



BPW International

**INTERNATIONAL FEDERATION OF
BUSINESS AND PROFESSIONAL WOMEN
(IFBPW)**

otherwise called

**“BPW INTERNATIONAL”
CONSTITUTION AND REGULATIONS**

STATUTES 2024

**ADOPTED AT THE
XXXI Congress, General Assembly
Business Session No. ____ (?)
on the ____ (day) November 2024**

MISSION:

BPW International develops the business, professional and leadership potential of women on all levels through advocacy, education, mentoring, networking, skill building, and economic empowerment programmes and projects around the world.

DRAFT

For presentation at the
31st CONGRESS, ST KITTS, NOVEMBER 2024

Colour Index

- Mandatory Clauses:** these are specific clauses added/relocated to ensure compliance with Registration and Swiss Civil Code
- Clauses / text in Black:** no change to existing Constitution, Regulations or Procedure Manual text, but text has been relocated in the order/layout of the proposed updated document
- Clauses / text in Bold:** used to highlight key areas in the document
- Clauses / text in Purple:** new section or specific clauses added:
- Clauses / text in Blue:** where new text has been added
- Clauses / text in Green:** represent changes from the current Constitution and Regulations
- Text in Red/line through:** ~~Text removed: text removed or deleted~~

Text in Boxes show the Swiss Civil Code (of 10 December 1907) Articles 60 to 79 and the following revisions:

- Status as of February 1, 2010, Second Section: The Associations
- Status as of 1 January 2024, Chapter Two: Associations, as reference to the most current document released

As the law has evolved over the last 14 years, the relevant Articles that were updated as a requirement to meet the Anti-Money Laundry Act 2023 have also been shown for clarity and assist all through the review process. The clauses are specific for NGOs: Second Section: The Associations.

Revisions / history of changes approved and adopted:

Incorporating the adopted Constitution and Regulations
from 27th CONGRESS, HELSINKI, June 2011
and amended at
28th GENERAL ASSEMBLY, JEJU, KOREA MAY 2014
and further amended at
29th GENERAL ASSEMBLY, CAIRO, EGYPT OCTOBER 2017
and no changes made at the
30th GENERAL ASSEMBLY, ONLINE MEETING, MARCH 2021

DRAFT FOR REVIEW / ADOPTION AND RATIFICATION AT THE

**31ST CONGRESS, GENERAL ASSEMBLY BUSINESS SESSIONS,
ST KITTS, NOVEMBER 2024**

PREFACE

Amendments to these Constitution and Regulations (Statutes) are subject to the following:

Motion to adopt the new Constitution to permit BPW International's registration at the XXVII BPW International Congress, Helsinki, 21 June 2011:

1. BPW International requires registration in Geneva as per the motions and action required following the new Constitution and Regulations and Procedure Manual passed at the XXVII BPW International Congress, Helsinki, Fifth and Sixth Business Sessions, 21 June 2011 (Congress Proceedings)
2. As noted under the proceedings, the Constitution and Regulations as adopted are to comply with:

Swiss Civil Code: It is a requirement of registration in Geneva that this Constitution and these Regulations comply with the Swiss Civil Code; the relevant articles in the 2010 version of the Code are Articles 60 to 79.

BPW International:

Was registered at the CAGI – Geneva Welcoming Center – following Congress 2011 and has been maintained by the yearly submission of the audited annual financial statements of BPW International and the Congress Proceedings 2011 and 2014.

On the 3 March 2024, formal notification was received by the International President to inform her that BPW International had been removed from the CAGI Registration due to the non-submission of the proceedings 2017 and 2021 as one of the minimum requirements for compliance.

For compliance to meet Swiss Civil Code New Mandatory Clauses have been added:

- The Articles of Association to comply with Swiss Civil Code.
- Preliminary Clauses, to identify all supplementary documents that are to be read with the Constitution and Regulations, but not included in such.
- In order to comply with legal provisions, the "Affiliates" clause is renamed as "Members". This is because an Association is necessarily made up of Members.
- All Affiliate Federations and Affiliate Clubs (where no Federation is present) are permitted to vote.
- The Executive or one-fifth (1/5) of the Members of BPW International (the Association), in accordance with art. 64 para. 3 CC, may at any time request that an Extraordinary General Assembly be held, specifying the purpose thereof.
- Power of Representation, the International President and one or more Executive signatories
- Submission of the 'minutes' of the business sessions of the General Assembly, with a copy of the new Executive signatories, are to be submitted to the Registration office three (3) months after the International Congress.

- The Constitution and Regulations are to be updated with all resolutions adopted in the General Assembly and signed by the outgoing Executive signatories in the last business session of the General Assembly.

General Amendments to the Constitution and Regulations:

Following the submission of the existing BPW International Constitution and Regulations (2021), the Registre du Commerce of the Canton of Geneva, would not accept these and through the Welcoming Centre (CAGI) the recommendation for a review to bring these governing documents up to date was advised by the legal representatives. A specialist Swiss legal practice who have assisted NGOs in obtaining formal Registration undertook a review to bring them in line with the original 2010 Articles (which BPW International voted on) and the updated Articles that were undertaken as a direct link to the AMLA 2023.

Amendments to the Constitution and Regulations have included rewording, sections relocated, and information taken from the Procedure Manual and implemented into the Constitution and Regulations sections accordingly. Other items have been placed into the Procedure Manual. Updated Definitions combined and under Appendices.

The draft Amendments to the Constitution and Regulations (Statutes) are presented to the:

- The 31st General Assembly, St Kitts, November 2024 for review, debate, vote and adoption of the proposed amendments to the Constitution and Regulations (Statutes).
- These are then ratified, signed by the outgoing Executive members (as noted) and submitted to the Registre du Commerce of the Canton of Geneva, with a copy of the minutes from the business session(s) within three months and a copy of the list of new Executive signatories for the 2024-2027 Triennium.

This document being presented to the 2024 XXXI General Assembly Business Sessions includes the coordinated updates made by the CAC Committee and includes some proposed amendments submitted for consideration at the XXX General Assembly 2021.

The Constitutional Advisory Committee for the 2021-2024 Triennium:

Position	Name	Affiliate	Region
Chair:	<i>Carolyn Savage</i>	<i>BPW New Zealand</i>	<i>Asia-Pacific</i>
Members:	<i>Beatriz Vidigal Xavier da Silveira Rosa</i>	<i>BPW São Paulo - Brazil</i>	<i>Latin America</i>
	<i>Carla Laura Petruzzelli</i>	<i>FIDAPA BPW Italy</i>	<i>Europe</i>
	<i>Ojobo Atuluku</i>	<i>BPW Premier, Nigeria</i>	<i>Africa</i>
	<i>Samantha Sherman</i>	<i>NFBPWC BPW International</i>	<i>North America & The Caribbean</i>

BPW International Executive ex-officio members:

President	<i>Dr. Catherine Bosshart</i>	<i>BPW Switzerland</i>	<i>BPW International</i>
Executive Secretary	<i>Jenny Gulamani-Abdulla</i>	<i>BPW Canada</i>	<i>BPW International</i>

CAGI and Registre du commerce (for information only)

Centre D'Accueil De La Genève Internationale (CAGI) assists international non-governmental organizations (NGOs) already established as well as those wishing to establish themselves in the Geneva region. It works in close collaboration with [the United Nations](#), [the Swiss Confederation](#), [the Republic and Canton of Geneva](#), [the City of Geneva](#) and other partners active in supporting International Geneva.

CAGI's support to an NGO is conditional upon its registration in the CAGI database.

Registration: <https://www.cagi.ch/en/practical-infos/registration-register-commerce/>

Consequences of registration in the Register of Commerce: The consequences of registering an association in the Register of commerce differ depending on whether registration is compulsory or voluntary.

- **Declarative effect of registration (art. 60 CC):** Registration with the Register of commerce plays no role in the acquisition of legal personality of the association.
- **Obligation to update (art. 933 CO):** Any change in the facts registered in the Register of commerce must also be recorded (statutes, board, representatives, registered address, auditor where applicable...).
- **Bankruptcy (art. 39, al. 1, ch. 11, LP)**
- **Deletion from the Register of commerce:** If the association is registered in the Register of commerce, the Board (or the judge) shall inform the Register of commerce of the dissolution so that the entry may be deleted (art. 79 CC). Appeals to creditors and the consent of the tax authorities are required (art. 93 cum 65 ORC). The deletion is required and carried out after the end of the liquidation, i.e. after a period of one year following the date of the third call to creditors published in the FOSC (art. 58 CC cum 913 CO which refers to art. 739 ff CO).

In addition, the following consequences apply in the case of compulsory registration:

- **Obligation to keep a list of the members (art. 61a CC):** Associations subject to compulsory registration with the Register of commerce are required to keep a list of their members which must include either the first and last name (if the member is an individual) or the company name and address (if the member is a legal entity) of each member. Associations must keep this list in such a way that it may be accessed at any time in Switzerland, and they must retain the details of each member and any supporting documents for 5 years after the member has been removed from the list.
- **Obligation to have at least one member domiciled in Switzerland with power of representation (art. 69 para. 2 CC):** Associations subject to compulsory registration with the Register of commerce must be able to be represented by a person who is domiciled in Switzerland. This person must have access to the list of members.
- **Obligation to keep commercial bookkeeping and accounting (art. 69a CC; art. 957, para. 1, ch. 2 CO)**
- For associations subject to compulsory registration with the Register of commerce, the provisions of company law on imminent insolvency and on over indebtedness and on the revaluation of land, buildings and equity participations apply accordingly (art. 69d CC).

Registration request.....

- if applicable, the fact that it is not subject to the registration requirement under art. 61, para. 2, CC and that it is not represented by a person domiciled in Switzerland);
- If the association does not have its own premises, the entry in the Register of commerce must specify where it is domiciled. The domiciliary must provide a declaration by virtue of which they grant domicile to the association at their address.

RATIFIED (mandatory clause)

1. These updated Articles of Association of the INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW) (aka BPW International) (the "Articles") consist of the following three sections:

- I. PRELIMINARY CLAUSES
- II. CONSTITUTION
- III. REGULATIONS

Annexes:

Appendix 1: BPW International Definitions

2. Process

These articles have been reviewed, debated, voted, and approved and updated with the final Articles presented for approval at:

- BPW International General Assembly Business Session No. [REDACTED] held [REDACTED] (day) November 2024

All future resolutions for amendments and approved changes will be voted on during the General Assemblies and will be signed off prior to the end of the last Business Session by the outgoing signatories of the Executive.

3. Registration

A copy of the minutes of the General Assembly with a copy of the new signatories' details, and a list of the Executive Board, are to be included at the time of these being submitted to **BPW International's** (The Association's) Head Office in Geneva and submitted within three (3) months.

Signed on behalf of

International Federation of Business and Professional Women (IFBPW)

BPW International Executive 2021-2024

Signed by: _____
Position: President
Dr. Catherine Bosshart
Date: _____

Signed by: _____
Position: Executive Finance Officer
Dr. Eufemia Ippolito
Date: _____

Signed by: _____
Position: Executive Secretary
Jenny Gulamani-Abdulla
Date: _____

Signed by: _____
Position: 1st Vice President
Chularat Israngkool Na Ayutthaya
Date: _____

Art. 60 (Statues 2010)

1 Associations that dedicate themselves to a political, religious, scientific, artistic, charitable, social or other non-economic purpose acquire personality as soon as the intention to exist as a corporate body is evident from the articles of association.

2 The articles of association must be drawn up in writing and provide information about the purpose of the association, its resources and its organization.

Art. 60 (Statues 2024)

1 Associations with a political, religious, scientific, cultural, charitable, social or other non-commercial purpose acquire legal personality as soon as their intention to exist as a corporate body is apparent from their articles of association.

2 The articles of association must be done in writing and indicate the objects of the association, its resources and its organisation.

Art. 61 (Statues 2010)

1 Once the Articles of Association have been adopted and the Board of Directors has been appointed, the association is authorized to be entered in the commercial register.

2 The association is obliged to register if it:

1. operates a commercial business for its purpose;
2. is subject to audit.¹

3 The application must be accompanied by the Articles of Association and the list of Board members.

Art. 61 (Statues 2024)

1 Once the articles of association have been ratified and the committee appointed, the association is eligible for entry in the commercial register.

2 The association must be registered if it:

1. conducts a commercial operation in pursuit of its objects;
2. is subject to an audit requirement;
- 3.⁸⁴ primarily collects or distributes assets abroad, directly or indirectly, that are intended for charitable, religious, cultural, educational or social purposes.⁸⁵

2bis The Federal Council shall issue the implementing provisions on the requirement to be entered in the commercial register.⁸⁶

2ter It may exempt associations in accordance with paragraph 2 number 3 from the requirement to be registered in particular if they are exposed to a low risk of abuse for the purpose of money laundering or the financing of terrorism because of the amount, origin, purpose or intended use of the assets collected or distributed.⁸⁷

Refer to relevant Swiss Civil Code versions for the specific footnotes for the different updates, these have not been included in this document unless specific to the changes

⁸⁴ Inserted by Annex 1 No 1 of the FA of 19 March 2021, in force since 1 Jan. 2023 (AS 2021 656; 2022 551; BBl 2019 5451).

Contents

I.	PRELIMINARY CLAUSES.....	10
	P1 These Articles of Association	10
	P2 Capitalised words	10
	P3 Procedure Manual	10
II.	CONSTITUTION	11
	C1. Title Name and Registration (or Headquarters).....	11
	C2. Type of Organisation BPW International (The Association)	11
	C3. Aims (<i>no change to title or text</i>)	11
	C4. Structure (<i>no change to title or text</i>)	12
	C5. Principles	12
	C6. Languages	12
	C7. Regions of BPW International Regions	12
	C8. Relationships	13
	C9. Means	13
	C10. Resources	13
	C11. Liability (ies) mandatory clause.....	14
	C12. Membership Dues	14
	C13. Members.....	14
	13.1. Definition	14
	13.2. Membership	16
	13.3. Termination of Membership	16
	C14. Name and Logos	17
	14.1. Legal Entity / Identification of BPW International	17
	14.2. Logos.....	17
III.	REGULATIONS	18
	R1. Organization of BPW International (The Association) (mandatory clause).....	18
	R2. General Assembly (Mandatory Clauses)	18
	2.1. Governance General Information	18
	2.2. General Assembly For The Triennium	18
	2.3. Annual Audited Accounts.....	18
	2.4. Extraordinary General Assembly	19
	R3. General Assembly - International Congress	19
	3.1. International Congress.....	19
	3.2. Timeframes For Congress/General Assembly	20
	3.3. Meeting Mode	21
	3.4. Proposals For Items On The Agenda	21
	3.5. Powers	21
	3.6. Voting At The General Assembly (With Mandatory Clause Added In Red)	21

3.7. Quorum	22
3.8. Decisions (Mandatory Clause)	22
3.8.1. Decisions During The General Assembly	22
3.8.2. Decisions Outside The General Assembly	23
3.9. Minutes And Proceedings (Mandatory Clause).....	23
R4. Conflicts Of Interest (mandatory clause)	24
R5. International President	24
R6. International Board	24
6.1. Competence	24
6.2. Composition	25
6.3. Representatives / Delegates	25
6.4. International President	25
6.5. Meetings.....	25
6.6. Decisions And Voting By The International Board.....	26
R7. Functions and Responsibilities (Mandatory Clause)	26
7.1. Powers	26
7.2. Composition	27
7.3. Election	27
7.4. Term Of Office Executive	28
7.5. Removal From Office And Resignation (Mandatory Clause)	28
7.6. International President.....	28
7.7. Delegation	28
7.8. Power Of Representation (Mandatory Clause)	28
7.9. Meetings.....	29
7.10. Decision-Making - Executive	29
R8. Accounting.....	29
R9. International President	29
R10. Dissolution	30
R11. Liability (ies).....	30
R12. Trustees	30
R13. Amendments	31
R14. Entry Into Force (Mandatory Clause).....	31
14.1. Updated Constitution And Regulations (Statues).....	31
14.2. List Of New Executive / Signatories Form (Mandatory Clause)	32
ANNEXES	33
APPENDIX 1: BPW International Definitions	34

I. PRELIMINARY CLAUSES

P1 These Articles of Association

of the INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW or **BPW International**) (the "Articles") consist of the following three sections:

- I. PRELIMINARY CLAUSES
- II. CONSTITUTION; and
- III. REGULATIONS

ANNEX 1:

Appendix 1: BPW International – Definitions

P2 Capitalised words

In these Articles of Association, words and expressions which have the first letter of their constituent words capitalised shall have the meanings set out in Appendix I to the Articles of Association entitled "Appendix I - BPW International - Definitions", which is annexed to these Articles of Association. The definitions in this appendix apply to both the singular and plural of the terms concerned.

P3 Procedure Manual

The Procedure Manual is a supplementary document drawn up by the Association containing a set of regulatory standards which supplement or clarify the application of the Articles of Association. Under Swiss law, these rules do not have to be included in the Articles of Association.

The Procedure Manual may be consulted by any Member who submits a written request to the Executive Secretary.

Constitution and Regulations Amendments must be prepared with attached clear ~~explanations~~ ~~rationales~~ as to their impact on the Procedure Manual. When approved the changes, updating the Procedure Manual should be carried out at the same time as the updating of the Constitution and Regulations. There will be no need to make any further reference to the International Executive.

The Procedure Manual ~~may~~ ~~can~~ be amended by the Executive ~~Board~~. ~~Such~~ ~~between~~ ~~General Assemblies,~~ ~~but~~ amendments apply only after they are each singly accepted by a majority vote of the International Board.

II. CONSTITUTION

C1. Title Name and Registration (or Headquarters)

The name of this non-profit organization (association) under private law is the INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW) (hereinafter “the Association” or ~~otherwise called~~ “BPW International”). It is governed by Article (art.) 60 and the following item (et seq.) of the Swiss Civil Code (hereinafter “CC”).

BPW International’s (the Association’s) registered office will be in Geneva. ~~The registered address is Rue de Saint-Jean 26, 1203 Geneva, Switzerland.~~

BPW International (the Association) will be registered with the Registre du Commerce of the Canton of Geneva.

The administrative office of the International President is held in her city of residence during her triennium.

C2. Type of Organisation BPW International (The Association)

BPW International is a non-partisan, non-profit organization of unlimited duration with voluntary membership and leadership:

- It does not discriminate on the basis of background or beliefs, and respects human rights
- Its procedures are democratic, transparent and inclusive of all ~~m~~ Members
- Its decision-making bodies are accountable to the ~~m~~ Members
- Its funds are carefully managed and used to promote and achieve its aims

C3. Aims (no change to title or text)

BPW International aims to unite business and professional women in all parts of the world to:

1. work for women's:
 - economic independence
 - equal opportunity and representation in economic, civil and political life
2. encourage and support women and girls to:
 - develop their professional and leadership potential
 - undertake lifelong education and training
 - use their abilities for the benefit of others, locally, nationally and internationally
3. advocate:
 - for the elimination of all discrimination against women

- for human rights and the use of gender-sensitive perspectives

4. undertake:

- world-wide networking and co-operation between business and professional women
- non-profit projects that help women gain economic independence
- to present the views of business and professional women to international organizations and agencies, and to business, governments and civil society

C4. Structure (no change to title or text)

The highest governing body for BPW International is the General Assembly held during the BPW International Congress.

- Between General Assemblies, the International Board is the governing body
- BPW International is managed by the Executive
- The President is the Chair of the General Assembly, the International Board and the Executive

C5. Principles

The Constitution and Regulations ~~are~~ ~~is based on a~~ ~~are~~ permissive rather than a restrictive principle.

~~The Executive will decide~~ Matters ~~that are~~ not covered by this Constitution and Regulations, or the Procedure Manual ~~shall~~ ~~will be decided by the~~ Executive in a manner consistent with the ~~nature of social purpose (mission and values) of BPW International.~~ ~~the Constitution and Regulations and the Procedure Manual.~~

~~If there are any questions about interpreting the Constitution and Regulations, the English text will be relied upon.~~

C6. Languages

The official languages of BPW International are English, French, Italian and Spanish.

“New text added/relocated”

~~If there are~~ In the event of any questions ~~s-about interpreting as to the interpretation of the terms of~~ the Constitution and Regulations, the English text ~~will be relied upon of the Constitution and Regulations~~ ~~shall~~ will prevail.

C7. Regions of BPW International Regions

BPW International is present in ~~There shall be~~ at least five (5) Regions including, namely:

- Africa
- Asia-Pacific
- Europe

- Latin America
- North America and The Caribbean

Each ~~R~~ Region is made up of ~~Members that are the~~ Affiliate Federations, Affiliate Clubs, and Individual Affiliate Members ~~from that region~~.

Regional coordinators are elected, in accordance with the procedure set out in the Procedure Manual.

~~R7.3 There may be geographical sub-regional groups, and sub-regional coordinators may be appointed as set out in the Procedure Manual.~~

At least one (1) regional meeting ~~between~~ of the Members from the same Region must be held between each International Congress.

C8. Relationships

BPW International will work to maintain its **Special Consultative Status** with the United Nations.

BPW International may ~~form~~ develop new relationships with other organizations. Such relationships ~~which~~ must comply with ~~the Relationships Protocol as set out in~~ Chapter 12 (Relationships including the United Nations) of the Procedure Manual.

C9. Means

BPW International (the Association) may undertake any lawful activity conducive to achieving its purpose.

In particular, it may by:

- raising funds from private individuals and public bodies
- holding events
- entering into partnerships; and promoting and publicising its social purpose and BPW International (the Association).

C10. Resources

BPW International's (the Association) resources may come from:

- donations, legacies and "Friends & Fellows"
- sponsorship, partnerships and public subsidies
- Members' dues
- the yield and income generated by BPW International's (the Association's) assets
- income from events and activities organized by BPW International (the Association's), in particular
 - profits from events or from the sale of objects and the provision of services
 - any other legal resources or entities (refer to the Procedure Manual for examples).

All the BPW International (the Association) resources must be allocated exclusively, directly or indirectly, to the achievement of its non-profit-making purpose and to its management.

No Member may claim any resources or property from BPW International.

Refer to the Procedure Manual for financial management of the Association.

C11. Liability (ies) mandatory clause

The debts of BPW International ~~shall~~ will be met exclusively from the resources of the Association.

No Member ~~shall~~ will be liable for debts incurred by the Association.

- ~~• Liabilities of BPW International must be paid only from the resources of BPW International~~
- ~~• Affiliates and members are not responsible for any liabilities incurred by BPW International~~
- ~~• Members of the Executive and the Financial Management Team who follow correct BPW International processes will be indemnified by BPW International~~

C12. Membership Dues

The General Assembly determines the amount of the annual Membership dues.

~~The General Assembly sets the rate of dues payable each year.~~

- ~~• Dues are invoiced and payable in Euros, unless an Affiliate requests and the Executive agrees to another~~
- ~~• payment arrangement~~
- ~~• Affiliates' dues for each member are payable by 31 March each year~~

Following section is operational and moved into the Procedure Manual:

- ~~• There is a 6% annual penalty payable for late dues~~
- ~~• Affiliates in countries classified by the United Nations as least developed countries may apply for a 50% reduction in dues if they meet the requirements of the Dues Policy as set out in the Procedure Manual~~

C13. Members

13.1. Definition

The INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW or **BPW International**) consists of the Affiliate Federations, Affiliate Clubs and Affiliate Individual Members of the Association (the "**Members**").

Members may be legal entities and/or are all persons who have an interest in and/or wish to support the mission, social aim and objectives of BPW International (the Association).

Members up to thirty-five (35) years of age are officially recognized as Young BPW members.

BPW International (the Association) is composed of the following Members:

i. Affiliate Federations of Business and Professional Women ("**Federation**")

A Federation is defined as an Affiliate Federation of Business and Professional Women and is an Active Member of BPW International.

The Affiliate Federation must consist of at least three (3) Affiliate Clubs. In addition, the Federation must be composed of a minimum of one hundred (100) individual members, who pay their dues, for a Federation to be recognized as such.

No more than one Federation may exist per country (territory comprising a geopolitical unit).

If the total number of individual members of a Federation falls below one hundred (100), recognition of the existence of the Federation ~~shall~~ will be suspended until such time as the number of individual members of the said Federation again increases to one hundred (100).

When the existence of the Federation is suspended, the Affiliate Clubs constituting the Federation automatically become Members of BPW International.

ii. Affiliate Business and Professional Women's Clubs ("**Club**")

A Club is defined as an Affiliate Club of Business and Professional Women and is an Active Member of BPW International.

It is composed of at least twenty (20) Business and Professional Women.

An Affiliate Club is formed in a country where there is no existing Federation.

Where there is an existing Affiliate Federation, the new club becomes a Member of that Federation.

~~No Affiliate Club may become a Member in a country in which there is an existing Affiliate Federation which is already a Member,~~

~~Where an Affiliate Federation unless recognition of the existence of the Affiliate Federation~~ is suspended due to fewer than one hundred (100) individual members making up the Affiliate Federation, *each club automatically becomes an Affiliated Club with BPW International (the Association).*

Where there are a minimum of three (3) Affiliate Clubs with a total membership of at least one hundred (100) members in the same country, these Affiliate Clubs must work together to become an Affiliate Federation of BPW International.

iii. Individual Affiliate Members (Business and Professional Women) ("**Individual Member**")

An Individual Affiliate Member is defined as any person, domiciled in a country where there is no Affiliate Federation or Affiliate Club. This person must support and adhere to the objectives of BPW International.

Individual Affiliate Members are passive Members of BPW International. As such, they do not have voting rights at the General Assembly and are not eligible for election.

The Constitution of an Affiliate Federation or Affiliate Club must be approved by BPW International and must be consistent with these Constitution and Regulations (Statutes) and ensure good governance.

BPW International (The Association) ~~shall~~ will maintain a list of the Affiliate Federations, Affiliate Clubs and Individual Affiliate Members (art. 61a Swiss Civil Code). Information relating to each Affiliate Federation, Affiliate Club and Individual Affiliate Member and any supporting documents will be kept for five years after the Affiliate Federation, Affiliate Club or Individual Affiliate Member concerned has been deregistered (art. 61a para. 3 CC).

Refer to the Procedure Manual on what information and format is provided for the records.

13.2. Membership

Any Federation of Business and Professional Women, any Club of Business and Professional Women and/or any Business and Professional Woman may join BPW International (the Association) as a new Member if they comply with the conditions **outlined under 13.1 Definitions** above.

Any Federation of Business and Professional Women, any Club of Business and Professional Women and/or any Business and Professional Woman wishing to become an Individual Member must submit a written application to the BPW International Executive.

Where a country has a minimum of three (3) Clubs Affiliate to BPW International and at least 100 members in total within those Clubs, the Clubs must together apply to become a Federation Affiliated to BPW International.

Written applications for membership ~~shall~~ will be voted on by the Executive, which may approve or reject applications at its discretion and decide the effective date of admission.

A Business and Professional Women's Federation, a Business and Professional Women's Club and/or a Business and Professional Woman ~~shall~~ will not be recognized as a Member until the formal decision of the Executive.

13.3. Termination of Membership

Any **Member's** membership can be terminated by:

- i. Confirmation of the resignation of a Member from a Club/Federation, must be sent in writing to the International Executive, for their records, at least six (6) months before the end of the calendar year (art. 70 al. 2 CC):
 - Affiliate Federation to International ~~Board~~ Executive
 - Affiliate Club to their Affiliate Federation
 - Affiliate Club in countries with no Federations to the International Executive
 - Individual Affiliate Members to International Executive
- ii. Death, if the Member is an individual. Membership is inalienable (art. 70 al. 3 CC).

- iii. Removal, i.e. the withdrawal of the Member by decision of the International Executive, subject to three (3) months' written notice to the individual Member or to the Member's President or, failing that, to the Member's secretary:
 - Affiliate Federation to International Executive,
 - Affiliate Club to their Affiliate Federation or Affiliate Club to International Executive
 - Individual Affiliate Members to International Executive
 - Past International Presidents
 - Executive Members

- iv. The removal of a Member (e.g. Affiliate Federations, Affiliate Clubs, Individual Members, Past International Presidents and Executive Members) may occur in particular to: (refer to the Procedure Manual section 4.4 on the process)
 - When the Affiliate Federation, Affiliate Club, Individual Member has not paid its dues for one (1) year.
 - Where a complaint has been made to the Executive regarding:
 - o misconduct by a Member in relation to the affairs of BPW International,
 - o or where an allegation against a Member gives rise to suspicion that the Member has acted in a manner likely to bring BPW International into disrepute,
 - o where a member has put BPW International at risk, for example through financial management, reputational loss, appropriating funds allocated for purposes of BPW, risk to registration and professional reputation
 - o where a member has not met their obligations under the following:
 - BPW International Constitution and Regulations
 - BPW International Procedure Manual
 - other supporting documents for example Regional Regulations, Guidelines or By-Laws
 - Affiliate Federation and Affiliate Club Constitutions

In all cases, the current year's membership fee remains payable by the outgoing Member.

C14. Name and Logos

14.1. Legal Entity / Identification of BPW International

The name International Federation of Business and Professional Women (IFBPW) otherwise called BPW International, and the logos are in the sole ownership of BPW International.

14.2. Logos

Identification with the International Federation of Business and Professional Women (IFBPW) Affiliates must identify themselves as affiliates of the International Federation of Business and Professional Women (BPW) on websites and letterheads at a minimum.



(Refer to the Procedure Manual on the colours and formal use).

III. REGULATIONS

R1. ORGANIZATION OF BPW INTERNATIONAL (THE ASSOCIATION) (MANDATORY CLAUSE)

The bodies of BPW International are:

- The **General Assembly**
- The **International Board**
- The “**Executive (Board)**” (i.e., by analogy, the body referred to in the CC as the “Management”).

R2. GENERAL ASSEMBLY (MANDATORY CLAUSES)

2.1. **Governance** General Information

The General Assembly is the supreme body of BPW International (the Association) within the meaning of art. 64 et seq. of the Swiss Civil Code.

It comprises:

- Members of the Executive
- Past International Presidents
- Delegates from Affiliate Federations
- Appointed Delegate of the Affiliate Clubs in the same country; and
- Chairs of the Standing Committees.

2.2. **General Assembly For The Triennium**

The General Assembly is held every three (3) years, at the time of the International Congress.

Elections, appointments and resolutions made at the General Assembly must comply with the rules set out in the Procedure Manual.

2.3. **Annual Audited Accounts**

Virtual General Assembly, or for distribution and electronic voting by the International Board.

The annual/yearly ~~General Assembly~~ Audited Accounts will be prepared and issued to the International Board ~~convened~~ (August/September) ~~virtually~~ for the purpose of the review of the annual accounts and the audited report for the year for voting in accordance with Art. 64 of the Swiss Civil Code.

A copy of the annual accounts and the audited reports, completed every year, is sent through to the International Board for their records and voted at the virtual General Assembly. All three reports for the Triennium are included in the Congress Workbook.

A ~~The triennial~~ three-year budget is ~~presented/voted and~~ is prepared by the Executive Board for approval ~~ed~~ at each triennial General Assembly at the time of the International Congress. Its ~~is~~ managed ~~ment~~ by the Executive Board, and the budget results (actuals vs budget), as well as the following year's budget changes for approval, are ~~audited accounts~~ presented annually to the International Board ~~virtual General Assembly~~, along with the annual accounts and audited report.

2.4. **Extraordinary General Assembly**

The Executive Board or one-fifth (1/5) of the Members of BPW International (the Association), in accordance with art. 64 para. 3 CC, may at any time request that an Extraordinary General Assembly be held, specifying the purpose thereof.

The Extraordinary General Assembly must be held within eight (8) weeks of the request, virtually (online).

Decisions made at an Extraordinary General Assembly must be reported in writing and issued to the International Board and will be ratified at the following General Assembly (Congress).

R3. **GENERAL ASSEMBLY - INTERNATIONAL CONGRESS**

3.1. **International Congress**

The date and venue of the International Congress ~~shall~~ will be determined by the Executive ~~of the same triennium in which the Congress will be held~~.

Five (5) years before the date of the Congress, the Executive ~~shall~~ will issue a call for applications from Members wishing to participate in the organization of the Congress.

~~Call for Congress bids and the selection process must conclude within the first 6 months of the triennium.~~

Offers of candidature must meet the criteria set out in the Procedure Manual.

Unless otherwise decided by the General Assembly, the International Congress ~~shall~~ will be held in one of the following five (5) Regions:

- Africa
- Asia-Pacific
- Europe; or
- Latin America; or
- North America and The Caribbean.

In accordance with a rotation system, all regions must host the International Congress in turn. There is no predefined order. ~~A Region can only be skipped when no country in the Region submits a bid.~~

In the event of a pandemic, war, climate disaster or world crisis, requiring the urgent cancellation of the face-to-face for the International Congress, this would be automatically upgraded to a full online meeting to ensure the safety and well-being of all Members of BPW International.

In the event that a proposed Congress location would put BPW International and its members in significant financial or personal risk due to political instability within a country, the Executive will have the authority to change the venue/country location, either in the same Region or in a Region that had previously submitted a bid for Congress.

To permit change in event and schedules, this is to be coordinated within six months **(or eight (8) weeks as per the 1/5th Extraordinary Virtual General Assembly)** of the original International Congress.

The next Congress will then be to the next Region who had submitted the appropriate documentation and received the approvals by the Executive Board.

3.2. Timeframes For Congress/General Assembly

A clear timeframe for the "Call to Congress", and invitations to Members, notifications, receipt of nominations, resolutions and final documentation is outlined under the Procedure Manual. The following key items are to be met by the Executive Board, International Board and Affiliate Federations and Clubs.

i. **Invitations for the International Congress and General Assembly:**

The Call to the International Congress ~~shall~~ will be prepared by the President and the Executive Secretary and ~~circulated~~ distributed to the International Board **eight (8) months** before the International Congress.

The Executive ~~shall~~ will be responsible for sending invitations to Members.

The invitations sent to Members contain the agenda of the General Assembly.

All documentation ~~relating for to~~ the business of the General Assembly, ~~must be made accessible to the general membership~~ including the agenda, ~~shall~~ will be made available to Members on the BPW International website.

Invitations may be sent by e-mail.

ii. **Six (6) months** before the General Assembly:

Nominations, policy resolutions and Constitutional and Regulations and Procedure Manual proposed resolutions amendments must be submitted.

iii. **Four (4) months** before the General Assembly:

Nominations and proposed resolutions have been reviewed and acceptance confirmed. Supporting documents are circulated to the International Board.

iv. **Three (3) months** before the General Assembly:

Executive, Immediate Past President, UN Representatives and Standing Committee Chairs must submit their reports for inclusion into the General Assembly workbook.

v. **Two (2) months** before the General Assembly:

The Executive Secretary must circulate the agenda for the pre-General Assembly meeting of the International Board and any other available material that is relevant for members' participation in the General Assembly.

Any proposed friendly amendments to the Resolutions or Proposed Amendments for the Constitution and Regulations, or Procedure Manual are to be received two (2) months prior to the General Assembly.

3.3. Meeting Mode

The General Assembly for the International Congress is held for all of the Members, Delegates, Alternate Delegates, Guest, Observers, Participants face to face.

(Process for any online attendance as observers is at the discretion of the Executive, refer Procedure Manual).

3.4. Proposals For Items On The Agenda

Proposals for items on the agenda to be submitted to the General Assembly must be sent by e-mail to the International President's office, and copied to the Executive Secretary, no later than six (6) months before the first day of the International Congress.

3.5. Powers

The General Assembly delegates to the Executive the powers to manage and represent BPW International (the Association).

The General Assembly retains the following inalienable powers:

- Adoption and amendment of the Constitution and Regulations (Articles of Association).
- Approval of the annual reports and accounts (audited).
- Decide to dissolve or merge BPW International (the Association).
- Management of all matters that do not fall within the remit of other bodies

3.6. Voting At The General Assembly (With Mandatory Clause Added In Red)

i. Principle

- Affiliate Federations and Affiliate Clubs vote through Delegates. Only Delegates of Affiliate Members who are up to date with their dues (and any penalties) may vote.
- Individual Members do not have voting rights.
- A Delegate's vote corresponds to one vote. Delegates may be represented by their Alternate Delegate.
- Abstentions and invalid votes do not count towards the majority.

ii. Affiliate Federation Delegates

The number of Affiliate Federation Delegates is determined by the number of members each Affiliate Federation has, with a minimum of six (6) Delegates for

Federations with a minimum of 100 to maximum of 500 members. The number of voting delegates increase pro-rate on the number of members the Federations have, these are set out in the Procedure Manual. Each Affiliate Federation is entitled to the same number of Alternate Delegates.

iii. Affiliate Club Delegates

Each country in which there are one (1) to a maximum of four (4) ~~or more~~ Affiliate Clubs are entitled to one Delegate. Each Affiliate Club is entitled to the same number of Alternative Delegates.

The voting of each Affiliate Club, in a country where there is no Federation formed, is in accordance with Swiss Civil Code.

~~has a single Delegate and an Alternate Delegate. The single Delegate's vote is shared between the Affiliate Clubs in the same country.~~

iv. Other participants at the General Assembly

- Executive Members each have one vote and are entitled to vote in that capacity only.
- Past International Presidents are entitled to vote solely in their capacity as Past International Presidents and if their dues, either as a member of an Affiliated Federation, Affiliate Club or Individual are paid in full.
- Chairs of Standing Committees each have one vote and are entitled to vote solely in their Chairs of Standing Committees and if their Affiliate Federation or Affiliate Club's dues are paid in full.

For further information, please refer to the Procedure Manual.

3.7. Quorum

A vote of the General Assembly is valid only if a ~~quorum of one third (1/3)~~ one-quarter (1/4) of the votes of the Members represented by Delegates who are present face to face at the General Assembly. The quorum is based on the number of votes of all Delegates present face to face and eligible to vote.

To permit face-to-face voting, this will be implemented through the engagement of an independent external online provider for secure voting with an audit system.

3.8. Decisions (Mandatory Clause)

3.8.1. Decisions During The General Assembly

The General Assembly decides by means of Resolutions that have been received. Resolutions on finance or dues must be issued four (4) months prior to the General Assembly.

A Resolution is a written proposal, submitted for inclusion in the agenda for addressing a specific operational matter or advocacy issue, these are identified as either:

- BPW International Internal and Operational Matters:
 - Operational and Governance
 - Constitution / Mandates / Policies

- Constitution and Regulations
 - Procedure Manual updates
- ii. BPW International Policy Advocacy Resolutions Register
 - Resolutions on External and Advocacy Matters, for Affiliate Federations and Affiliate Clubs to use for advocacy within their countries
 - For submission to the United Nations
 - iii. Formal decisions of Resolutions are held through the Standing Orders process, for rules of debate and voting:
 - Motions can be received from the floor from a mover/seconded and require a vote to “pass” or carry the motion.
 - Constitution and Regulation Resolutions require a two-thirds (2/3) majority vote of the quorum present to be “adopted”.
 - External Resolutions require a simple majority vote of the quorum present to be “adopted”
 - iv. Reports, as presented in the Congress Workbook are received but before being adopted, any recommendations arising from a report must be seconded before it can be put to the vote, and a simple majority is required to pass the recommendation.

3.8.2. Decisions Outside The General Assembly

Outside General Assemblies, a written proposal from the Executive or the International Board, to which all Members, who are entitled to vote through a Delegate at the General Assembly, have subscribed in writing, ~~shall~~ will be equivalent to a Resolution of the General Assembly.

The written proposal of the Executive or the International Board is sent by email to the Members entitled to vote through a Delegate at the General Assembly.

Members are given 20 working days to accept the written proposal in writing, by return e-mail. After this deadline, the written proposal is considered to have been rejected by the Member who has not responded in time and therefore their vote will be recorded as an abstention.

3.9. Minutes And Proceedings (Mandatory Clause)

- i. The Minutes of the General Business Sessions of the General Assembly are to be submitted three (3) months following the closing of the Congress and issued to the Registration office with a copy of the:
 - amended Constitution and Regulations adopted and signed by the outgoing appointed Executive signatories, in the final business session of the General Assembly
 - forms with the details of the newly appointed Executive and signatories for the next triennium
- ii. The Congress Proceedings and Minutes of the General Assembly and the International Congress ~~shall~~ will be kept by the Executive, or on its behalf, the Executive Secretary.

Within twelve (12) months of the International Congress and General Assembly, the Immediate Past President is to work with the Executive Secretary and Executive Finance Officer from her term to ensure the Proceedings and the finalized accounts of the International Congress ~~at which she presided are delivered~~ are completed and forward to the International Board.

R4. CONFLICTS OF INTEREST (MANDATORY CLAUSE)

All Members are legally prohibited from being represented by their Delegate or from exercising their right to vote in decisions relating to a BPW International (an Association) matter or lawsuit where they, a close relative, their spouse or their parents or relatives in the direct line are involved (as pursuant to art. 68 of the Swiss Civil Code).

Elected or appointed officials are not to participate in making or in any way attempting to use her official position to influence a decision in which she knows or has reason to know that she has a conflict of interest.

Conflict of interest is when the BPW Member derives any personal, and/or financial gain, directly or indirectly as a result of the member's elected or appointed duties in BPW.

R5. INTERNATIONAL PRESIDENT

The President chairs meetings of the General Assembly.

The President has a casting vote in the event of a tie, except in the case of elections, where the result is determined in accordance with the rules of the Procedure Manual.

The President is ex-officio on all International committees ~~except for the General Assembly Nomination and Election Committees.~~

R6. INTERNATIONAL BOARD

6.1. Competence

The International Board is competent to:

- approve amendments to the Procedure Manual made by the Executive
- approve non-budgeted expenditure
- approve any authorized or emergency expenditure from the ~~protected~~ Battersea Fund
- vote on the removal of a Member who has not paid their dues
- vote on the expulsion of a Member who has behaved in a manner likely to damage the reputation of BPW International
- vote on the withdrawal of a member of the Executive or of a member of a Standing Committee
- vote on the withdrawal of a Trustee
- vote on important matters referred to ~~it~~ the International Board by the Executive.

Refer to description of Member as outlined under section C13 Members under Constitution (above) and the Procedure Manual.

6.2. Composition

The International Board ~~consists of~~ is made up of the following members:

- Members of the Executive
- Past Presidents of BPW International
- Each Affiliate Federation may appoint five (5) ~~two (2)~~ Representatives to the International Board for up to 1,000 members and an additional one (1) vote for every additional 3,000 members
- Delegate of Affiliate Clubs in a country where there is no Federation (and maximum of four (4) clubs), that qualify for a vote are ~~represented by one (1) appointed representative per Club.~~
(with two (2) or more Clubs in one country) that qualify for a vote, are represented by 1 (one) appointed representative per country
- Chairs of Standing Committees.

6.3. Representatives / Delegates

Each Affiliate Federation may appoint five (5) ~~two (2)~~ Representatives to the International Board for up to 1,000 members and an additional one (1) vote for every additional 3,000 members.

In countries where there is no Affiliate Federation but only Affiliate Clubs, each Affiliate Club ~~the latter must~~ may appoint one (1) Representative to the International Board.

~~Affiliate Clubs from the same country share their Representative.~~

6.4. International President

The International President chairs meetings of the International Board.

6.5. Meetings

Meetings of the International Board ~~shall~~ will be held immediately before and immediately after the General Assembly.

Extraordinary meetings of the International Board may be convened by:

- the President, or
- must be called by her on the written request (as received by the Executive Secretary) of the majority of the Executive, or
- at the written request of one third (1/3) of the members of the International Board.

One quarter (1/4) of the members of the International Board ~~shall~~ will constitute a quorum at a meeting of the International Board.

Between meetings, the International Board can make decisions online by an electronic vote.

6.6. Decisions And Voting By The International Board

The International Board takes decisions at its meetings by a simple majority.

Each Affiliate Federation ~~Representative has one vote~~ has ~~two (2)~~ five (5) votes, with each representative having one vote only. If ~~one~~ a Representative is unable to attend their vote is void.

Each Affiliate Club, in a country with no Affiliate Federation (100 members or more) has one (1) representative with one (1) vote.

~~Each Representative of an country with one or more Affiliate Clubs has one vote.~~

The vote of each Representative is suspended if the Affiliate Federation or Affiliate Club concerned is not up to date with its membership fees (or any other penalty).

The other members of the International Board each have one vote.

The International President has the casting vote in the event of a tie.

Outside meetings, the International Board may take written decisions by circular (by e-mail) provided that all members of the International Board agree.

Decisions of the International Board must be recorded and distributed to the International Board within 30 days

Decisions of the International Board must be ~~reported~~ presented to the next General Assembly for ratification.

R7. **FUNCTIONS AND RESPONSIBILITIES** (MANDATORY CLAUSE)

7.1. Powers

The Executive is the executive body of BPW International (the Association). It has the right and duty to manage the day-to-day business of BPW International (the Association) and to represent it in accordance with the Articles of Association (Art. 69 CC). It decides on all matters not expressly reserved for the General Assembly and the International Board.

In particular, the Executive ~~shall~~ will take all measures necessary to achieve BPW International's (the Association's) aims / objectives, ensure the correct application of these Articles of Association and any other internal regulations, administer BPW International's (the Association's) property, assets and resources, keep the accounts and convene and organize the General Assembly.

The Executive executes and implements the decisions of the General Assembly. It manages BPW International (the Association) and takes all necessary measures to ensure that the stated aims are achieved. It bears collective responsibility for operational, **financial** and administrative matters.

In particular, at the beginning of the three-year period, the Executive is responsible for:

- Defining the priorities and the plan of action plan for the triennium three-year period, in ~~line~~ accordance with the theme and ~~goals~~ objectives proposed by the International President.
- Maintain a cloud-based digital platform for the work and storage of BPW International's official documents and ~~official~~ records, which the Executive can ~~securely~~ access ~~securely~~ from ~~various~~ a variety of locations.
- To appoint the Officers and define the composition of the Standing Committees.
- To make arrangements for the ~~delivery of member~~ provision of Services to Members ~~Affiliates and~~ Friends & Fellows.
- To make arrangements for the BPW International President's Office.
- To decide on the venue and date of the ~~triennial~~ International Congress, on the basis of documented ~~bids~~ submissions received and presented ~~to~~ at the General Assembly
- To terminate the term of office of a BPW International officer and/or committee member.
- Maintain an up-to-date list of all Members, refer to description of Members as outlined under section C13 Members under Constitution (above).

The extended powers of the Executive are set out in the Procedure Manual.

7.2. Composition

The Executive is composed of:

- The President
- The outgoing President, for a period of twelve (12) months from the end of her term of office
- The Executive Secretary
- The Vice President Membership
- The Vice President United Nations
- The Executive Finance Officer
- The Young BPW Representative
- The five (5) Regional Coordinators

All Members of the Executive are non-paid volunteers, who are reimbursed for their expenses, for example all disbursements, travel, accommodation, registrations, printing and products when required.

Members of the Executive must keep their expenses within the annual budget with the Finance Officer. All expenses for the annual Executive meeting are met by the budget for the annual Executive meeting (c.f. CAC draft operational guidelines 2013).

Precise descriptions of the duties of each member of the Executive are set out in the Procedure Manual.

7.3. Election

Members of the Executive (~~other than the outgoing President~~) are elected at each General Assembly by secret ballot.

Election of First and Second Vice President is confirmed in the General Assembly as outline in the Procedure Manual.

Their term of office ends when their successors are appointed or elected.

In the event of a vacancy, the Executive ~~shall~~ will have the power to appoint a successor until the next General Assembly.

7.4. Term Of Office Executive

Members of the Executive may ~~hold the same role~~ be elected to the same position only once (1), except for the positions of Executive Secretary, ~~the~~ Executive Financial Officer and Regional Coordinators, which may be held by the same person for two (2) consecutive three-year terms.

A past member of the Executive cannot be nominated for a role that she has previously held (c.f. CAC draft Operational Guidelines 2013).

7.5. Removal From Office And Resignation (Mandatory Clause)

i. Removal from office

The mandate of a Member of the Executive may be revoked by the General Assembly, in particular, if she has breached her obligations to BPW International (the Association) or if she is unable to perform her duties properly.

The mandate may also be revoked by the Executive with the approval of the International Board. The Executive Member concerned may appeal against the latter decision in the manner set out in the Procedure Manual.

ii. Resignation

Members of the Executive may resign at any time by submitting a written statement to the President of the Executive, specifying the date on which their resignation will take effect.

iii. Vacancies during term of office

In the event of removal or resignation during a term of office, the Executive may appoint a replacement member by co-opting, until the next General Assembly.

7.6. International President

The International President chairs meetings of the Executive.

7.7. Delegation

The Executive is authorised to delegate some of its tasks to one or more of its Members, including sub-committees, to third parties it appoints as volunteers or to employees it hires.

7.8. Power Of Representation (Mandatory Clause)

The International President with one of the following, will have the power to represent BPW Internationally and sign any document with one of the following authorized signatories:

- Vice President(s)
- Executive Finance Officer
- Executive Secretary
- Regional Coordinators

They sign the relevant documents with the approval of the Executive, in the form set out in the Procedure Manual.

7.9. Meetings

The Executive shall will meet as often as necessary, but at least once (1) a year face-to-face.

In the case of the year in which the International Congress takes place, the Executive meeting must take place before the International Congress.

If three (3) members or more of the Executive so request, a meeting shall will be held within fourteen (14) days of the request.

The quorum of the Executive to hold a meeting shall will be six (6) members of the Executive.

Members of the Executive may validly participate in a meeting of the Executive and make decisions in person, by video or telephone conference or by any other means decided by the Executive.

Meetings in person may be held in the country where the President resides or abroad.

Meetings of the Executive shall will be convened by the President of the Executive at least three (3) months in advance. In urgent circumstances, the President may call an extraordinary meeting with fourteen (14) days' notice, with availability confirmed by the Executive to ensure a quorum is present.

7.10. Decision-Making - Executive

Each Member of the Executive has one vote. In the event of a tie, the International President shall will have the casting vote.

Executive decisions may also be validly taken by circular, by e-mail or other online communication methods

R8. ACCOUNTING

The Executive draws up the accounts for each financial year in accordance with the applicable legal provisions.

R9. INTERNATIONAL PRESIDENT

The President of BPW International is elected by the General Assembly in a secret ballot. She chairs the General Assembly, the International Congress, the International Board and Executive meetings.

The President is ex-officio on all **International** committees including:

- Standing Committees
- Regional Committees and Sub-Regional Committees
- Ad-hoc Committees, for example:
 - Constitutional Advisory Committee
 - Resolutions Committee

The President is not an ex-officio member on the **General Assembly Nomination and Election Committees**.

The President is the principal ~~officer~~ **authority in charge** of the organization of **BPW International (the Association)**. She has the role of leadership and management, including:

- Validating appointments
- Establishing external relations with other international organizations and leaders
- Supervision and responsibility for all planning, management and promotional activities

R10. DISSOLUTION

The dissolution of BPW International (the Association) is voted on by the General Assembly. A two-thirds (2/3) majority of the votes present is required.

On the dissolution of BPW International (the Association), any assets will be transferred to a tax-exempt non-profit organization with the same or a similar purpose. The distribution of assets among its Members is excluded.

R11. LIABILITY ~~(IES)~~

BPW International (the Association) is solely liable for its debts, which are guaranteed by its corporate assets.

Members have no personal liability for BPW International's (the Association's) debts.

R12. TRUSTEES

In the event that BPW International (the Association) acquires property, three (3) Trustees will be appointed where required by law.

They will be nominated by the Executive, elected by vote of the International Board and formally appointed by the International President.

Trustees will hold property on behalf of BPW International (the Association).

Trustees can make a decision to sell property following a recommendation from the Financial Management Team and the International Board.

Trustees will hold office until death, resignation, or removal by the International Board.

R13. AMENDMENTS

The Constitution and Regulations (Statutes) may only be discussed and amended, upon receipt of resolutions for submission to the General Assembly of BPW International.

A vote of two-thirds (2/3) of those voting, a quorum being present, is required for an amendment to be adopted. Resolutions are as per outlined under the Procedure Manual.

Amendments to the Constitution may be proposed by:

- members of the Executive
- the International Board
- Past Presidents of BPW International
- Affiliate Federations who are up to date with their dues
- Affiliate Clubs in the same country, all of whom are up to date with their dues
- Chair of Standing Committees.

At any time, the Executive and/or the International Board may propose to the Members, by e-mail, that the Constitution and Regulations (Statutes) be amended.

The updated Constitution and Regulations (Statutes) will be proposed through resolutions, amended, voted on and adopted at the General Assembly.

R14. ENTRY INTO FORCE (MANDATORY CLAUSE)

14.1. Updated Constitution And Regulations (Statutes)

These updated Constitution and Regulations (Statutes) ~~shall~~ will be amended as proposed and circulated by the Executive to the International Board, by email, for voting at the General Assembly ~~Meeting~~ to be held within four (4) months following receipt of the proposal and draft proposed amendments, proposed amendments 'left on the floor from Congress 2021, for the Constitution and Regulations (Statutes) in accordance with the procedure outlined for Call to Congress.

These Articles of Association ("Constitution and Regulations") were adopted at the General Assembly, Business Sessions (2-5) held on ____ (days) November (month) 2024 and came into force in the 6th Business Session on ____ (day) November (month) 2024 ~~on the same date.~~

These Articles of Association ("Constitution and Regulations") for "the Association" or "BPW International" will be put into force to meet the registration criteria of Article (art.) 60 and the following item (et seq.) of the Swiss Civil Code (hereinafter "CC") at the Registre du Commerce of the Canton of Geneva.

(Signature page follows)

Done at _____, on _____

Signed by: (_____)

Signed by: (_____)

14.2. List Of New Executive / Signatories Form (Mandatory Clause)

The signature page must be completed and submitted within three months, with a copy of the minutes and the Ratified Constitution and Regulations (Statutes) by the newly elected Executive members for the 2024-2027 Triennium.

The following Executive Members were elected at the XXXI Congress, St Kitts and announced in the closing business session of the General Assembly on _____ (date), November 2024.

Electronic signatures must be validated with a date stamp at time of signing.

Title	Name	Contact Details	Signature
President:			
1 st Vice President United Nations OR Membership			
2 nd Vice President United Nations OR Membership			
Executive Secretary			
Executive Finance Officer			
Young BPW Representative			
Regional Coordinator: Africa			
Regional Coordinator: Asia Pacific			
Regional Coordinator: Europe			
Regional Coordinator: Latin America			
Regional Coordinator: North America and The Caribbean			

ANNEXES

APPENDIX 1: BPW International Definitions

DRAFT - CONGRESS 2024

APPENDIX 1: BPW International Definitions

Adhoc Congress Committees: (for example Resolutions, Elections, Voting, Nominations, Credentials, Registrations) body at the International Congress whose main task is to manage the organization of the General Assembly.

Amendment: this is a proposal to amend the Constitution and Regulations, which may come from the members of the Executive, the Past International Presidents, the Representatives appointed by the Affiliate Federations and Affiliate Clubs and the Chairs of the Standing Committees.

Association/BPW International: The Association is an association under Swiss law called THE INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW or “BPW International”), founded in 1930, whose objective is to unite Business and Professional Women, of all professions and worldwide.

Battersea Fund: This is a fund whose origin is from the sale of London premises by BPW International (the Association), deposited in a specific account and whose use is controlled.

Business and Professional Women: These are women – or people who identify as such – who share the values of BPW International (the Association) through their business, labour and professional work.

BPW International Advocacy: BPW International's advocacy is speaking on behalf of Members and outsiders and taking action to initiate change and promote the status of women, explaining an idea to others or seeking to convince and encourage them to implement BPW International's ideas and values.

Chairs of Standing Committees: a person who chairs a Standing Committee.

Civil Society: Civil Society includes non-governmental organizations that represent the interests of BPW International (the Association) to decision-makers but does not include government agencies or companies and commercial structures.

Club: A Club is defined as an Affiliate Club of Business and Professional Women and is an active Member of BPW International.

Constitution and Regulations (Statutes): The Constitution and Regulations (Statutes) of BPW International form **the Articles of Association (AoA)**, these govern the internal operation of BPW International. Where required they include reference to other supporting documents and policy. ~~the Constitution and Regulations of BPW International.~~ Their content and application are specified in the Procedure Manual.

Country: A geopolitical unit which has full sovereignty.

Delegate: a person appointed by an Affiliate Federation or Affiliate Club to represent them at the General Assembly. Each Affiliate Federation is able to appoint a number of Delegates according to the number of Members it has. ~~The Affiliate Clubs of~~ in each country, where there are no Affiliate Federations are able to nominate one (1) Delegate per Club

(maximum **four (4) clubs** or less than 100 members) **country**. Alternate Delegates must be appointed.

Executive: This is the Executive body of BPW International (the Association), according to Art. 69CC.

Executive Finance Officer: The Executive Finance Officer is a Member of the Executive. She is elected at the General Assembly.

Executive Secretary: The Executive Secretary is a Member of the Executive. She is elected by the General Assembly and her role is defined in the Procedure Manual.

Federation: A Federation is defined as an Affiliate Federation of Business and Professional Women and is an active Member of BPW International.

Friends & Fellows: these are people wishing to support BPW International (the Association) and making donations and bequests as they wish.

Financial Responsibilities: Where required by law, the Trustees hold the properties on behalf of BPW International (the Association). They can be up to three (3) co-owners per property. The Trustees are appointed by the Executive and appointed by the President. Their withdrawal shall be decided by the International Committee.

General Assembly: The General Assembly is the supreme decision-making body of the Association within the meaning of Articles 64 et seq. of the Swiss Civil Code. During the sessions of the General Assembly, Members discuss and vote on financial and other reports, Resolutions and Statutory Amendments, elect the members of the Executive, and debate any other matters.

Individual Affiliate Member: An Individual Affiliate Member is defined as a natural person, domiciled in a country where there is no Affiliate Federation or Affiliate Club. Individual Affiliate Members are passive Members of BPW International. As such, they do not have the right to vote at the General Assembly.

Internal and Operational Matters: BPW International Operations Resolutions Register, which documents all Resolutions relevant to BPW International internal operations that have been passed at Congresses and Board Meetings since 1930 to the present time. It will be updated as new Resolutions are passed at future Congresses and Board Meetings.

External and Advocacy Matters: BPW International Policy Advocacy Resolutions Register, which documents all Resolutions relevant to BPW International policy advocacy that have been passed at Congresses and Board Meetings since 1930 to the present time. It will be updated as new Resolutions are passed at future Congresses and Board Meetings.

International Congress: The BPW International Congress is a recurring gathering of BPW International Members and other stakeholders, including, International Board meetings held before and after the general assembly, workshops and networking activities. The General Assembly is held during the International Congress.

The International Congress is held every three (3) years, during the third year of the International President's Triennium.

International President: The President of BPW International is elected at the General Assembly. She Chairs the Executive, International Board and the International Congress and General Assembly(s).

Legal Entity: when registration has been approved, the name of BPW International (the Association) is formally enrolled on a register of NGOs, BPW International acquires existence as a legal entity. Legal entity status means that 'BPW International (the Association)' is liable for the debts, contracts, leases and obligations that are entered into, not the Affiliate Federation, Affiliate Clubs or Individual Members. Tax exemptions and VAT certificates are uploaded into the BPW International (the Association) website.

Members: there are several categories of Affiliate Members in BPW International, these can be active – have a voting right by representation – or passive – do not have a voting right. The Members of BPW International (the Association) are:

- Affiliate Federations
- Affiliate Clubs
- Individual Affiliate Members

In order to become a Member of BPW International (the Association), a written request must be made to the BPW International Executive

Member Services: Member Services takes care of technical support and administrative issues that may be faced by Members of the Association.

Motions: The formal process that is applied to when a business matter also known as a 'motion' is put to the floor and seconded and opened for positive and interactive debate.

Mover / Seconder of Motions: The first speaker is the mover of the motion, usually have prepared the proposed resolution/motion and is in support of the motion going forward and the seconder provides additional support to the motion being presented.

Office of the International President: each International President has the right to be provided with an Office, close to their home, in order to carry out all the tasks relating to BPW International (the Association). The Executive shall decide on the budget allocated for the rental or acquisition of such a place.

Past International Presidents: Past International Presidents are Businesswomen and Professionals who have served as President of BPW International (the Association) in the past. The outgoing Former President has a place on the Executive for the first twelve (12) months of a triennium.

Procedure Manual: The Procedure Manual contains additional regulatory standards, which supplement the Articles of Association and do not have to be included in the Articles of Association under Swiss law.

Standing Orders: The Standing Orders set out the procedures to be used during the BPW International Congress and International Board Meetings. The Standing Orders cover the rules for discussion, who may speak and who may vote. The conduct of the meeting is controlled by the general will of the membership, giving a majority decision after a full and fair consideration of the issues involved. The Standing Orders are designed to provide for constructive and democratic meetings to help, not hinder, the business of the meeting. 'Undue strictness' should never be allowed to intimidate members or limit full participation.

Trustees: A trustee is a person who holds the legal title of any property, assets, or group of assets on behalf of BPW International and will be their duty to manager on behalf of

BPW International. A trustee may be appointed for additional purposes, such as bankruptcy, for a charity or for a trust fund.

Ratified: These Constitution and Regulations, following the adoption of all Constitution and Regulation amendments in the General Assembly, are to be updated and signed by the outgoing Executive for each respective Triennium and submitted, with a copy of the business session minutes, within three (3) months of close of Congress.

Registration: BPW International to be registered and all relevant documents to be submitted annually (financial audits) or every three years following BPW International's Congress and General Assemblies. The Constitution and Regulations (Statutes) must be submitted in both English and language specified by the Registration office (e.g. French in Geneva).

Regions: There are five (5) regions within BPW International, each of which must host the International Congress in turn. The Regions are as follows:

- Africa
- Asia-Pacific
- Europe
- Latin America
- North America and The Caribbean

Regional Coordinators: The Regional Coordinator of each Region are Members of the Executive. The Regional Coordinators are elected at the General Assembly.

Representative on the International Board: this is a woman appointed by an Affiliate Federation or Affiliate Club to represent them on the International Board. Each Affiliate Federation may appoint two (2) Representatives. In countries that do not have an Affiliate Federation but only Affiliate Clubs, they must appoint one (1) Representative ~~who represents all~~ from each Club (maximum four (4) or less than 100 members) in the same country.

Resolutions: A Resolution is a proposal on the agenda voted affirmatively and adopted at the General Assembly. The Resolutions can be submitted by Affiliate Federations and Affiliate Clubs, as well as any Member of the Executive, Chairs of Standing Committees and Past International Presidents.

Term: A term is the period between 2 consecutive General Assemblies

Serious matter: A matter which requires a decision that has substantial financial, organisational, legal or political implications for BPW International, supported by an analysis of the potential consequences.

Swiss Civil Code: It is a requirement of registration in Geneva that this Constitution and these Regulations comply with the Swiss Civil Code (SCC); the relevant articles in the 2010 version of the Code are Articles 60 to 79 and ongoing updates specific to the function of Section/Chapter 2: **the Associations**, in the future.

Urgent resolutions: An urgent resolution must be about matters of international importance that arise after the closing date for submitting resolutions.

Vice-President Membership: The Vice-President Membership is a Member of the Executive. She is elected by the General Assembly and her role is defined in the Procedure Manual.

Vice-President United Nations: The Vice-President United Nations has a place on the Executive. She is elected by the General Assembly and her role is defined in the Procedure Manual.

Vice-President - First and Second: Following the election of the two Vice Presidents by the General Assembly, a second secret ballot is held for the election of who will be First or Second Vice-President by the General Assembly, this is determined by the member who achieves this highest number of votes.

Young BPW Members: Young BPW form a Standing Committee composed of all Members under the age of thirty-five (35), belonging to an Affiliate Federation, an Affiliate Club or being an Individual Affiliate Member.

Young BPW Representative: The Young BPW Representative is an elected Member on the Executive. In this context, she presents the ideas of the Young BPW, establishes the link between the Executive and the Young BPW and encourages the activities of the Young BPW worldwide. She is elected at the General Assembly.