THE CONSTITUTION OF THE ZUG INTERNATIONAL WOMEN'S CLUB

Approved by the AGM on 7 May 2024, supersedes all previous Constitutions

ARTICLE 1: NAME

The name of this organisation is the ZUG INTERNATIONAL WOMEN'S CLUB, hereinafter "ZIWC" or "Club".

ARTICLE 2: PURPOSE

The ZIWC is a non-profit, social organisation with its seat in Zug, in accordance with the provisions of the Swiss Civil Code. The purpose of the Club is to foster inclusivity, goodwill, respect, friendship and the well-being of its members; to provide a common meeting ground for English speaking women in and around Zug and to be a positive link between Club members and the host community.

ARTICLE 3: ORGANISATION

The General Meeting of the members is the primary organ of the Club. The Board has the right and duty to manage the affairs of the Club and to represent it in accordance with its Constitution.

ARTICLE 4: MEMBERSHIP FEES and CANCELLATION POLICY

a. Any woman who is able to converse in English and is interested in participating in the activities of the Club is eligible for membership. Membership commences and continues upon the Club's receipt of annual membership fees, subject to (d.) below. Under exceptional circumstances, the Board has the discretion to deny membership to any applicant.
b. The amount of the annual fees is voted upon and approved at the Annual General Meeting (hereinafter "AGM").
c. Membership runs from 1 April through 31 March as per the financial year.
d. A member who has not paid her fees by 30 April will lose membership privileges until payment of full fees for that year. New members joining between 1 October and 28 February will pay half the yearly fees. New members joining during March get the last month of the current Club year free and pay the fee for the upcoming Club year. A new member is whoever has not been part of the Club in the previous year.
e. Board members shall be exempt from the payment of membership dues during their term of office.
f. The Board may, at their discretion, nominate a Member who has contributed to the Club in an exceptional manner for honorary membership (includes lifetime exemption from Club dues) and is subject to AGM approval.
g. In the event of resignation, fees are not refunded.
h. Membership privileges may be withdrawn at the discretion of the Board if a member's conduct proves incompatible with the Club purpose as set out in Article 2 and detrimental to the interests of the Club as described in the ZIWC Code of Conduct.
i. The Club's cancellation policy is applicable to all events that involve a reservation and/or a monetary payment. Unless otherwise specified, the cancellation deadline is the reservation deadline. A member who cancels her participation in an event after the cancellation deadline is required to pay the full participation fee of the event. In case of a free event, the Board may apply a penalty fee. Paid-for events which are subsequently cancelled by the Club will result in reimbursement of the event fee paid where reasonable.

ARTICLE 5: THE BOARD

a. The Club is governed by an elected Board. The role of the Board is to:
   i. manage and represent the Club;
   ii. ensure and enable the Club to fulfil its purpose as defined in Article 2;
   iii. take fiscal responsibility for the Club's revenues, expenditures, and assets;
   iv. manage the Club's revenues, expenditures and assets to the maximum advantage of the membership.
   v. protect the integrity of the Club;
   vi. take action to ensure the longevity of the Club;
   vii. deliver a range of core activities and services traditionally performed by the Club, the extent of which will depend on resources in any given year;
   viii. ensure a smooth handover to the incoming Board. The Board assumes financial and operational responsibility with effect from the start of the Club year 1 April through 31 March. However, the outgoing Board will provide operational assistance in the first month of office (April).

b. The Club will be governed by a Board sufficient in size and structure to deliver the above. The Board will be constituted with not more than thirteen (13) members, whose titles and general functions are described below for guidance only. Each Board will organise itself and assign Board position titles and duties as it sees fit to accomplish the Club goals. These duties will be described in each role's Job Description and Manual.

I. President, whose role is to:

i. provide leadership for the Club, the Board, and the members;
ii. preside over the AGM, Club and Board meetings;
iii. manage the Board and member activities;
iv. have overall responsibility for the budget;
v. participate in local, external activities to promote the Club in the community and internationally;
vi. see to the welfare of the members;
vii. identify and engage members willing to actively participate on the Board or in the running of Club activities;
viii. manage the operational and financial activities of the Board members.

II. Vice-President, whose role is to:

i. assist the President and in her absence, perform her duties;
ii. manage the finances and activities of the special committees listed in Article 5H);
iii. coordinate annual Board Appreciation Events.

III. Treasurer, whose role is to:

i. prepare, present and maintain the Club's financial records, assets, and budget;
ii. coordinate auditing of the Club's financial operation as detailed in the ZIWC Auditors Policy;
iii operate the Club's bank account in accordance with Article 8;
iv. ensure the Club has adequate and up-to-date insurances.

IV. Secretary, whose role is to:

i assist the President in all administrative duties, while serving as first point of contact for all general inquiries;
ii. organise and coordinate the Board meetings and AGM, including all voting procedures;
iii. Take the minutes during the Board meetings and the AGM;
iv. maintain the Club's general records.

V. Web Chairwoman, whose role is to:

i. maintain an up-to-date Club website;
ii. distribute digital Club announcements.

VI. Magazine Chairwoman, whose role is to:

i. oversee production and distribution of the Magazine.

VII. Annual Events Chairwoman whose role is to:

i. coordinate Club events which include but are not limited to, parties and seasonal events.

VIII. Escape Chairwoman whose role is to:

i. organise regular day excursions and short trips.

IX. Hospitality Chairwoman, whose role is to:

i. welcome new members;
ii. provide assistance to members adjusting to the local community and during periods of need;
iii. organise Stammtisches, contact and area coffees to generate informal contact among members;
iv manage and coordinate the monthly social lunches, dinners and drinks.

X. Interest Groups Chairwoman, whose role is to:

i. manage and coordinate existing interest groups;
ii. encourage and coordinate the creation of new groups;
iii. communicate and promote interest group activities to the membership.

XI. Membership Chairwoman, whose role is to:

i. provide information to prospective new members;
ii. continuously record and process the membership data including renewals and cancellations.

XII. Advertising Chairwoman, whose role is to:

i. engage with current and prospective Club advertising partners by closely following-up on requests and ensuring satisfaction;
ii actively seek new advertising partners.

XIII. Marketing Chairwoman, whose role is to:

i. promote the club within the community;;
ii. manage and update social media.

c. Board members are elected to office for a period of one Club year. At the end of that period, they will be eligible for re-election. No Board member, however, may serve on the Board for longer than four consecutive years in the same position. If any member of the Board is unable to complete her term of office, a replacement may be appointed, at the discretion of the Board based on Nominating Committee suggestions, to complete the term of office.
d. A Board decision is valid if it is passed (a) by unanimous written consent of the Board without a meeting; or (b) by a majority of those at a Board meeting where a quorum of at least 51% of the entire Board is present. Attendance at Board meetings may be in person, by proxy held by another Board member, by telephone, or by other electronic means. In the event of a tie, the President has an additional casting vote. In the absence of the President, the Vice President assumes her voting rights including the casting vote in the event of a tie.
e. A maximum of two non-Board members of the Club may attend any Board meeting with - 10 days written notice to the Secretary, including their subject of interest and may stay for the duration of the allocated agenda time only.
f. The decisions of the Board and Minutes of every Board meeting are to be posted on the Club's website in an area restricted to members only, within one week after acceptance of the minutes by the Board.
g. The Chairwomen may, and are encouraged to, create their own sub-committees sufficient to perform their activities. In the event of her absence, each Chairwoman will appoint a member of her committee or another Board Member to represent her and assume her responsibilities. If a temporary replacement is not appointed, the Board may do so at its discretion.
h. Committees and representatives focusing on Special Projects, Charity, Archive and Open Door will work under the responsibility of the Vice President and financials connected with these will fall under the authority of the Board.

ARTICLE 6: ELECTION OF BOARD MEMBERS

a. The Board will appoint a Nominating Committee consisting of three (3) Club Members. One member of the Nominating Committee will be named by the Board to be Nominating Committee Chairwoman. The Secretary is responsible for the entire voting procedure regarding the incoming Board.
b. The Nominating Committee will be announced to the membership by 1 November each year, at which time the Committee will invite nominations from the membership for suitable candidates.
c. The Nominating Committee Chair brings forward to the Board, eligible suitable candidates for discussion, based on which the proposed new Board is compiled.
d. The proposed new Board will be presented together with the AGM Agenda (also electronically) by 28 February.
e. Completed ballot sheets must be returned by post or electronic means to the Secretary at least four (4) weeks before the Annual General Meeting and latest by 28 March when voting closes. Any objections to the proposed new Board have to be submitted in the same voting ballot sheet .

f. New Board members are elected by a simple majority of votes cast by ballot sheets. In case of a tied vote, the outgoing President will cast the deciding vote. The new Board will be announced at the Annual General Meeting by the Nominating Committee Chairwoman.
g. The new Board begins its duties on 1 April and outgoing Board members assist them for the month of April.

ARTICLE 7: MEETINGS & VOTING

a. An Annual General Meeting will be held once a year, not more than six (6) weeks after the end of the financial year, the purpose of which is to:
   i. approve the Minutes of the previous AGM;
   ii. read the President's report for the prior financial year;
   iii. read the financial report and approve the financial examiners' report for the prior financial year;
   iv. present the new Board , previously elected as per Art.6;
   v. appoint two financial examiners for the current year;
   vi. establish and approve by vote the membership fees for the following year;
   vii. present and approve by vote the budget for the current year proposed by the incoming Treasurer;
   viii. address items for which a vote is required, i.e. issues pertaining to the Club Constitution in addition to those listed in parts i-vii above. Proposals from the membership for items on which a vote is to be taken are to be submitted in writing to the Secretary for Board consideration by 30 March;
   ix. address any other items of Club business, on which the membership may express their ideas. A call for other business will be made twice, once by the outgoing President for matters concerning the retiring Board and once by the incoming President for new matters.
b. Extraordinary General Meetings may be called at any time at the discretion of the Board or upon receipt by the Board of a petition signed by at least twenty percent (20%) of the regular membership, stating the reason for the requested Extraordinary Meeting.
c. Notices of General Meetings are to be sent to the membership at least five (5) weeks before the proposed date of the meeting. The Notice will include an agenda, and if a vote is to be taken on constitutional matters, the detailed proposals will be submitted to the members with the agenda.
d. Objections or observations regarding a Notice of General Meeting must be lodged in writing with the Secretary at least three (3) weeks before the date of the meeting.
e. Voting:
   i. members who have renewed membership by the date of the AGM are eligible to attend and vote;
   ii. all matters requiring a vote by the members will be passed by simple majority (51%) vote of the total votes cast (including members' Proxy votes), except for dissolution of the Club (see Art. 10). In the event of a tie, the President has an additional casting vote;
   iii. voting at the Annual General Meeting will be by those persons present or who have submitted a written Proxy (personally, by post or by electronic means),made known to the Secretary. At the Annual General Meeting, the President will appoint counters at the beginning of the meeting to count the vote. Voting is by a show of hands, including proxy votes.
f. Communications with members, including notices of General Meetings, proposed Board member nominations, or special items for the attention of members, may be by post or by electronic means.

ARTICLE 8: SIGNATORY POWERS AND FINANCE

a. Signatory and Expenditure Powers:
   i. The President or Vice-President together with any other Chairwoman not being the claimant, is empowered to sign, jointly by two, on behalf of the Club;
   ii. the Board may set an amount under which the sole signature of the President or Treasurer is sufficient;
   iii. the Chairwomen have discretion to operate within their budgets as approved by the General Meeting, provided that their activities and finances are reported to the Board as required;
   iv. exceptional expenses need prior approval and a vote by the Board;
   v. the Board may approve an allowance to Board members to cover out of pocket expenses incurred in performance of their duties;
   vi. the running of the Club is principally financed by membership fees. Additional revenue may come from sponsorship, donations and revenue from advertising in ZIWC media. All expenses incurred on behalf of the Club must have the prior approval of the Board. All groups and committees of the Club will provide accounting to the Treasurer for inclusion in the monthly and annual accounts.

b. Liability: The Club will maintain liability insurance to insure against reasonable risks on behalf of its assets and its members participating in Club events.

c. The Treasurer's Financial Report will be presented at the AGM and subsequently published electronically after the AGM following the timelines in the ZIWC Auditors Policy. This report will be reviewed by two members acting as examiners who were elected at the previous AGM, who are not Board members, and who may not serve for more than four consecutive years. These examiners are bound to the guidelines and timelines in the ZIWC Auditors Policy and will present their report at the AGM.

d. Budget
   i. the financial year covers the period from 1 April through 31 March;
   ii. the budget is to be clearly structured and presented to the AGM in an English format, showing the budget and results of the past financial year together with the budget for the coming year so that a side-by-side comparison of figures is possible;
   iii. budget overspending and under-spending are to be accurately reported and not attributed to other categories;
   iv. President's Fund: The budget will include a small fund, which the President may spend at her discretion in the exercise of the duties of her office.

ARTICLE 9: DISSOLUTION OF THE CLUB

The Club may be dissolved by a two-thirds majority vote of members present at an Annual General Meeting or an Extraordinary Meeting called for that purpose. In the event of the dissolution of the Club, any balance of the Club's funds remaining after settlement of the Club's liabilities will be given to one or several charities designated at the Meeting at which the dissolution of the Club is decided.

ARTICLE 10: MISCELLANEOUS

In respect of all matters not expressly regulated by the present Constitution and its codes, policies, regulations or guidelines published on the Club website accessible to members only, the relevant provisions of the Swiss Civil Code apply.

ARTICLE 11: AMENDMENTS

Suggestions for changes and amendments to this Constitution must be made in writing to the Secretary by 30 March for consideration by the Board and will be voted upon at the AGM. An Extraordinary General Meeting might be called by the Board for that purpose after five (5) weeks' notice has been given to all members.