nomination. Nomination(s) shall be delivered to the Secretary not less than fourteen (14) days before the date fixed for the Annual General Meeting.

19.7 At least seven (7) days prior to the Annual General Meeting the Secretary shall circulate to members a list showing the nominees for each position and the names of the proposers and the seconders.

19.8 Where there is more than one (1) nomination for a position, a secret ballot shall be held. Members unable to attend the Annual General Meeting may vote by post or similar means prior to the meeting.

19.9 Where there are insufficient nominations to fill all the positions, nominations for the unfilled positions shall be sought at the Annual General Meeting.

19.10 Voting shall be under the control of a Returning Officer and scrutineers who shall not have been nominated for office. Where there is an equality of votes for any position, the successful candidate shall be chosen by lot by the Returning Officer.

20. **PERIOD IN OFFICE**

20.1 The President shall serve for a period of one (1) year but may be re-elected for a second year.

20.2 The President-Elect shall serve for the same period as the President.

20.3 Members of the Executive, other than the Secretary, shall be elected for a period of one (1) year but may be re-elected for further periods of one (1) year up to a maximum of four (4) years.

20.4 The incoming President shall appoint a member of the club to be Secretary for her term of office.

20.5 The Representatives to the Region Council and their proxies shall be elected for a period of two (2) years but may be re-elected for a second period of two (2) years.

20.6 On completion of the maximum period in a position, a member shall not be re-elected or re-appointed to the same position until a period of two (2) years has elapsed but she may be elected or appointed to other positions.

20.7 However, if a member in an elected position is not carrying out the duties of her position, at an extraordinary general meeting called to consider the matter the Club may resolve by a seventy five percent (75%) majority in a secret ballot, to remove her from that position before her term of office expires and may appoint another member to hold her office until

the next Annual General Meeting provided that the member is given notice of the proposed motion.

- 20.8 If the member considers herself wrongfully removed from the elected position, she may apply for dispute resolution proceedings in accordance with the procedures of the Federation's Dispute Resolution Manual.

21. FILLING OF CASUAL VACANCIES

- 21.1 Where an elected position becomes vacant during the year, or is not filled at the time of the Annual General Meeting, the President in consultation with the Executive Committee may appoint a member to fill the vacancy.

- 21.2 Where the vacancy occurs in the position of President and the President-Elect is unable to take office, the Immediate Past President or, if she is not available, a former President shall arrange an election. The criteria for the election of a President in these circumstances shall be the same as for the election of a President-Elect.

- 21.3 Where a member replaces another in an elected position during the year, the period served from the time she fills the casual vacancy until the next Annual General Meeting shall not be counted for the purposes of limiting the period she may serve in the position.

22. FINANCE

- 22.1 The financial year of the Club shall be from 1 January to 31 December.

- 22.2 The funds of the Club shall be derived from entrance fees, subscriptions, donations and such other sources as the Club shall determine.

- 22.3 The Treasurer shall –

22.3.1 collect and receive all moneys due to the Club and make all payments authorised by the Club;

22.3.2 keep correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;

22.3.3 as at 31 December in each year draw up a statement of the income and expenditure for the year for each separate account and for any trusts for which the Club is trustee and a balance sheet showing the assets and liabilities of the Club and any such trusts, and details of any mortgages, charges and securities of any description affecting any property of the Club and such trusts, which shall be laid before the members of the Annual General Meeting;

22.3.4 arrange for the annual financial statements to be audited, or (being an association not required by legislation to appoint an auditor) independently, externally reviewed.

- 22.4 The funds of the Club may be invested in any bank or other approved trustee investment as authorised by the Executive Committee.

- 22.5 Disbursements shall be such as may be authorised by the Executive Committee with the agreement of the Club.

- 22.6 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Executive Committee as agreed by the Club.
- 22.7 Separate records shall be maintained for moneys used for the administration of the Club and other moneys.
- 22.8 All account books, documents and securities of the Club shall be available for inspection and copying by any member at any reasonable time.
- 22.9 The Club shall pay such fees and levies as may be required by the Region and/or Federation by 28 February each year. Clubs in a Region shall pay all such fees and levies to the Region.

23. RECORDS

- 23.1 Except as otherwise provided in the Constitution, the Secretary shall keep in her custody or under her control all books, documents and securities of the Club.
- 23.2 All books, documents and securities of the Club must be handed over to the respective incoming position holders.

24. INSPECTION OF RECORDS AND DOCUMENTS

- 24.1 A member who wants to inspect records and documents, shall be given access to the following:
- 24.1.1 the register of members; or
 - 24.1.2 the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Club; or
 - 24.1.3 any other record or document of the Club.
- 24.2 In order to inspect the requested documents, the member shall contact the Secretary to make the necessary arrangements for the inspection.
- 24.3 The inspection shall be free of charge.
- 24.4 If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by the members.
- 24.5 The member may make a copy of or take an extract from a record or document referred to above but does not have a right to remove the record or document for that purpose.

25. EXECUTING DOCUMENTS AND COMMON SEAL

- 25.1 The Club may execute a document without using a common seal if the document is signed by:
- 25.1.1 Two (2) committee members; or
 - 25.1.2 One (1) committee member and a person authorised by the committee.

- 25.2 If the Club has a common seal:
- 25.2.1 the name of the Club must appear in legible characters on the common seal; and
 - 25.2.2 a document may only be sealed with the common seal by the authority of the committee and in the presence of:
 - 25.2.2.1 Two (2) committee members; or
 - 25.2.2.2 One (1) committee member and a person authorised by the committeeand each of them is to sign the document to attest that the document was sealed in their presence.
- 25.3 The Secretary shall make a written record of each use of the common seal.
- 25.4 The common seal must be kept in the custody of the Secretary or another committee member authorised by the committee.

26. **DISSOLUTION**

- 26.1 The Club shall be dissolved if:
- 26.1.1 resolution to this effect is carried by a majority of seventy five percent (75%) members present at an extraordinary general meeting, twenty one (21) days notice of the proposed motion having been given to all members; or
 - 26.1.2 at least five (5) years has elapsed since the Club was given five (5) years notice by the Federation of the need to increase its membership to the required minimum or else be dissolved.
- 26.2 The motion shall be proposed by one member and seconded by another member.
- 26.3 Where the Club is no longer carrying out the objects for which it was formed, or not meeting the requirements prescribed by the Soroptimist International of the South West Pacific Constitutions and By-Laws, it may be dissolved by the Federation.
- 26.4 Proposed dissolution of a Club must be approved by the Board of Directors, prior to dissolution taking effect.
- 26.5 On dissolution:
- 26.5.1 all liabilities, debts, costs, charges and expenses shall be discharged;
 - 26.5.2 any surplus property shall be transferred to the Federation, which has identical objects and purposes of the Club;
 - 26.5.3 any such distribution of surplus property:
 - 26.5.3.1 must be approved by the Club by Special Resolution;
 - 26.5.3.2 is not made to or for the benefit of the association;

- 26.5.3.2.1 any member or former members of the association;
- 26.5.3.2.2 any person to be held on trust for any member or former member of the Region;
- 26.5.3.3 all minute books, books of account and other records shall be passed to the Federation, which operates under the same objects and purpose as the Club.
- 26.5.4 the presidential insignia and club charter shall be sent to the Federation Headquarters.

27. BY-LAWS

- 27.1 Subject to Clause 27.2, the Federation Directors may from time to time make By-Laws which in their opinion are necessary or desirable for the control, administration and management of the Club's affairs and may amend, repeal and replace those By-Laws.

Effect of By-Laws

- 27.2 A By-Law:
 - 27.2.1 is subject to this Constitution;
 - 27.2.2 must be consistent with this Constitution; and
 - 27.2.3 when in force, is binding on all members.

28. FORMALITIES OMITTED

- 28.1 If some formality required by this Constitution is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Executive that the omission has directly prejudiced any Member financially. The decision of the Executive is final and binding on all Members.

29. AMENDMENT OF THE CONSTITUTION

- 29.1 This Club Constitution, may be amended by a resolution passed by seventy five percent (75%) of majority of Clubs at a meeting or by postal/electronic ballot.
- 29.2 Resolutions for proposed amendments shall be proposed in writing by one (1) club and seconded by another club, or proposed by the Soroptimist International of the South West Pacific Constitutional Convenor with the consent of the Board.
- 29.3 A minimum of forty two (42) days written notice of the proposed motion has been given to all Clubs, to all Regions and to the Members of the Board and to others as determined by the Federation Directors.
- 29.4 All clubs are to abide by the provisions of the Constitution and to adopt it as their Club Constitution.

- 29.5 When the Soroptimist International of the South West Pacific Club Constitution is amended, all clubs will be required to amend their Constitutions accordingly.

Conflict with Local Laws

- 29.6 If there is a conflict between the Constitution and the laws of the Country or State, amendments to the Constitution may be made by the Club, provided:
- 29.6.1 the Club provides the Directors with all supporting documents including the applicable laws, interpretation of those laws, its application and relevance to the Club's status;
 - 29.6.2 the proposed amendments are approved by the Federation Directors, on recommendation of the Federation Constitution Convenor before being put to the Club; and
 - 29.6.3 the motion is proposed in writing by one (1) club member and seconded in writing by another club member; and
 - 29.6.4 at least forty two (42) days notice of the proposed amendment is given to all members, prior to being put to the club for voting.
 - 29.6.5 The amendments will take effect if resolution is passed by seventy five percent (75%) of majority of club members voting at a meeting or by postal/electronic ballot.