

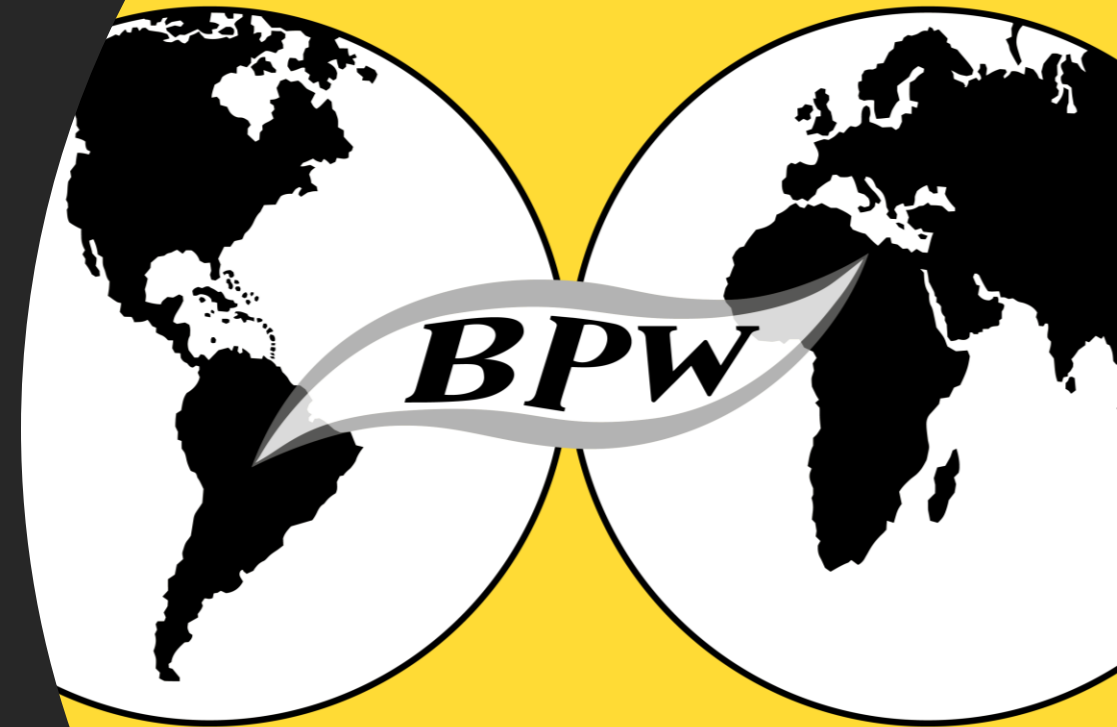
# *BPW International Constitution And Regulations*

## *The journey so far...*

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### *FROM 2011 TO 2023:*

- 2011: Registration to be obtained in Geneva, Resolution adopted at the XXVII BPW International Congress, Helsinki.
- 2021-2023: Existing Constitution and Regulations required review, what was found, what required amendment and new mandatory clauses identified for Registration compliance.



Now one major step is completed,  
now let's take you on the next  
phase of the journey





## Revision 3



# Agenda

- ❑ Introduction
- ❑ Overview of where we are to date
- ❑ BPW Constitution and Regulations
  - I. Preliminary Clauses
  - II. Constitution
  - III. Regulations
- ❑ Part 1a: Constitution Update/Revision
  - Presentation & Q&A Session
- ❑ Part 1b: BPW Constitution and Regulations
  - Presentation & Q&A Session




- ❑ Annex: Appendix 1: Definitions
  - *A definition should exclude non-essentials....A good definition should be as concise as possible.*
  - Distributed with copy of PowerPoint presentation pdf for review



# Agenda

## ❑ Next Stages:

- Updated PowerPoint for presentations with any amendments from Executive
  - Issue draft Constitution and Regulations with proposed amendments to Swiss Lawyers for review/cross check (30/10/23)
  - Draft resolutions for every amendment proposed
  - Preparation of webinars with President and CAC Chair for distribution to all Affiliate Federations, Affiliate Clubs and Individual Affiliate Members.
- 
- Presentations across the five (5) Regions with each of the Regional Coordinators and CAC representatives of the Region present
  - Call for vote from the International Board on an Extraordinary Virtual General Assembly
  - Part 2: Procedure Manual draft presentation





# Introduction

- Introducing the Constitutional Advisory Committee (CAC) 2021-24
- Review of the Constitution and Regulations and Procedure Manual over the past 12-16 months
  - ☐ current documents
  - ☐ legal review for registration in Geneva
  - ☐ historic information



## Constitutional Advisory Committee (CAC) 2021-24

*Photos from top left:*

CAC Chair Carolyn Savage  
Dr Carla Laura Petruzzelli  
Beatriz Vidigal Xavier da Silveira Rosa  
President Catherine Bosshart  
Executive Secretary: Jenny Gulamani Abdulla  
Ojobo Atuluku  
Samantha Sherman







*Why the review  
and update to our  
BPW International  
documents?*





# *Three Items of Work*

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1. Constitution and Regulation review and development of amendments was started in late 2021.
2. Retaining the Registration of BPW International with Geneva as per the Resolution moved/adopted at XXVII BPW International Congress 2011.
3. Constitution and Regulation amendments for compliance with Swiss Civil Code, e.g. information in existing Constitution and Regulations and Procedure Manual repositioned or reworded and general amendments of items not currently included in our documents.



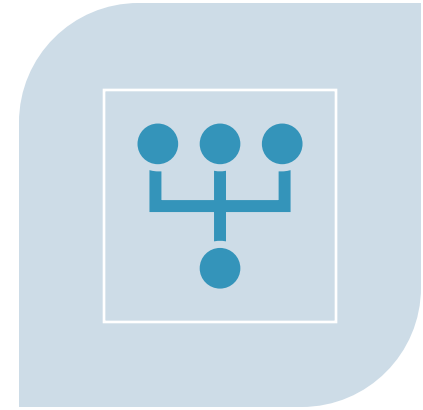
# *Timelines to date*



*CONSTITUTION AND  
REGULATIONS REVIEW AND  
REGISTRATION HISTORY*



*INTERNATIONAL CONGRESS  
TIMELINES*



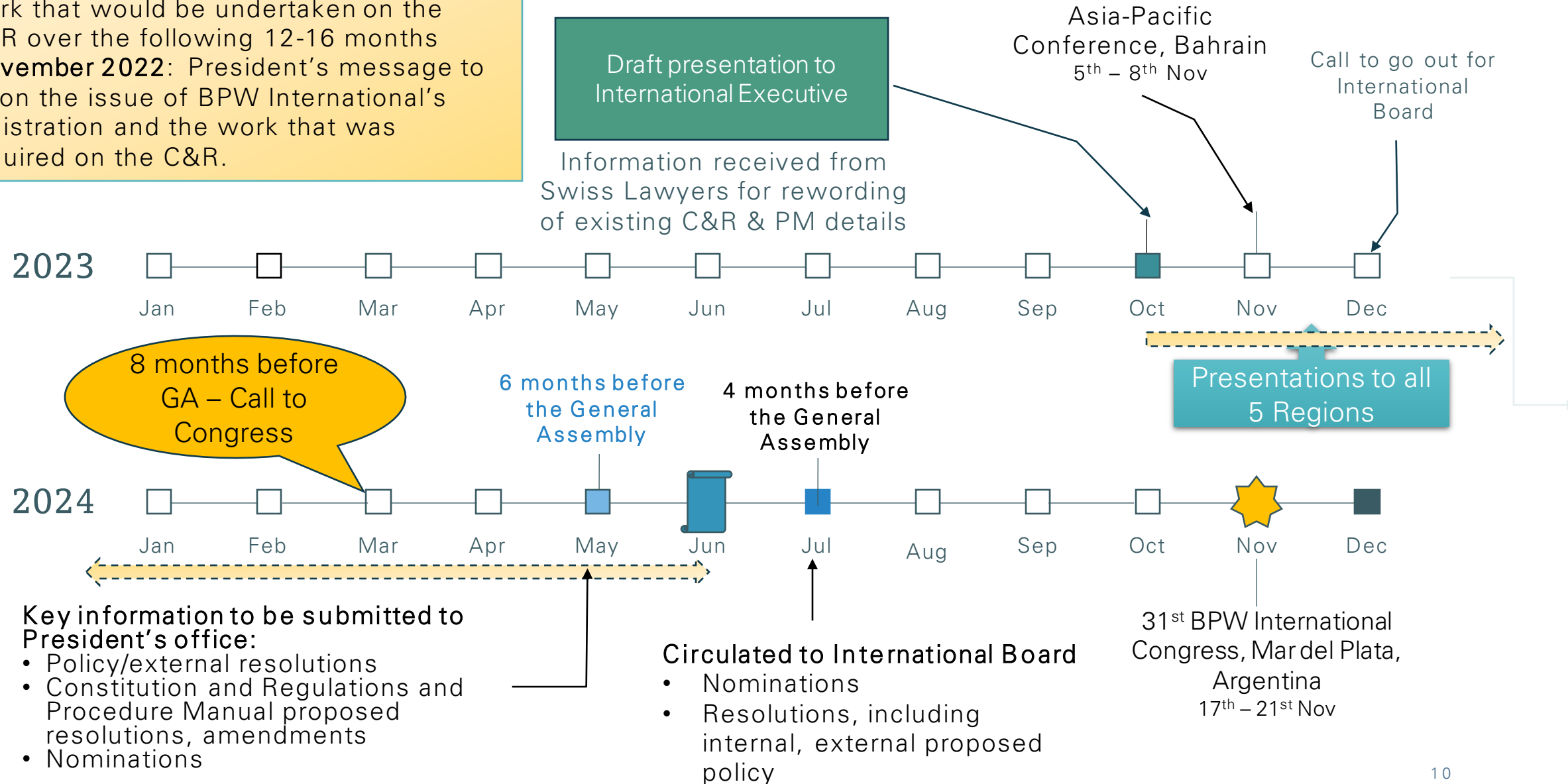
*FLOWCHART TO  
EXTRAORDINARY GENERAL  
ASSEMBLY*



**February 2022:** CAC Chair presentation to BPW Intercontinental on the proposed work that would be undertaken on the C&R over the following 12-16 months

**November 2022:** President's message to all on the issue of BPW International's registration and the work that was required on the C&R.

## Timeline





## Flow Chart of Journey...

June: Extraordinary  
Virtual (Online) General  
Meeting – Constitution  
and Regulations  
Amendments

Amended  
Constitution and  
Regulations signed  
and ratified, copy of  
minutes issued for  
registration by 30<sup>TH</sup>  
June 2024

April: **2 months prior** final  
resolutions for the EVGA

Feb: **4 months prior** amendments to resolutions received

11 Jan: BPW  
Intercontinental  
presentation

Dec 2023 **6 months prior to EVGA:** Issue of resolutions showing existing and amended Constitution and Regulations to International Board and Affiliate Federations and Affiliate Clubs, Individual Affiliate Members.

18 Dec: Call to International Board for vote on an **Extraordinary Virtual General Assembly (EVGA)** for the review/voting on the BPW International Constitution and Regulations Amendments for the purpose of registration in Geneva, as adopted at Congress 2011.

6 Nov-9 Dec presentation to all Regions and all members



# *Three Sections to this PowerPoint*



Registration – History, the why and the requirements now



Constitution and Regulations amendments and mandatory clauses



Frequently Asked Questions (FAQ)

These have also been separated put into separate pdf for ease of reference.



# *Registration*

*The history, the requirements now and the future*



# OVERVIEW TO DATE

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)

## **Vote to accept Regulations applying to Geneva registration**

The vote was to amend both the current Constitution and By-Laws and the draft Constitution and Regulations by accepting all amendments printed in red in the Workbook, as these were necessary for BPW's registration in Geneva. This was passed, so all amendments marked in red were accepted and incorporated into the draft Constitution and Regulations.

## **Motion to adopt the new Constitution**

The RESOLUTIONS CHAIR moved to adopt this Draft Constitution but wanted to add the fact that the By-laws were now included in the Regulations. **SECONDED** by NEW ZEALAND.

The PRESIDENT called for the vote to adopt the Amended Draft Constitution and Regulations as presented.

## **Adoption of the new Constitution**

This was passed.

The PRESIDENT thanked everyone for their extensive input in the drafting process.



# REGISTRATION WITH GENEVA, SWITZERLAND - HISTORY

From the minutes/proceedings of the XXVII BPW International Congress, Helsinki, 21 June 2021

## Point of Clarification

- CANADA pointed out that the items in red, relating to BPW's registration in Geneva, could not be amended by Congress as they were needed to retain BPW's registration. The Executive Secretary confirmed this and reiterated that even if Congress voted against the new Constitution and Regulations, a vote would need to be taken by Congress to insert the Geneva clauses into the existing Constitution and By-laws.

## Vote to accept Regulations applying to Geneva registration

- The vote was to amend both the current Constitution and By-Laws and the draft Constitution and Regulations by accepting all amendments printed in red in the Workbook, as these were necessary for BPW's registration in Geneva. This was passed, so all amendments marked in red were accepted and incorporated into the draft Constitution and Regulations.

## 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.



## **Adaptation of the Constitution**

*Dr. Catherine Bosshart, BPW International President 2021-2024* During the Helsinki Congress in 2011, the International Board accepted the registration of BPW International in Switzerland. As Switzerland is a federalist country, there exists a centralized file for all registered companies, but registration is carried out in the registry of commerce of every canton. The registration at CAGI – Geneva Welcoming Center – was done by Past International President Liz Benham and has been maintained by the yearly submission of the audited annual financial statement of BPW International and the Congress Proceedings whenever we had an International Congress.

To have projects financed by sponsors, foundations or international organizations, an official registration with the registry of commerce is required. Therefore, during this triennium we started the process to carry out the official registration at the Geneva Office of Registry of Commerce which had already been voted upon by the International Board at the Helsinki Congress. BPW International submitted the required documents in August. The process is not as easy as we thought. BPW International is an old NGO, which is why BPW International has also to provide the first Constitution of BPW International for 1930. This relates to intensive research of the archives at the Atria Archives in Amsterdam. There are also corrections to be made to our Constitution. The address has to be changed to the current office address in Geneva (the same as 2021 during the International Congress: 22, Rue Rothschild, CH - 1202 Geneva), the right of signatory has to be defined and the titles of the functions have to be adapted to the Swiss requirements. BPW International will therefore ask the International Board for a vote on these changes to the Constitution at the beginning of 2023.

Tags: [Registration](#), [Know your constitution](#), [Adaptation of the Constitution](#), [Registry of Commerce](#)





## **RECOGNIZING AND ACKNOWLEDGING OUR PAST INTERNATIONAL PRESIDENTS**

It is through their knowledge, experience, review and input over the years we have a set of documents that have created the strong foundation which we can add and develop for the next leaders of our organization.

Photo Opening Ceremony, Helsinki 17 June 2011. Of the nine PIP's in this photo, we have lost five of these amazing leaders.



# THE REGISTRATION PROCESS HAS BEEN MISUNDERSTOOD FROM A GLOBAL PERSPECTIVE



Not a reflection on the work of the committees since 2011....it was the system,.....the CAC committee of 2021-24 have recognised the work of all of those before us.



The office of the original registrar wasn't the correct office, so we are working to have it implemented into the correct registered office. This is to assist the future management of our International organization.



International President Dr. Catherine Bosshart had been working through her triennium to follow up with the registration of BPW International in Geneva as per the resolution passed at the BPW International Congress, Helsinki 2011.

As a result of this, the independent Swiss law firm, who specialises in registrations for non-profit organizations and associations in Geneva, had reviewed our current documents and proposed some restructuring:



- ❖ for items that are embedded as governance into our Constitution and Regulations be retained
- ❖ while items that are around the implementation of these rules, they are put into the Procedure Manual as they can be easily amended (e.g. as noted under our Procedure Manual if language, grammar or spelling errors can be changed without resolutions and between General Assemblies) and updated without having to formally go through the amendment and resolutions the Constitution would require.



---

## OVERVIEW TO DATE

2. BPW International Executive had received a 'Letter of Concern' from Young BPW members post General Assembly March 2021 which required the CAC Committee to review and identify any necessary changes.
3. BPW International Constitution and Regulations (C&R) and its supporting documents the Procedure Manual (P.M.) were to be reviewed to identify any potential information for inclusion or amendments.
4. Review of the CAC Draft documents version 2, dated 29/11/2013.
5. Review of the C&R 2011 and 2014 in respect to changes.





At the General Assembly March 2021 and upon receipt of the Letter of Concern by Young BPW members following the GA, it was confirmed by the CAC Chair that the current Constitution and Regulations, and the Procedure Manual would be reviewed with proposed amendments to address some of the discrepancies or areas requiring further detail of BPW International documents.

This PowerPoint has been prepared in compliance with our Constitution and Regulations and Procedure Manual to illustrate:

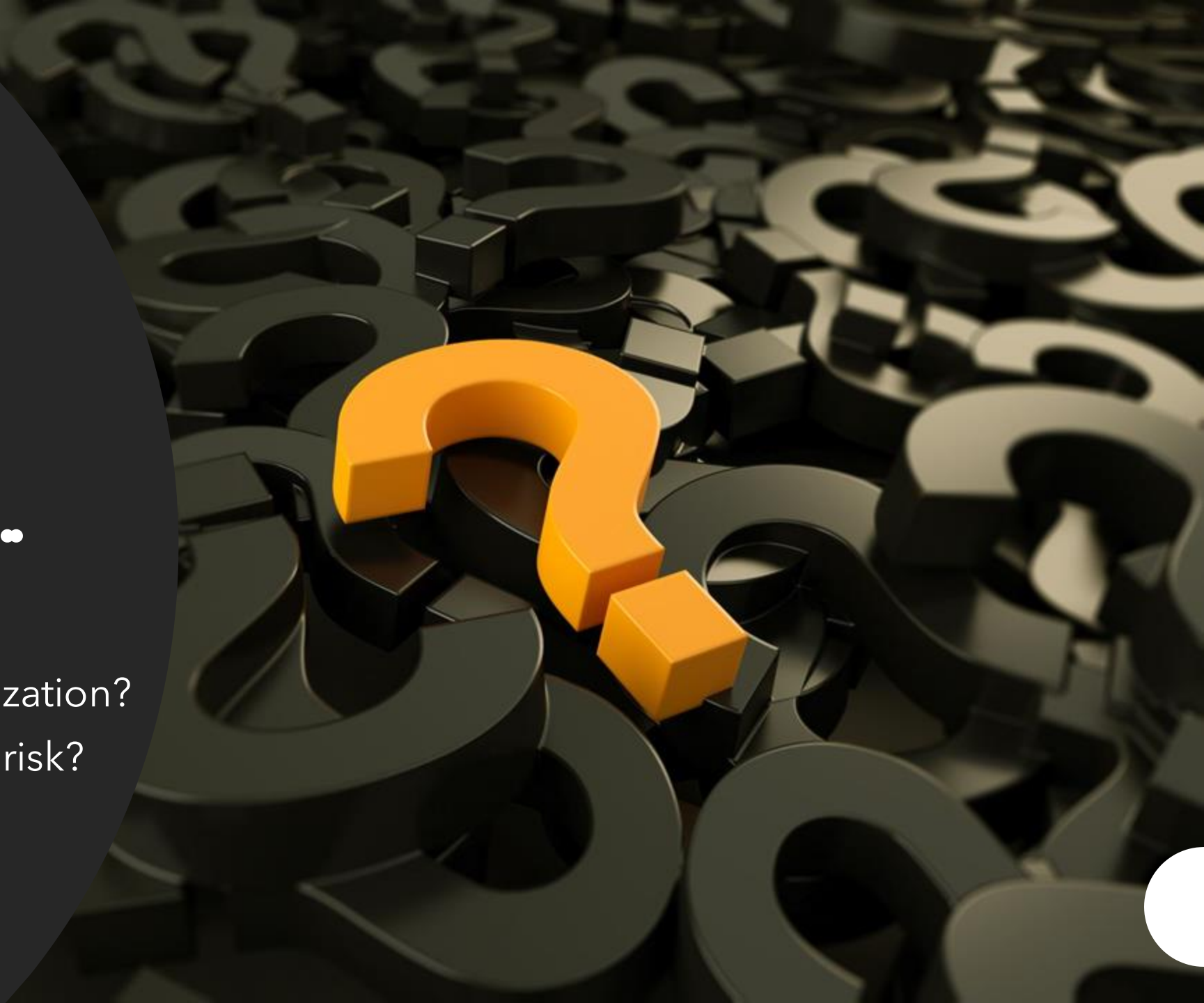
- ❖ what is current or existing
- ❖ what is proposed to be amended e.g. simple text/grammatical amendments
- ❖ or proposed reworded by the external independent legal team which have added some valid recommendations for consideration and debate/voting by our International Board and delegates at the BPW International General Assembly, November 2024.





# *Initial Questions...*

Is BPW International an  
Association or an Organization?  
Is registration a financial risk?





# *Examples of an Association?*

An association is defined as a group of individuals that collaborates together to achieve a decided goal or objective. These individuals in Association have a common interest, profession, or industry that upskills and supports them.

Associations are basically non-profit entities, which means that they are not primarily driven by economical gain but rather by shared values. The advantage of being in an association is that it includes access to various resources and data, and provides various networking opportunities.

The governance of the Association is done by the Board of Directors or a Core Committee, which has the authority to dictate the operations of the Association.



'A legal form or structure of governance. The unincorporated association is a very common, relatively informal structure for voluntary and community organizations of all types. They are membership-based and encourage active membership as an appropriate method of promoting participation. The word association may be used in a wider context to describe an organizational type which may in fact be a limited company and not structured as an association.'

<https://www.associationmanagement.org.uk/association-federation-or-confederation-whats-the-difference/>





# *What is an Organization?*

- ❑ Like Association, Organization is also a group of people that comes together to accomplish a defined scope or goal. Organizations are more formal and are operated in a structured manner.
- ❑ Organizations are basically profit and non-profit entities that focus on achieving financial gain or profitability.
- ❑ There are various types of organizations like corporations. Government Departments or Agencies and many more. The structure and size of the Organization are totally dependent on its size, goal, and industry.
- ❑ There is a hierarchy of authorities that is responsible for governance and operations. Certain formal policies, laws, and protocols are used to govern the Organization internally.



Parameter	Association	Organization
<b>Funding</b>	Membership fees and donations.	Profits from various Products and services offered.
<b>Legal Status</b>	The association is typically a Non-Profit.	Organizations can be Profit or Non-Profit.
<b>Focus</b>	Focuses on Advocacy and Networking	Focuses on Service Delivery and Operations.
<b>Size</b>	Associations are typically smaller in size.	An organization's size can be small or sometimes large.
<b>Structure</b>	The structure of the Association is Less Formal and Flexible	The structure of the Organization is More Formal and Structured.
<b>Membership</b>	Voluntary or by Invitation.	Voluntary or by Employment.
<b>Examples</b>	Societies, Clubs, and Professional Associations.	Government Departments, Businesses, etc.

## *Difference Between Association and Organization*

<https://www.geeksforgeeks.org/association-vs-organization/>

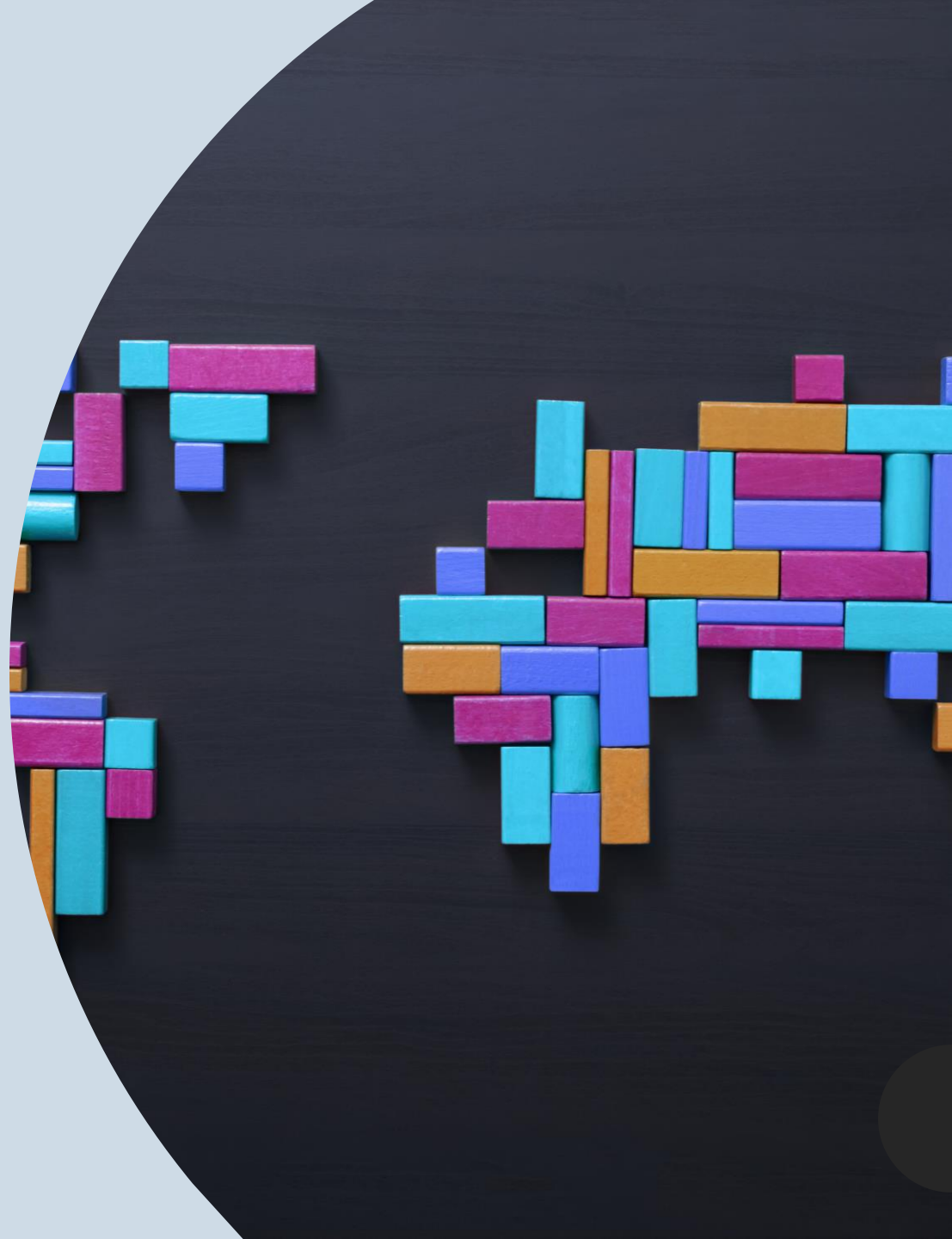


# *What is a Federation?*

'A group of membership organizations or professional associations that have joined together to form a larger, usually representative organization or governing body.'

It is, in effect, an association of associations.

<https://www.associationmanagement.org.uk/association-federation-or-confederation-whats-the-difference/>







*2023- Legislative update:  
Do all associations now have  
to register with the  
Commercial Register?*



*The impact of the AMLA's  
revision on associations'  
compulsory registration  
with the Commercial  
register*

Prior to the entry into force on 1st January 2023 of the revision of the Anti-Money Laundering Act (AMLA) and its implementing provisions (RO 2021 656), Swiss law required only associations which conducted commercial activities and associations subject to audit requirements to register with the Commercial Register.

This situation has now evolved.

<https://www.sigmalegal.ch/en/news/2023-legislative-update-do-all-associations-now-have-to-register-with-the-commercial-register/>



# *I. Genesis of the AMLA's revision*

The abusive misuse of legal entities for money laundering and terrorist financing purposes is a major concern, both in Switzerland and internationally. Several reports have noted that Swiss non-profit organizations engaged in charitable fundraising would represent a particular risk for terrorist financing [Federal Council Message on the revision of the Anti-Money Laundering Act of 26 June 2019, FF 2019 5237, p. 5273].



In particular, the Financial Action Task Force (FATF) has identified certain deficiencies in the Swiss legal system with respect to the identification and monitoring of high-risk association [FATF, Report on measures to combat money laundering and the financing of terrorism and proliferation in Switzerland, December 2016]. Furthermore, the Interdepartmental Coordination Group on Combating Money Laundering and Terrorist Financing (CGMF) has identified that the Swiss legal system imposes few controls, particularly financial controls, on associations [CGMF, Report on money laundering and terrorist financing through non-profit organizations, 28 June 2017].



In that context, the Federal Council has proposed to increase the surveillance and control of certain Swiss associations, which has now been enacted and results as follows:




## *II. Concerned associations*

Since 1st January 2023, **any association which primarily collects or distributes assets abroad, directly or indirectly, that are intended for charitable, religious, cultural, educational or social purposes** is now subject to a compulsory registration with the Commercial register (Art. 61 para. 2 ch. 3 Civil Code, CC).

Despite this (deliberately [Federal Council Message on the revision of the Anti-Money Laundering Act of 26 June 2019, FF 2019 5278]) broad legal basis, it should be noted that among the above-mentioned associations, only those that present a **risk of money laundering or terrorist financing**, due to the amount, origin, destination or use of the funds raised or distributed, are subject to this new registration requirement (Art. 61 para. 2ter CC *a contrario*).



A blurred background image of a financial candlestick chart with blue and orange bars and a red trend line. A solid white vertical line is on the left side of the image.

*In this perspective, associations that fulfil the following cumulative conditions remain **EXEMPT** from the **MANDATORY** registration with the Commercial register:*





1. During the last two business years, the funds raised or distributed do not exceed annually CHF 100'000.- (art. 90 para. 2 lit. a of the Ordinance on the Commercial Register, OCR).

- The CHF 100,000.- threshold must be examined separately for funds raised and distributed.
- Thus, an association that raises CHF 80,000.- and distributes CHF 60,000.- abroad could benefit from the exemption from registration in the Commercial register [Remarks of the Federal Council on the amendment of the Anti-Money Laundering and Terrorist Financing Ordinance of August 31st 2022, p. 18f].





- Conversely, an association which does not raise funds but which finances projects with its own resources for an amount exceeding CHF 100,000.- should mandatorily register with the Commercial register if this threshold has been exceeded during two consecutive business years [Idem].
- 2. The funds are distributed by a financial intermediary within the meaning of the AMLA (art. 90 para. 2 lit. b OCR), in particular banks within the meaning of Art. 2 para. 2 let. a AMLA.
- 3. At least one of the association's representatives is domiciled in Switzerland (art.90 para. 2 lit. c OCR).



# III. New requirements for the concerned associations

---



Associations registered with the Commercial register will notably be required to:

- keep a list of their members, including, for each member, the first name and surname (if the member is an individual) or the company name and address (if the member is a legal entity). Associations must keep this list in such a way that it is accessible at all times in Switzerland, and retain the information for five years after the member has been removed from the list (Art. 61a CC);
- provide for at least one person domiciled in Switzerland to have power of representation. This person does not need to have individual signing authority; this requirement is also deemed to be fulfilled if two persons with collective signing authority are both domiciled in Switzerland [Federal Council Message on the revision of the Anti-Money Laundering Act of 26 June 2019, FF 2019 5237, p. 5319]. Said representative(s) also should have access to the list of members (Art. 69 para. 2 CC).



# IV. Registration: transitional period and documents to file

The concerned associations are required to register with the Commercial register within 18 months as of the entry into force of the AMLA, i.e. until July 1st 2024 (Final Title, Art. 6bbis CC).

To do so, they must provide the Commercial register with the usual documents, i.e:

- a registration request, namely a letter signed by one or more members authorized to represent the association, it being specified that the signature of the member(s) to be registered must be legalized beforehand;
- a signed copy of the association's statutes;
- a signed copy of the minutes of the General Assembly which approves the statutes and designates the persons to be registered, it being specified that the association is only required to register, among its members, a member of the executive management as well as a person authorized to represent the association and domiciled in Switzerland (art. 92 let. k ORC);
- a letter of acceptance of the mandates signed by the persons to be registered;
- a copy of an identity document of the persons to be registered.

(Please note that specifications may apply to certain associations, in particular if their statutes contemplate other internal organizational measures and/or decisions making processes).





# V. Voluntary registration of associations not impacted

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An association that does not meet the conditions for compulsory registration with the Commercial register may decide to register voluntarily.

In this case, as of 1st January 2023, the association - if it does not have a representative domiciled in Switzerland - must submit with its registration request a declaration signed by at least one member of the executive management stating that the association is not subject to the compulsory registration with the Commercial register (Art. 90a para. 4 ORC).



Slide updated to include comparison (in blue) of exchange monetary values and clarification note for information only.



# TAX / VAT Requirements

What are the limits before tax is applied for a non-profit association, it exceeds two of the following

- ✓ Total assets of CHF 10M (US\$11.33M, €10.38M)
- ✓ Has sales revenue of CHF 20M (US\$22.66M, €20.76M)
- ✓ 50 full time equivalents as annual average (e.g. full-time paid employees)

Exempt:

- non-profit organizations CHF 150,000 (US\$169,967, €155,723)
- Associations – with less than CHF 250,000 (US\$283,279, €259,538)

VAT for non profit and volunteer run associations if revenue over CHF 150,000 (US\$169,967, €155,723)


Do require annual audited/reviewed accounts, which BPW International does not require (note rates are based on 23/11/2023)



# Does the Federation of BPW International require Registration?

	Does the Federation/Association meet the following	Yes	No	Is registration mandatory Yes/No
	Is there existing mandates within BPW Internal Policy to be registered with Geneva?	X		Yes, adopted <b>XXVII BPW International Congress 2011</b>
1.	During the last two business years, the funds raised or distributed do not exceed annually CHF 100'000.- (art. 90 para. 2 lit. a of the Ordinance on the Commercial Register, OCR).		X	Yes...finances projects with its own resources for an amount exceeding CHF 100,000.- should mandatorily register
2.	The funds are distributed by a financial intermediary within the meaning of the AMLA (art. 90 para. 2 lit. b OCR), in particular banks within the meaning of Art. 2 para. 2 let. a AMLA.	X		Yes
3.	At least one of the association's representatives is domiciled in Switzerland (art.90 para. 2 lit. c OCR).	X		Yes





# New Mandatory clauses added to meet Swiss Civil Code in the Constitution and Regulations

- 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.
- 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.
- Power of Representation, the President and one or more collective signatories from the Executive are required.
- 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.
- 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.



# Q&A *Session*

Questions from the audience in the Q&A section or raise a hand?





# **BPW INTERNATIONAL CONSTITUTION AND REGULATIONS**

ADOPTED AT THE 30<sup>TH</sup> GENERAL ASSEMBLY,  
17 MARCH 2021



# COMPLIANCE WITH OUR CONSTITUTION AND REGULATIONS



In accordance with the existing Constitution and Regulations



C8: Amendments:

The Constitution can be amended only at a General Assembly.



# *BPW International Constitution and Regulations*

## *Part 1: The Structure and Statutes to align with Swiss Civil Code (CC)*



INTERNATIONAL FEDERATION OF  
BUSINESS AND PROFESSIONAL WOMEN  
(IFBPW)

*otherwise called*

**“BPW INTERNATIONAL”**

### **CONSTITUTION AND REGULATIONS**

As adopted at

27<sup>th</sup> CONGRESS, HELSINKI, June 2011

and amended at

28<sup>th</sup> GENERAL ASSEMBLY, JEJU, KOREA MAY 2014

and further amended at

29<sup>th</sup> GENERAL ASSEMBLY, CAIRO, EGYPT OCTOBER 2017

and no changes made at the  
30<sup>th</sup> GENERAL ASSEMBLY, ONLINE MEETING, MARCH 2021

#### **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.*

Email: [presidents.office@bpw-international.org](mailto:presidents.office@bpw-international.org)

[www.bpw-international.org](http://www.bpw-international.org)

Registered address:

Rue de Saint-Jean 26

1203 Geneva, Switzerland



*Comments,  
edits,  
amendments,  
proposed  
new changes  
identified as:*

**\*New section or heading  
added\***

**\*text amended below\***

**New text added**

~~Text removed~~



A network diagram on a white background. It features several colored nodes: two green, two blue, and one red. These nodes are interconnected by a web of thin black lines. Some lines are straight, while others are curved, creating a complex, interconnected pattern. The nodes are positioned at various points, with the red node being a central hub for several connections.


# *Minor Amendments to Cover*

---

Adjustment of text e.g.

- updates on amendments included in footer,
- name 'Statutes and date' of most current approved most prominent
- address removed from front page.

Plus a new design to cover (optional)

A solid black circle located in the bottom right corner of the slide.



# Existing includes address.....proposed new....



INTERNATIONAL FEDERATION OF  
BUSINESS AND PROFESSIONAL WOMEN  
(IFBPW)

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## CONSTITUTION AND REGULATIONS

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Registered address:  
Rue de Saint-Jean 26  
1203 Geneva, Switzerland



BPW International

TBC-Nov 2024

INTERNATIONAL FEDERATION OF  
BUSINESS AND PROFESSIONAL WOMEN  
(IFBPW)

*otherwise called*

“BPW INTERNATIONAL”

## CONSTITUTION AND REGULATIONS

### STATUTES 2023 FOR ADOPTION

### 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.*

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

New text added, or relocated

## STATUTES

**FOR ADOPTION (General  
Assembly type/date to be  
added when approved &  
signed)**

Address details relocated under  
Name and Headquarters

~~Email: [presidents.office@bpw-international.org](mailto:presidents.office@bpw-international.org)~~

~~[www.bpw-international.org](http://www.bpw-international.org)~~

~~Registered address:~~

~~Rue de Saint Jean 26~~

~~1203 Geneva, Switzerland~~



# MISSION

(no change and retained on the cover)

*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.*





**\*New section added\***

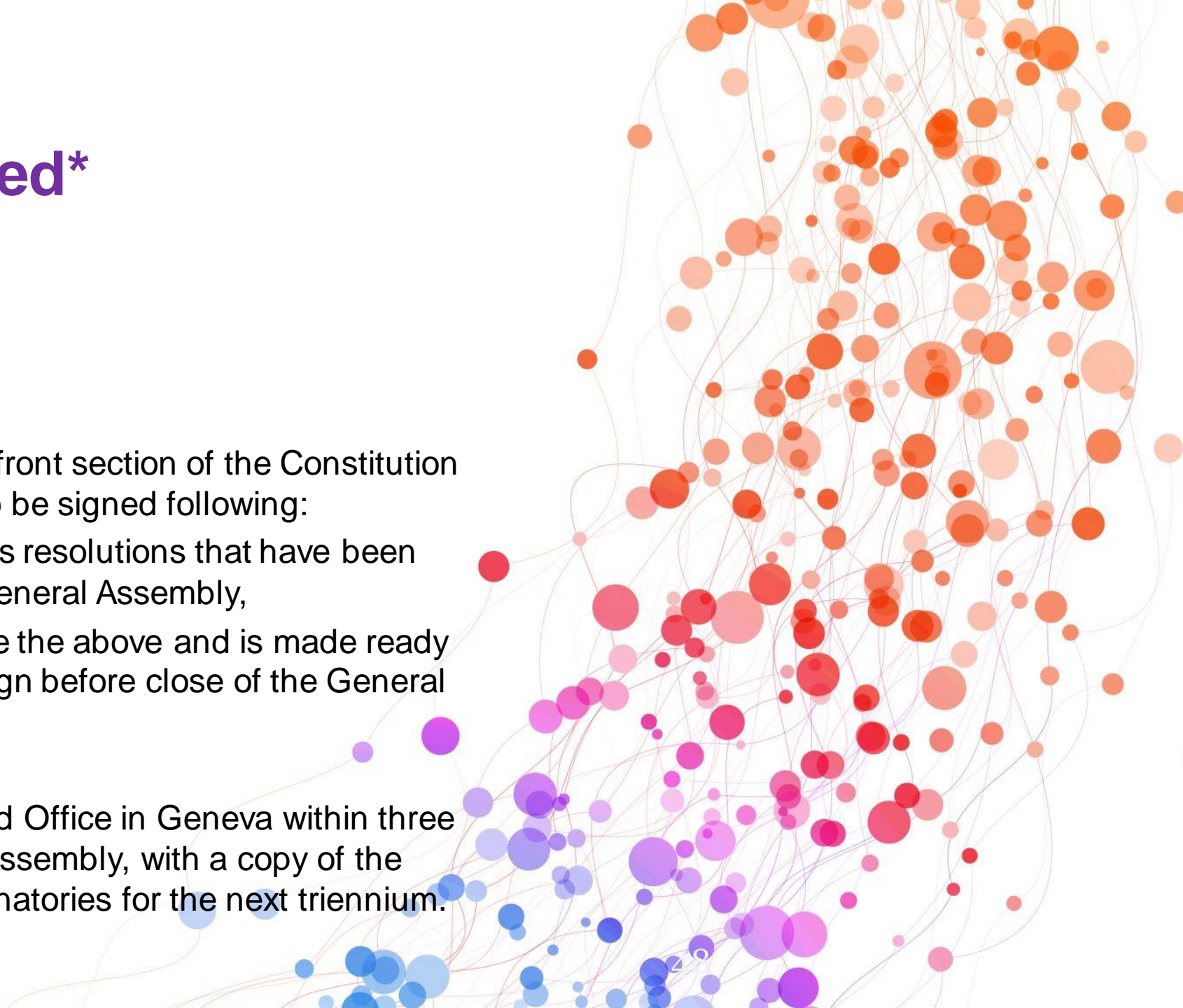
# **RATIFIED...**

## **Explanation:**

A new page will be added into the front section of the Constitution and Regulations document. It is to be signed following:

- all constitutional and regulations resolutions that have been voted and passed during the General Assembly,
- the final document must include the above and is made ready for the outgoing Executive to sign before close of the General Assembly.

This will then be issued to the Head Office in Geneva within three (3) months following the General Assembly, with a copy of the minutes and a copy of the new signatories for the next triennium.





# RATIFIED

**\*New section or heading added\***

Updated and adopted  
Constitution & Regulations to  
be Ratified and signed before  
the end of the General  
Assembly and future GA's if  
changed/amended

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; and

III. REGULATIONS

## 2. Process

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

- BPW International **Extraordinary Virtual (online)** General Assembly held \_\_\_\_\_ **June** 2024

All future resolutions for amendments and approved changes will be voted 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.



# Ratified / signing

Example of final layout

## 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:

International President

Date:

Signed by:

Executive Secretary

Date:

Signed by:

Executive Finance Officer

Date:

Signed by:

1<sup>st</sup> Vice President

Date:

## RATIFIED....

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

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

### 2. Process

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

- BPW International Extraordinary General Assembly held [REDACTED]

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

### 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 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: _____	Signed by: _____
Position: President	Position: Executive Finance Officer
Date: _____	Date: _____
Signed by: _____	Signed by: _____
Position: Executive Secretary	Position: Vice President
Date: _____	Date: _____
Position: Jenny Gulamani-Abdulla	



**\*New sections and/or headings, numbering added\***

# **I. Preliminary Clauses**

Numbered P1 to P3

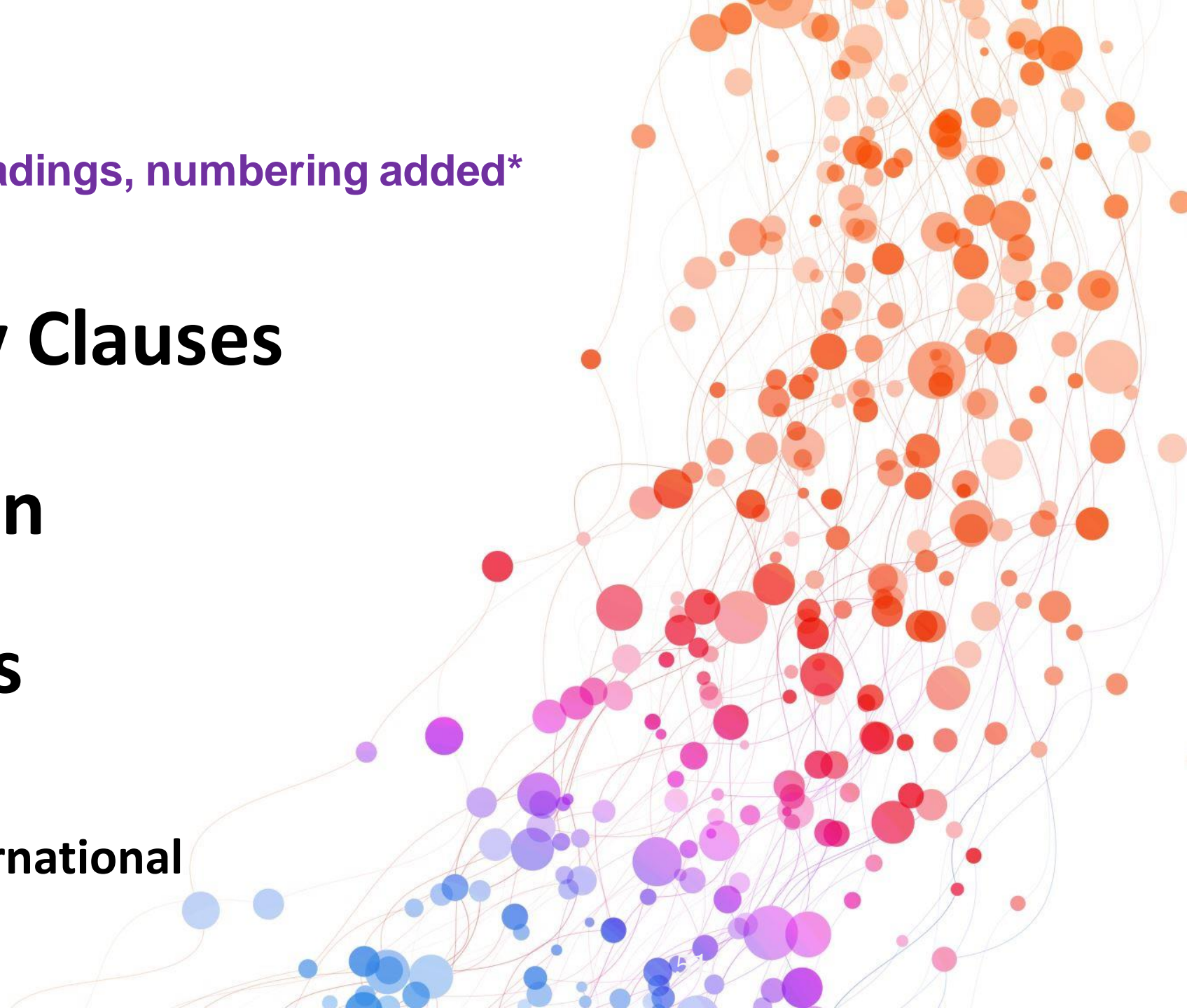
# **II. Constitution**

Numbered C1 to C14

# **III. Regulations**

Numbered R1 to R14

**Appendix 1 – BPW International  
Definitions**





**\*New section or heading added\***

## **I. PRELIMINARY CLAUSES**

*Independent Swiss Legal Firm's explanation/notes:*

*We propose that you introduce the Articles of Association with these few preliminary standards in order to clarify that the draft Articles of Association will be made up of the Constitution part and the Regulations part, to integrate the attached definitions as elements of the draft Articles of Association and to clarify the link between the Articles of Association and the Procedure Manual.*

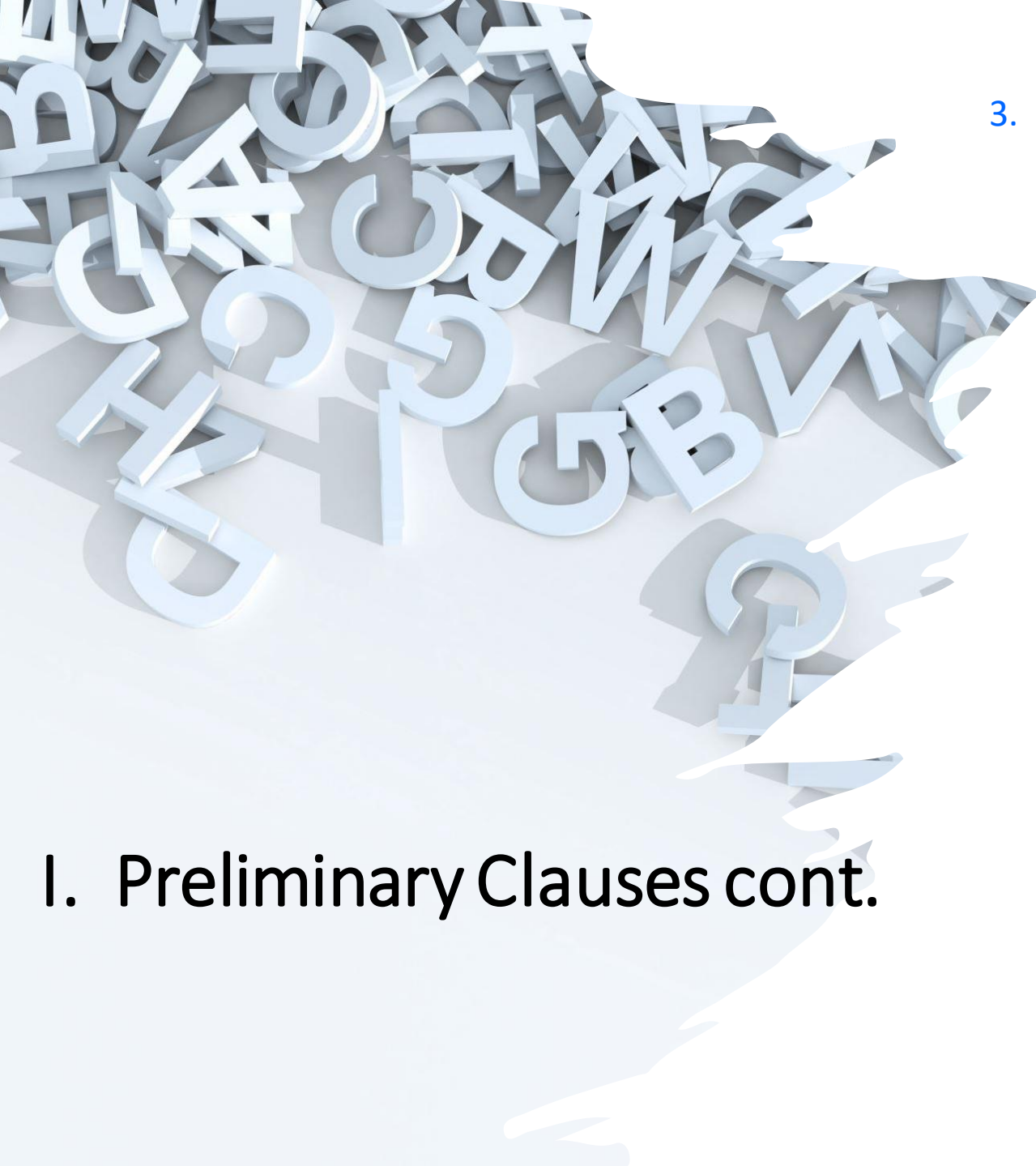
*This will enable the Commercial Registry to understand how the different documents fit together.*











3.

# I. Preliminary Clauses cont.

### 3. Procedure Manual

The Procedure Manual is a supplementary document drawn up by **BPW International** (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.



# *BPW International Constitution and Regulations*

## *Part 1A: Constitution*

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INTERNATIONAL FEDERATION OF  
BUSINESS AND PROFESSIONAL WOMEN  
(IFBPW)

*otherwise called*

**“BPW INTERNATIONAL”**

### **CONSTITUTION AND REGULATIONS**

As adopted at

27<sup>th</sup> CONGRESS, HELSINKI, June 2011

and amended at

28<sup>th</sup> GENERAL ASSEMBLY, JEJU, KOREA MAY 2014

and further amended at

29<sup>th</sup> GENERAL ASSEMBLY, CAIRO, EGYPT OCTOBER 2017

and no changes made at the  
30<sup>th</sup> GENERAL ASSEMBLY, ONLINE MEETING, MARCH 2021

#### **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.*



# Existing Constitution Contents List

---

C1 Title

C2 Type of Organisation

C3 Aims

C4 Structure

C5 Affiliates

C6 Fiscal Year

C7 Dissolution

C8 Amendments





\*New section numbering or heading added\*

## II. CONSTITUTION

*Oxford Dictionary:*

*a body of fundamental principles or established precedents according to which a state or other organization is acknowledged to be governed*



**\*New sections, relocated sections, new headings, numbering added\***

## **II. CONSTITUTION** (increased from C1-C8 to 1- 14)

- |  |   |
|--|---|
| <b>C1. Name and Headquarters</b> (formerly C1: Title)                              | <b>C11. Liabilities</b> (refer R8.5)                                    |
| <b>C2. BPW International (the Association)</b> (formerly C2: Type of Organization) | <b>C12. Membership Fees/Dues</b> (c.f. R8.2)                            |
| <b>C3. Aims</b>  | <b>C13. Members</b> (see C5: Affiliates)                                |
| <b>C4. Structure</b>   | 13.1 Definition   |
| <b>C5. Principles</b> (formerly R24)   | 13.2 Membership (see Procedure Manual 4.2)                              |
| <b>C6. Languages</b> (formerly R7)   | 13.3 Termination of membership (see Procedure Manual 4.4)               |
| <b>C7. BPW International Regions</b> (formerly R7: Regions of BPW International)   | <b>C14. Name and Logos</b> (refer R20)                                  |
| <b>C8. Relationships</b> (formerly R22)  | 14.1 Legal Entity/ Identification of BPW International (formerly R20.1) |
| <b>C9. Means</b> (c.f. R8: Financial Matters)                                      | 14.2 Logos (formerly R20.2)   |
| <b>C10. Resources</b> (c.f. R8: Financial Matters)                                 |   |



# EXISTING AND PROPOSED “NEW, AMENDED OR ~~DELETED~~ TEXT

## C1 Title (existing)

The name of this organization is the INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW), otherwise called "BPW International".

The registered address is Rue de Saint-Jean 26, 1203 Geneva, Switzerland.

### Lawyer's explanation/notes:

We propose that you amend the "title" clause in the Articles of Association, renaming it "name and registered office", adding the legal bases relating to associations and stipulating that the registered office is in Geneva, without specifying an exact address. In the event of a change of address within the Canton, this will avoid the need to update the Articles of Association. Finally, we propose that you mention that the Association is registered with the Registre du Commerce, as it soon will be.

## C1. Name & Headquarters (new)

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.



# EXISTING AND PROPOSED “NEW, AMENDED OR ~~DELETED~~ TEXT

## C2 Type of Organization (existing)

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 members
- Its decision-making bodies are accountable to the members
- Its funds are carefully managed and used to promote and achieve its aims

## C2. BPW International (the Association) (new)

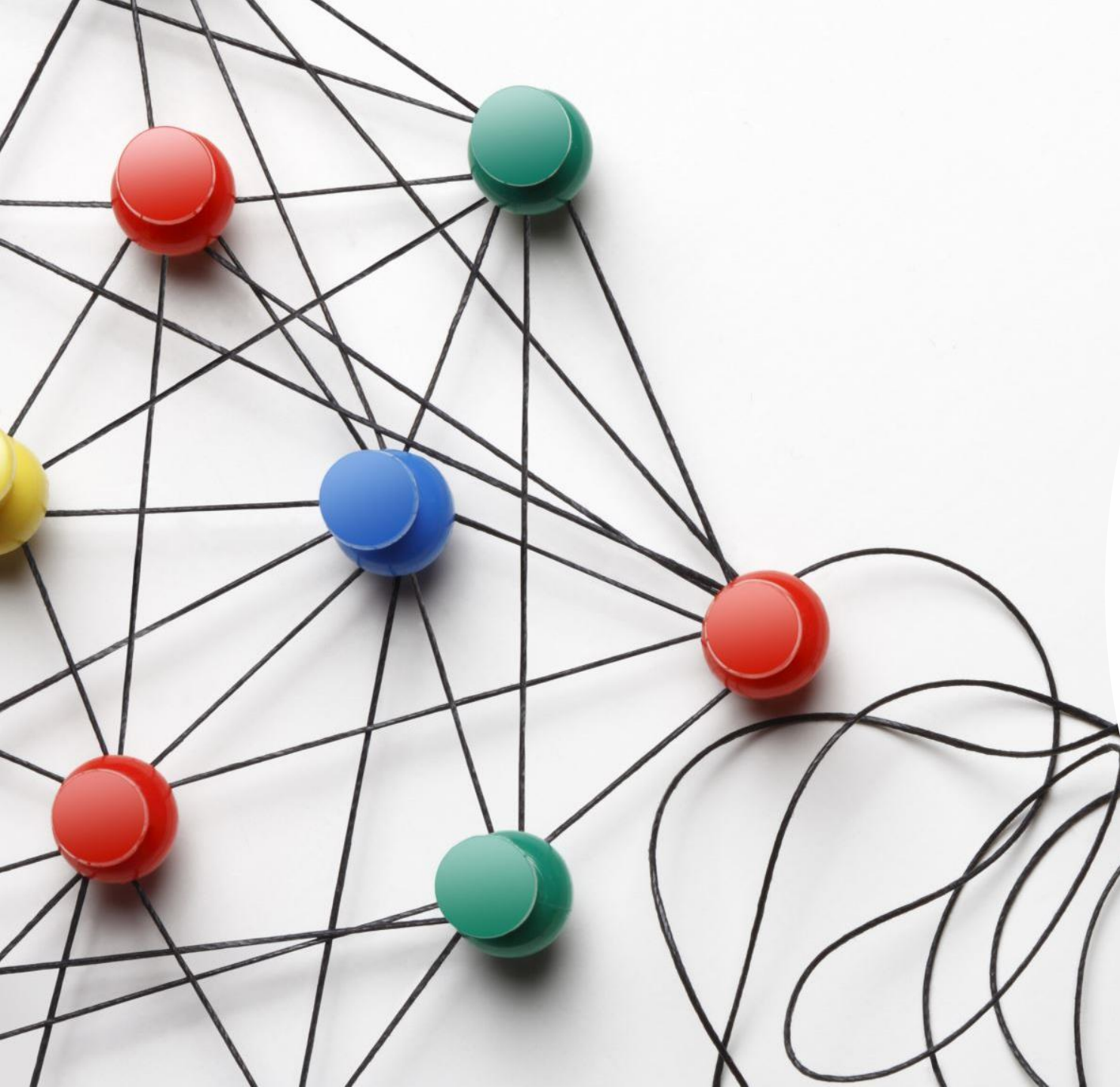
Minor amendment....

- Its procedures are democratic, transparent and inclusive of all ~~⌘~~ Members
- Its decision-making bodies are accountable to the ~~⌘~~ Members

Lawyer's explanation/notes:

The text of clause C2 "type of association" does not seem to give rise to any problems and can be taken as it appears in the Articles of Association. Adjustments have been made to spelling and syntax. The term "Member", which will be defined below, has been capitalised.





## ***NO CHANGE***

No change to existing  
section numbers and  
current text.



# EXISTING RETAINED (NO CHANGE TO SECTION NUMBER OR TEXT)

## C3 Aims (existing)

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

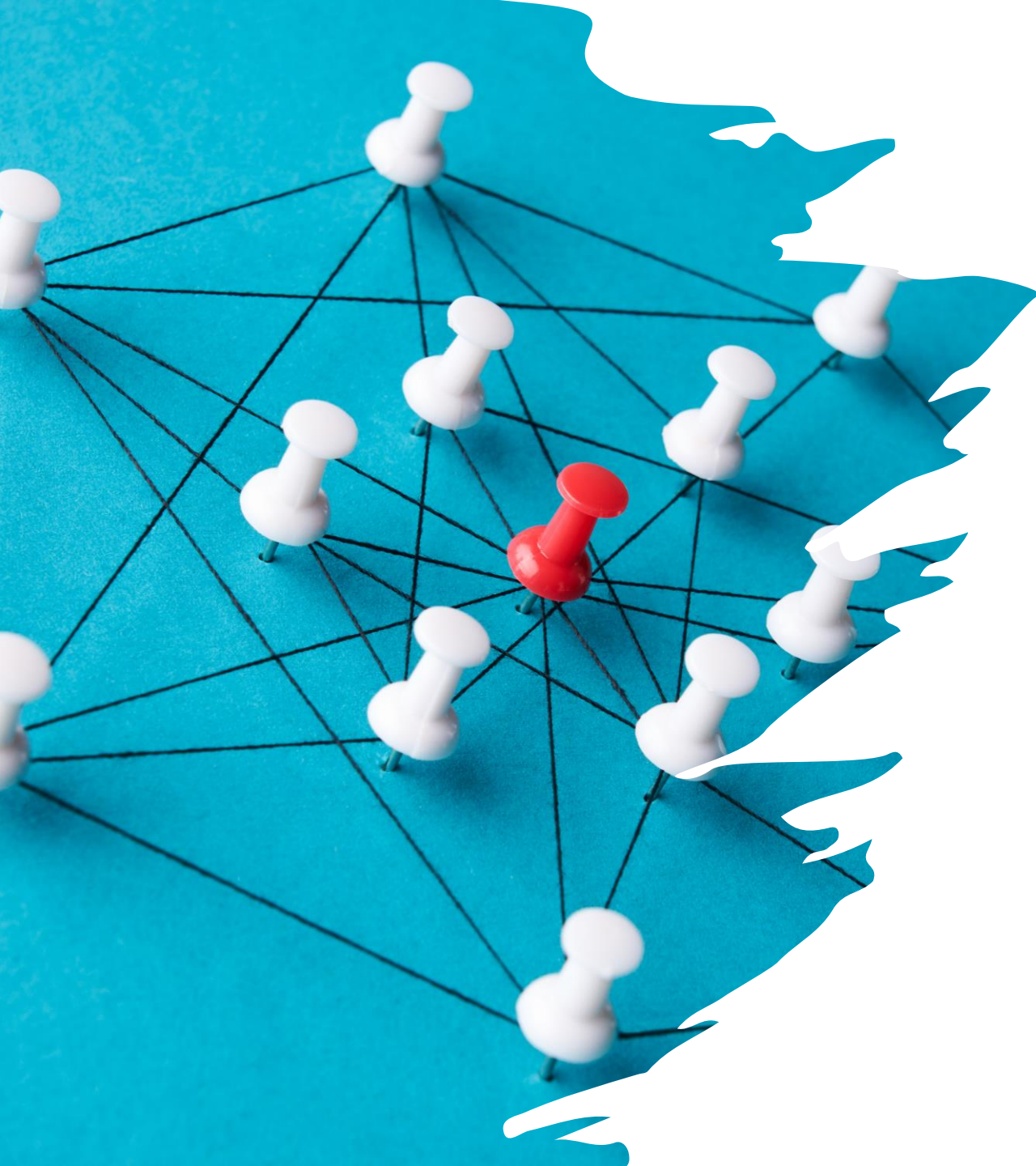
### 3. advocate:

- 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





# Existing Retained (no change to section number or text)

## C4 Structure (existing)

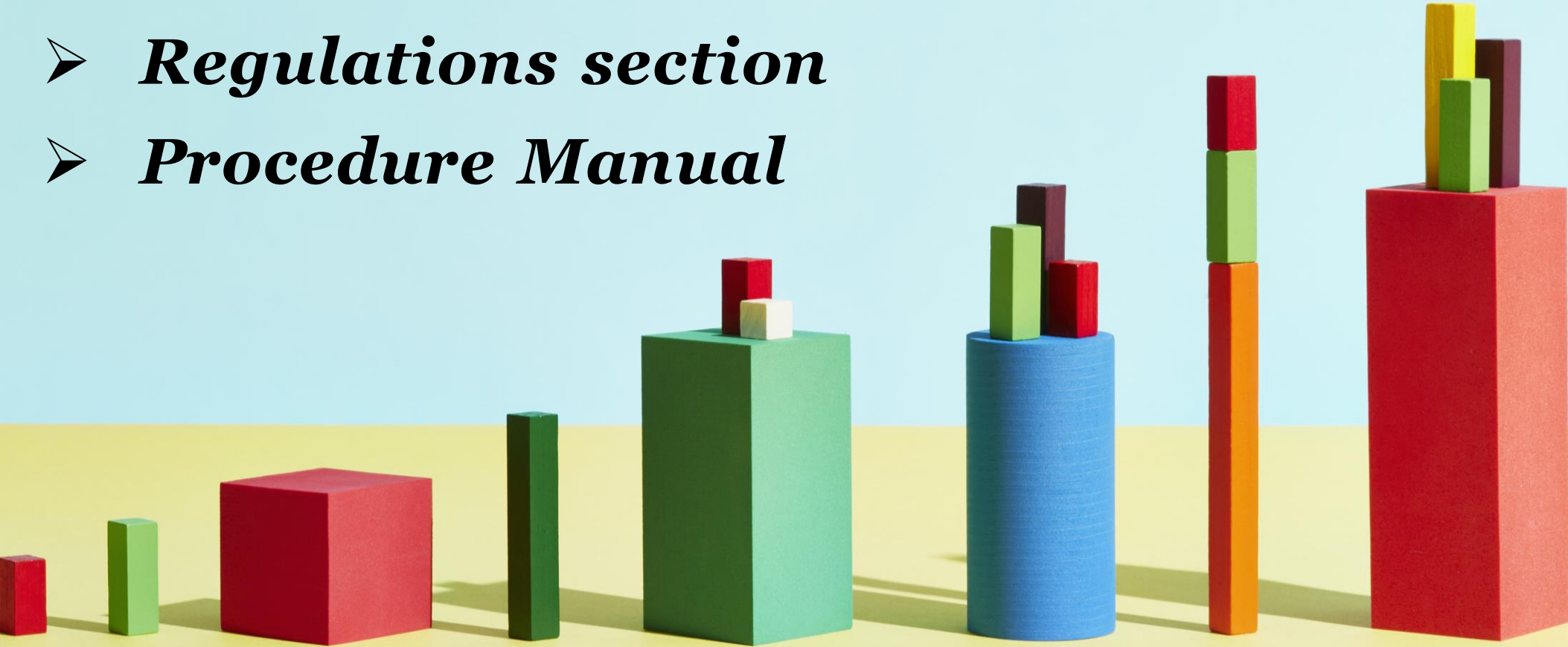
The highest governing body for BPW International is the General Assembly held during the BPW International Congress

- 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



*Following sections have been moved / come from:*

- *Regulations section*
- *Procedure Manual*





\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## R24. Principle (existing)

- R24.1. The Constitution and Regulations are permissive rather than restrictive.
- R24.2. The Executive will decide matters that are not covered by the Constitution, Regulations or Procedure Manual. Executive decisions must be guided by the aims and be consistent with the nature of the Constitution and Regulations and the Procedure Manual.
- R24.3. If there are questions about interpreting the Constitution and Regulations, the English text will be relied upon.

## C5. Principles (moved, formerly R24)

The Constitution and Regulations 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 be decided by the~~ Executive in a manner consistent with the ~~nature of~~ social purpose 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.~~



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## **R6. Languages** (existing)

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

## **C6. Languages** (moved, formerly R6)

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 ~~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 prevail.



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

**R7. Regions of BPW International** (existing)

R7.1. There shall be at least 5 regions including:

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

R7.2. Each region is made up of the Affiliate Federations, Affiliate Clubs, and Individual Affiliate Members from that region.

**C7. BPW International Regions** (renamed & moved, formerly R7)

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 ~~Region~~ is made up of ~~Members that are~~ 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.



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## **R7. Regions of BPW International (ext...cont.)**

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

R7.4. At least 1 regional meeting must be held between BPW International Congresses

## **C7. BPW International Regions (cont.)**

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

~~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 Members from the same Region** must be held between each International Congress



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## R22 Relationships

R22.1. BPW International will work to maintain its status with the United Nations.

R2.2. BPW International may form relationships with other organizations and institutions, which must comply with the Relationships Protocol as set out in the Procedure Manual.

## C8. Relationships (moved, formerly R22)

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.



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## **R8 Financial matters**

R8.1. BPW International resources come from:

- Members' dues
- Friends and Fellows
- Funds received through sponsors, legacies and donations
- Profits from events and sale of BPW merchandise and services
- Private and public subsidies
- Any other resources authorized by the law
- Resources are used to work for BPW International aims and policies, and for administration

## **C9. Means** (comes from R8 Financial Matters)

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 publicizing its social purpose and BPW International (the Association).



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## R8 Financial matters

(as per previous slide)

### C10. Resources (c.f. R8 Financial matters)

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 the Association's assets
- income from events and activities organized by the Association, 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 (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.



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

## **R8.5 Liabilities** (existing)

- 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

## **C11. Liabilities** (refer R8.5) \*New text added\*

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

No Member shall 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~~



\*title, section number, text added, amended, and/or ~~deleted~~ below\*

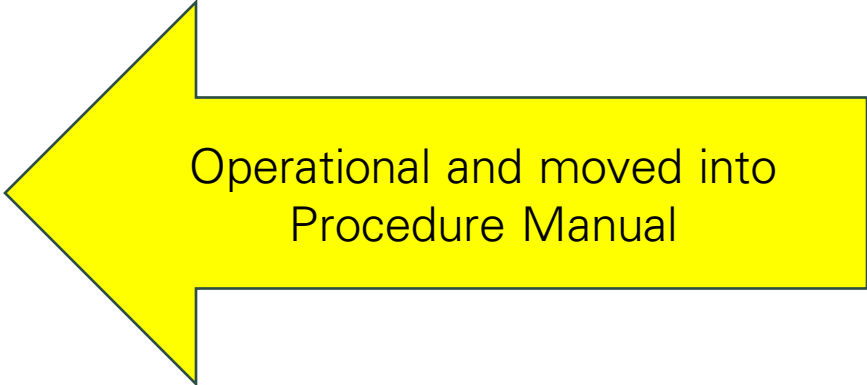
## **R8.2 Dues (existing)**

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
- 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


## **C12. Membership Dues (c.f. R8.2)**

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



Operational and moved into  
Procedure Manual





## Detailed Amendments

### C5 Affiliates

International Federation of Business and Professional Women (IFBPW) otherwise called “BPW International” consists of:

- Affiliate Federations of Business and Professional Women
- Affiliate Clubs of Business and Professional Women
- Individual Affiliate Members (Business and Professional Women)
- The International Board may remove an Affiliate.





## *Lawyer's explanation/notes:*

In order to comply with legal provisions, we invite you to rename the "Affiliates" clause as "Members". This is because an association is necessarily made up of members.

We have grouped together the definitions of the various Members in this clause in order to clarify the distinctions between Members from the outset.

We have also inserted a paragraph on the obligation to keep a list of Members. From 1 January 2023, associations entered in the commercial register must have an up-to-date list of Members. This list must include the name and/or business name and address of the members and must be accessible at all times (art. 61a CC). In addition, the information and supporting documents (including those concerning a member who has been struck off) must be kept for 5 years. *Note the list is to be held by BPW International of its Affiliate Federations, Affiliate Clubs and Individual Members.*

We also propose that you add, directly after the definition of Members, the provisions relating to the joining and leaving of a Member.



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

The Association is composed of the following Members:

## C13 Members

(see C5: Affiliates)

### 13.1 Definition



## 13.1 Definition (continued)

### 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 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.



## 13.1 Definition (continued)

### 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.

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

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.



## 13.1 Definition (continued)

### 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 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).



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 a Member must submit a written application to the BPW International Executive.

## C13 Members

(see C5: Affiliates)

## 13.2 Membership

(see Procedure Manual 4.2)



\*title, section number, text amended, and/or ~~deleted~~ below\*

#### **4.2 Formal Membership applications** (existing in Procedure Manual)

Formal membership applications are subject to vote by the Executive who may approve or reject applications for membership at its discretion and decide on the effective date of admission. A Federation, Club or individual member is not recognised as an Affiliate prior to the official decision of the Executive.

#### **13.2 Membership** (see P.M 4.2, continued)

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 Affiliate to BPW International.

Written applications for membership shall 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 not be recognized as a Member until the formal decision of the Executive. Formal welcoming and the endorsement of the new financial Affiliate Federations and Affiliate Clubs are held at the International Board meeting prior to the opening of the General Assembly.





# C13 Members

(see C5: Affiliates)

## 13.3 Termination of membership

(see Procedure Manual 4.4)



## **P.M 4.4 Removing an Affiliate (existing)**

The International Board of BPW International may, upon giving three (3) months' notice in writing to the Affiliate President, or failing her, the Affiliate Secretary, remove the Membership of BPW International of an Affiliate

### **4.4.1 Reasons for removal**

- that the Affiliate is in arrears of a period of one (1) year
- if a complaint has been made to the Executive of misconduct relating to the affairs of BPW International on the part of that Affiliate or an allegation is made that the Affiliate is acting in a way likely to bring BPW International into disrepute

### **4.4.2 Procedures**

The Executive will give the Affiliate concerned three (3) months' notice upon receipt of such a complaint or allegation to enable that Affiliate to have the right to reply in writing or in person before a decision to remove the membership is made

- An Affiliate has a right of appeal to the General Assembly. Such an appeal must be lodged within three (3) months of the removal decision. Upon the lodging of an appeal, the Affiliate will be re-instated pending the hearing of the appeal at the following General Assembly
- Any member of BPW International including any Federation, Affiliate Club or Individual Affiliate Member will cease to be a member and must cease using the name BPW in its title, immediately upon cessation of membership of BPW International for whatever reason. BPW International is the sole arbiter on the question of who is or who is not deemed a member in whatever form



## C13 Members (see C5: Affiliates)

### 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
  - Affiliate Club to their Affiliate Federation
  - Affiliate Club in countries with no Federations to the International Executive
  - Individual Members to their Affiliate Federations or Affiliate Clubs (or 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 Board, 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 Board,
  - Affiliate Club to their Affiliate Federation or Affiliate Club to International Board
  - Individual Members to their Clubs (or Executive)
  - Past International Presidents
  - Executive Members



## C13 Members (see C5: Affiliates)

### 13.3 Termination of membership (continued)

- 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:
    - misconduct by a Member in relation to the affairs of BPW International,
    - 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.

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





## R20 Name and Logos (existing)

R20.1. 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.

R20.2. Logos



R20.3. 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 (IFBPW) on websites and letterheads at a minimum.

Example: BPW Austria, an affiliate of the International Federation of Business and Professional Women (IFBPW)

R20.4. The logos can be used only by paid-up financial Affiliates of the International Federation of Business and Professional Women (IFBPW) and must not be used for personal benefit or profit.

R20.5. The logos should be used only with the colour black and grey.

R20.6. The logos must not be altered in any way other than to adjust the size proportionally.

R20.7. The modern BPW International Logo must appear at a prominent place. When the BPW affiliate has its own logo, it may appear together with the BPW International logo, however, the modern BPW International logo must appear first.



\*title, section number, text amended, and/or ~~deleted~~ below\*

## **C14. Name and Logos (existing)**

### **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 on websites and letterheads at a minimum.

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



Important feedback by all on the proposed draft amendments to our International Constitution is required by all Members.

*The proposed draft amendments are distributed to the International Board in six (6) languages by 18<sup>th</sup> December 2023.*





# Q&A Session

*note FAQs have been provided  
in separate document*

Questions from the  
audience in the Q&A  
section or raise a hand?







Time for a break, back at ???????





INTERNATIONAL FEDERATION OF  
BUSINESS AND PROFESSIONAL WOMEN

(IFBPW)

*otherwise called*

“BPW INTERNATIONAL”

## CONSTITUTION AND REGULATIONS

As adopted at

27<sup>th</sup> CONGRESS, HELSINKI, June 2011

and amended at

28<sup>th</sup> GENERAL ASSEMBLY, JEJU, KOREA MAY 2014

and further amended at

29<sup>th</sup> GENERAL ASSEMBLY, CAIRO, EGYPT OCTOBER 2017

and no changes made at the

30<sup>th</sup> GENERAL ASSEMBLY, ONLINE MEETING, MARCH 2021

### 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.*

# *BPW International Constitution and Regulations*

## *Part 1B: Regulations*



*Comments,  
edits,  
amendments,  
proposed new  
changes  
identified as:*

**\*New section or heading  
added\***

**\*text amended below\***

**New text added**

~~Text removed~~





### III. REGULATIONS

*Cambridge Dictionary:*

*an official rule or the act of controlling something:*

- *The correct procedure is laid down in the **rules and regulations***



# Existing Regulations – Contents List

R1	International Board	R13	Young BPWs
R2	Executive	R14	Database
R3	Decisions by the International Board and the Executive	R15	Standing Committees
R4	Trustees	R16	Project participants
R5	Affiliates	R17	Resolutions
R6	Languages	R18	Amendments
R7	Regions of BPW International	R19	Dissolution
R8	Financial matters	R20	Name and Logo
R9	Congress	R21	Procedure Manual
R10	General Assembly	R22	Relationships
R11	Voting at General Assembly	R23	President's Office
R12	Voting between General Assemblies	R24	Principle



# Overview of Regulations that have been relocated or moved from this section.

R1	International Board	R13	Young BPWs (relocated under Constitution 13.1)
R2	Executive	R14	Database (relocated under Constitution 13.1)
R3	Decisions by the International Board and the Executive	R15	Standing Committees (relocated under Definitions)
R4	Trustees	R16	Project participants ( <i>proposed relocated under Procedure Manual</i> )
R5	Affiliates (replaced, restructured and new title, Membership, 13)	R17	Resolutions (????)
R6	Languages (relocated Constitution 6)	R18	Amendments
R7	Regions of BPW International (relocated to Constitution 7 and renamed)	R19	Dissolution
R8	Financial matters (renamed/reference under Constitution 9 and 10)	R20	Name and Logo (relocated 14)
R9	Congress	R21	Procedure Manual (relocated under 1. Preliminary Clauses – 3)
R10	General Assembly	R22	Relationships (relocated to 8)
R11	Voting at General Assembly	R23	President's Office ( <i>proposed relocated under Procedure Manual</i> )
R12	Voting between General Assemblies	R24	Principle (named Principles, section 5)



**\*New sections, relocated sections, new headings, numbering added\***

## **III. Regulations** (changed from R1-R24 to 1-14)

### **R1. Organization of BPW International (The Association)**

### **R2. General Assembly** (see Procedure Manual 8)

#### **2.1 General Information**

#### **2.2 General Assembly for the Triennium**

#### **2.3 General Assembly for the Annual Audited Accounts**

#### **2.4 Extraordinary General Assembly**

### **R3. General Assembly – International Congress**

#### **3.1 International Congress** (see R9; Congress, Procedure Manual 4)

#### **3.2 Timeframes for Congress / General Assembly** (see Procedure Manual 8.1 Call to Congress)

#### **3.3 Meeting Mode**

#### **3.4 Proposals for Items on the Agenda** (c.f. Procedure Manual 8.2)

#### **3.5 Powers**

#### **3.6 Voting at the General Assembly** (see Procedure Manual 8.7)

#### **3.7 Quorum** (see Procedure Manual 8.8)

#### **3.8 Decisions**

#### **3.9 Minutes**



**\*New sections, relocated sections, new headings, numbering added\***

## **III. Regulations** (continued)

### **R4. Conflicts of Interest**

### **R5. President**

### **R6. International Board**

#### **6.1 Competence**

#### **6.2 Composition**

#### **6.3 Appointment of Representatives**

#### **6.4 President**

#### **6.5 Meetings**

#### **6.6 Decisions and voting by the International Board**

### **R7. Functions and Responsibilities**

#### **7.1 Powers** (see Procedure Manual 2.2)

#### **7.2 Composition** (see R2.1 and Procedure Manual 2)

#### **7.3 Nomination** (see R2.2. and Procedure Manual 2)

#### **7.4 Term of Office** (see R2.3)

#### **7.5 Removal from office and resignation**

#### **7.6 President**

#### **7.7 Delegation**

#### **7.8 Power of representation**

#### **7.9 Meetings** (see R2.4 and Procedure Manual 2.2.1)

#### **7.10 Decision-making - Executive**



**\*New sections, relocated sections, new headings, numbering added\***

## III. Regulations (continued)

- R8. Accounting** (see C6: "Fiscal Year")
- R9. President** (see R3.1)
- R10. Dissolution** (see R19)
- R11. Liability**
- R12. Trustees** (see R4 and Procedure Manual 3.0)
- R13. Amendments** (c.f. C8)
- R14. Entry into Force**







## *R1. Organization of BPW International (the Association) (new)*

---

The bodies of BPW International are:

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

Lawyer's explanation/notes:

The General Assembly and the Executive Board are the bodies that correspond to the mandatory bodies of associations under Swiss law. External auditors are only compulsory if the conditions of Article 69b of the Swiss Civil Code (CC) are met. This does not appear to be the case for BPW International.





## R2. *General Assembly*

*(new, see Procedure Manual 8)*

### 2.1 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.





# International Congress Structure

- The International Congress is to meet five functions:



**Pre-General  
Assembly  
International  
Board Meeting**



**General Assembly  
for the business of  
the Federation**



**Post General  
Assembly  
International  
Board Meeting**



**The five (5)  
Regional meetings**



**Members  
education /  
empowerment  
through:**

Plenary sessions  
Keynote speakers  
Awards Dinner



## R2 General Assembly (continued)

### 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 General Assembly for the Annual Audited Accounts – (mandatory clause) **note under review if can be approved by vote online by International Board....**

An annual/yearly General Assembly will be 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.

The budget is approved at each General Assembly and its management by the Executive Board and presented annually.



## R2 General Assembly (continued)

### 2.4 Extraordinary General Assembly – mandatory clause

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*



XXXI BPW INTERNATIONAL CONGRESS  
XXXI CONGRESO INTERNACIONAL BPW



New Actions through Cooperation  
Nuevas Acciones de Cooperación



## R3 GENERAL ASSEMBLY – INTERNATIONAL CONGRESS (CONTINUED)

### 7.0 Congress [R9] (existing Procedure Manual)

A BPW International Congress, where the General Assembly is convened, is held every triennium at a time and a place to be decided by the Executive.  
[R9]

#### 7.1 Bids to host an International Congress [R9.1]

The Executive calls for bids for hosting Congress. Any Affiliate Federation or Affiliate Club wishing to host a Congress should send an official Congress bid to the Presidential Office of BPW International five (5) years before they plan to host the Congress. A specification of requirements will be given to Affiliates who indicate they intend to bid to host a Congress.

### 3.1 International Congress (see R9 and Procedure Manual)

The date and venue of the International Congress shall be determined by the Executive.

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

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

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



## R3 GENERAL ASSEMBLY – INTERNATIONAL CONGRESS (CONTINUED)

### 3.1 International Congress (revised)

- 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.

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. To permit change in event and schedules, this is to be coordinated within six months (OR 8 WEEKS AS PER THE 1/5<sup>TH</sup> EXTRAORDINARY VIRTUAL GA) 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.

#### 7.0 Congress [R9] (existing cont.)

The Congress rotates among the regions. The BPW International Congress should visit at least four (4) of the five (5) regions within a five (5) congress (fifteen (15) year) cycle. BPW International Congress should not be held in the same BPW region within a seven (7) year period.



## R3 GENERAL ASSEMBLY – INTERNATIONAL CONGRESS (CONTINUED)

### 8.1 Call to Congress (existing Procedure Manual)

The Call to Congress is prepared by the President and the Executive Secretary and circulated to the International Board eight (8) months before Congress. Any documentation for the business of the General Assembly must be made accessible to the general membership on the BPW International website.

### 3.2 Timeframes for Congress/General Assembly (see Procedure Manual 8.1 Call to Congress)

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.





## R3 General Assembly – International Congress (continued)

### 3.2 Timeframes for Congress/General Assembly (cont.)

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

The Call to the International Congress shall 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 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 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.



## R3 General Assembly – International Congress (continued)

### 3.2 Timeframes for Congress/General Assembly (cont.)

#### 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.





## R3 General Assembly – International Congress (continued)

### 3.3 Meeting mode

The General Assembly for the International Congress is held, for all of the Members/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 (comes from 8.2 Procedure Manual)

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.

### 8.0 General Assembly [R10] existing

#### 8.2 Submissions of nominations, resolutions and amendments for attention at the General Assembly (existing Procedure Manual)

- they must be received at the BPW International official address at least six (6) months prior to the first day of the General Assembly at which they are to be presented, either by electronic means or mailed in an envelope postmarked before midnight according to GMT on the due date



## R3 General Assembly – International Congress (continued)

### 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.





## R11 VOTING AT THE GENERAL ASSEMBLY

Existing Regulations and see

Procedure Manual 8.7

To be eligible to vote in the election at the General Assembly, the Affiliates must have paid their dues for the year of the Congress and any outstanding prior years' dues and / or penalties by the start of the General Assembly.

R11.1. Only delegates from Affiliates which are up to date with their dues (and any penalties) can vote at the General Assembly.

R11.2. Delegates of Affiliate Federations attending General Assembly

Each Affiliate Federation attending the General Assembly is entitled to vote.

The number of voting delegates is:

- 500 or fewer members 3
- 501 to 1,000 members 4
- 1,001 to 2,000 members 5
- 2,001 to 3,000 members 6

and 1 additional delegate for every extra 1 to 3,000 members to a maximum of 15 delegates

Each Federation is entitled to an equal number of alternate delegates.

R11.3. Delegates of Affiliate Clubs attending General Assembly

Each country with 1 or more Affiliate Clubs attending the General Assembly is entitled to 1 voting delegate and 1 alternate delegate. The 1 vote must be shared by the Affiliate Clubs.

R11.4. Other delegates attending General Assembly

- Members of the Executive are entitled to 1 vote and may vote only in that capacity
- Past Presidents and Standing Committee Chairpersons are entitled to 1 vote and may vote only in one capacity



## R3 General Assembly – International Congress (continued)

### 3.6 Voting at the General Assembly (see Procedure Manual 8.7)

#### 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. The levels 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) or more Affiliate Clubs has a single Delegate and an Alternate Delegate. The single Delegate's vote is shared between the Affiliate Clubs in the same country.



## R3 General Assembly – International Congress (continued)

### 3.6 Voting at the General Assembly (continued)

#### iv. Other participants at the General Assembly

- Executive Members each have one vote and are entitled to vote in that capacity only.
- Past Presidents are entitled to vote solely in their capacity as Past Presidents
- Chairs of Standing Committees each have one vote and are entitled to vote solely in their Chairs of Standing Committees.
- For further information, please refer to the Procedure Manual.





## R3 General Assembly – International Congress (continued)

### 8.8 Quorum (existing in Procedure Manual)

A vote of the General Assembly is not valid unless a quorum of votes is cast. The quorum is one-third [1/3] of the voting representation at the General Assembly. The quorum is based on the vote count of all delegates present and eligible to vote.

### 3.7 Quorum (see Procedure Manual 8.8)

A vote of the General Assembly is valid only if a quorum of one-quarter (1/3) 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.



## R3 General Assembly – International Congress (continued)

### R17 Resolutions (existing)

#### R17. Resolutions

- R17.1. A resolution requires a majority vote for adoption by the General Assembly.
- R17.2. Resolutions may be submitted by Affiliates, members of the Executive, Standing Committee Chairpersons and Past Presidents.
- R17.3 Resolutions, including urgent resolutions, must comply with the Guidelines as set out in the Procedure Manual.

Is this section regarding resolutions to be retained, **No in next section.**





## R3 General Assembly – International Congress (continued)

### 3.8 Decisions (new)

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 proposal on the agenda for either:

- Internal and Operational Matters
- External and Advocacy Matters

Motions can be received from the floor from a mover/seconded and requires 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”

Reports 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.



## R3 General Assembly – International Congress (continued)

### 3.8 Decisions (continued)

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 be equivalent to a Resolution of the General Assembly.

The written proposal of the Executive or the International Board is sent by e-mail 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.

### 3.9 Minutes and Proceedings (new)

- 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



## R3 General Assembly (continued)

### 3.9 Minutes and Proceedings (new)

- ii. The Congress Proceedings and Minutes of the General Assembly and the International Congress shall 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 are completed and forward to the International Board.

BPW INTERNATIONAL



THE XXVII  
BPW INTERNATIONAL CONGRESS  
HELSINKI FINLAND 17-21 JUNE 2011

### PROCEEDINGS

of the

### TWENTY-SEVENTH INTERNATIONAL CONGRESS

on the theme

**"POWER TO MAKE A DIFFERENCE"**

Finlandia Hall  
Helsinki  
Finland

Official Address  
BPW International  
Rue de Saint-Jean 26  
1203 Geneva, Switzerland

Tel: +1 631 422-7849 Fax: +1 631 792-1192  
e-mail: [Presidents.office@bpw-international.org](mailto:Presidents.office@bpw-international.org)  
[www.bpw-international.org](http://www.bpw-international.org)



# BPW INTERNATIONAL PROCEEDINGS

of the

## TWENTY-EIGHTH INTERNATIONAL CONGRESS

on the theme

### EMPOWERED WOMEN LEADING BUSINESS

International Convention Centre Jeju  
Jeju Province, Republic of Korea (South Korea)

23-27 May, 2014



Official Address  
International Federation of Business &  
Professional Women

Rue de Saint-Jean 26, 1203 Geneva, Switzerland

presidents.office@bpw-international.org

www.bpw-international.org



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## **4 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.





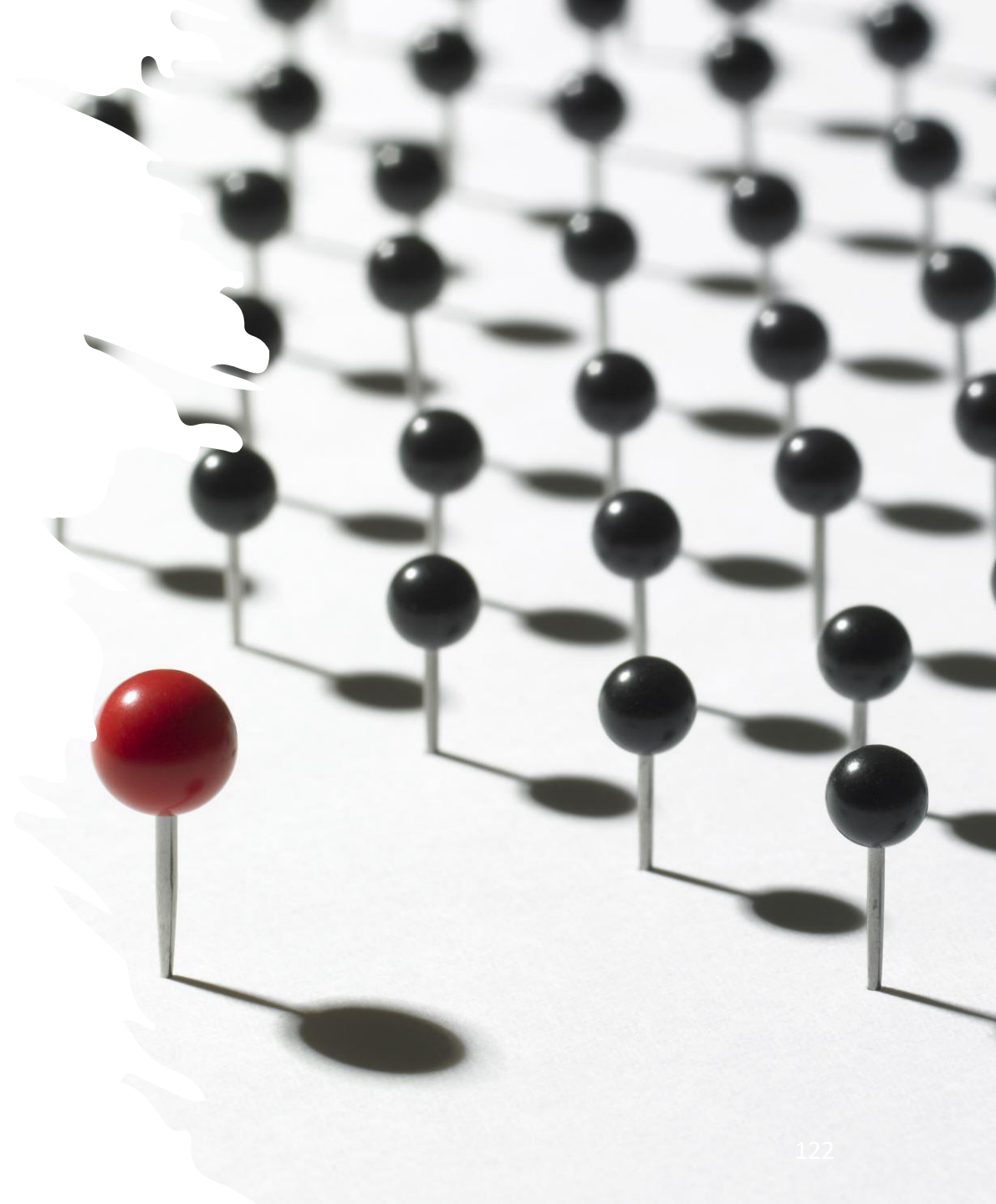
**\*New section and heading added\***

## **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 committees.







## 6. *International Board* (new, see Procedure Manual 8)

---





## **1.4 ROLE AND FUNCTION OF THE INTERNATIONAL BOARD [R3]**

(existing  
Procedure  
Manual)

Examples of serious decisions that the International Board may be called to vote on:

- approving unbudgeted expenses;
- approving any permitted or emergency expenditure of the protected Battersea Fund;
- changing or overturning a resolution of the General Assembly (see Page 28);
- removing an Affiliate that has not paid its dues to BPW International;
- removing an Affiliate that has behaved in a way likely to damage the reputation of BPW International;
- removing a member of the Executive or a Standing Committee Chairperson;
- removing a Trustee.

These decisions require a quorum to be reached and a simple majority vote to pass. Any decisions of the International Board made electronically during the triennium or at the pre-General Assembly International Board meeting are reported to the next General Assembly.



## R6 International Board (original R3)

### 6.1 Competence (see Procedure Manual 1.4)

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 by the Executive.

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



## **INTERNATIONAL BOARD [R1.1 AND 1.2]**

(existing Regulations and  
Procedure Manual)

### **1.2 Members of the International Board** (existing from Procedure Manual)

- Members of the BPW International Executive
- Past Presidents of BPW International
- Affiliate Federations, who qualify for a vote, represented by their President or appointed representative
- Affiliate Clubs, that qualify for a vote, represented by their President if an Affiliate Club is the only club in the country
  - o Otherwise, Affiliate Clubs in the same country are represented by one (1) appointed representative
- Chairpersons of BPW International Standing Committees
  - o Ad Hoc Committee Chairpersons do not serve on the International Board and hold no vote



**\*TITLE, SECTION NUMBER, TEXT ADDED, AMENDED, AND/OR ~~DELETED~~ BELOW\***

**R1 International Board** (existing)

R1.1. The International Board Membership consists of:

- Members of the International Executive
- BPW International Past Presidents
- Affiliate Federations, that qualify for a vote, represented by two (2) appointed representatives
- Affiliate Clubs, that qualify for a vote, represented by 1 (one) appointed representative per country
- BPW International Standing Committees Chairpersons.

**6.2 Composition** (see R1.1, Procedure Manual 1.2)

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

- Members of the Executive.
- Past Presidents of BPW International.
- Delegates of Affiliate Federations, that qualify for a vote, represented by two (2) appointed representatives
- Delegate of Affiliate Clubs (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.



## R6 International Board (continue)

### R1 International Board (existing)

R1.2. Affiliate representatives are nominated by their Affiliate.

### 6.3 Nomination / Representatives (new)

Each Affiliate Federation may appoint two (2) Representatives to the International Board.

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

Affiliate Clubs from the same country share their Representative.



## R6 International Board (continue)

### 2.1 The leadership role of the President (existing Procedure Manual)

The President is the principal officer of BPW International, the Executive and the International Board. She presides at the meetings of the General Assembly and the International Board.

### 6.4 International President (c.f. Procedure Manual 2.1)

The International President chairs meetings of the International Board.



## R6 International Board (continue)

### R1 International Board (existing)

#### R1.3. Meetings of the International Board

- Meetings of the International Board will be held immediately before and after the General Assembly
- Special Meetings of the International Board may be called by the President and must be called by her on the written request of one-third [1/3] of the International Board.
- Decisions can be made between meetings by an electronic vote

### 6.5 Meetings (c.f. R1.3)

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

**Extraordinary meetings** of the International Board may be **convened** by the President **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 constitute a quorum at a meeting of the International Board.**



## 6 International Board (continue)

### R3 Decisions by the International Board and the Executive (existing)

#### R3.4. International Board decisions between meetings

- The International Board votes on serious matters referred to it by the Executive.
- The International Board may review and change or overturn a resolution of the General Assembly only in the following circumstances:
  - o serious matters
  - o when circumstances on which the General Assembly based their decision have substantially changed
- Decisions of the International Board must be reported to the next General Assembly



## R6 International Board (continue)

### 6.6 Decisions and voting by the International Board (see R3.4)

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

Each Affiliate Federation ~~Representative has one vote~~ has two (2) votes, with each representative having one vote only. If one Representative is unable to attend their vote is void. The vote of each Representative is suspended if the Affiliate Federation concerned is not up to date with its membership fees (or any other penalty).

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

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 ~~reported~~ presented to the next General Assembly for ratification.



# **R7. FUNCTIONS AND RESPONSIBILITIES**

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(EXTRACTS HAVE BEEN CARRIED OVER FROM THE EXISTING PROCEDURE MANUAL AND ORIGINAL REGULATIONS)





For information

## 2.2 The duties of the Executive (existing Procedure Manual)

At the start of the triennium, the Executive agrees on:

- the priorities and the plan of action for the triennium in line with the theme and goals proposed by the President
- Maintain a cloud-based digital platform for the work and storage of the BPW International documents and official records which the Executive can securely access from various locations
- Select digital archive platform that configures for content management, continuity and organizational memory, then designate responsible person(s) to gradually develop digital archive and arrange information to be backed up according to data management good practice to mitigate the risks of data loss
- Priority should be given to the content management for the organizational memory, allowing adequate time and support for the preparation and handover processes of the Executive. A maximum of three (3) months should be allocated for the work on this archive at the end of each triennium
- the appointment of all (non-elected) Chairpersons and members of Committees
- the arrangements for delivery of member services to Affiliates, Friends and Fellows
- the arrangements for the President's Office
- the venue of the triennial Congress from the documented bids received and presented at the General Assembly



## 2.2 The duties of the Executive (existing Procedure Manual continued)

The Executive appoints an Assistant Executive Secretary, and may employ staff or appoint volunteers to perform administration duties on behalf of BPW International.

Each Member of the Executive chairs the Committees that operate within her area of responsibility and liaises with Committees and Taskforces that relate to her portfolio:

- Vice President Membership – chairs the Membership Standing Committee and liaises with the Mentoring, Friends and Twinning Taskforces
- Vice President United Nations – chairs the UN Status of Women Standing Committee and the UN Representatives Team and liaises with the Projects Standing Committee



For information

- Executive Secretary is ex officio on the Resolutions Ad Hoc Committee and the Constitutional Advisory Ad Hoc Committee and liaises with the History and Archives Taskforces
- Executive Finance Officer – chairs the Financial Management Team and liaises with the Fundraising Taskforce and oversees the financial aspects of the Congress
- Young BPW Representative chairs the Young BPW Standing Committee
- Regional Coordinators lead their regional committees [refer to Regions Page 15-18]

Members of the Executive may submit resolutions and amendments to the Constitution and Regulations for consideration by the General Assembly. These may be submitted by the Executive as a whole or individually.



## R7. Functions and Responsibilities (continued)

### 7.1 Powers (c.f. Procedure Manual 2.2)

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 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 and administrative matters.



## R7. Functions and Responsibilities (continued)

### 7.1 Powers (continued)

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 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.



## R7. Functions and Responsibilities (continued)

### R2 Executive (existing)

R2.1. The members of the Executive are the officers of BPW International:

- President
- Vice President – Membership
- Vice President – United Nations
- Executive Secretary
- Executive Finance Officer
- Young BPW Representative
- A Regional Co-ordinator from each region
- Immediate Past President for the first 12 months of the term of the Executive

EXISTING, TO BE REPLACED



## R7. Functions and Responsibilities (continued)

### 7.2 Composition (see R2.1 and P.M. 2)

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.



## R7. Functions and Responsibilities (continued)

### R2.2 Election (existing)

Members of the Executive are elected by secret ballot at the General Assembly.

- Only Affiliates which are up to date with their dues (and any penalties) can nominate candidates for office
- Candidates are nominated prior to Congress, but may be nominated at the General Assembly if there is no candidate for the position
- Candidates for President must have been a member of any prior Executive or President of an Affiliate Federation
- The Vice President with the most votes is the First Vice President. A candidate for President who is not elected may become a candidate for Vice President - Membership or Vice President - United Nations if she has not previously served as that Vice President

### 7.3 Election (see R2.2 and Procedure Manual 2)

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 have the power to appoint a successor until the next General Assembly.



## R7. Functions and Responsibilities (continued)

### R2.3 Term of Executive (existing)

- Members of the Executive may hold the same role for only 1 term, except the Executive Secretary, the Executive Finance Officer and the Regional Coordinators who may lawyers be nominated and stand for 2 consecutive terms
- The Executive may fill a vacancy until the next General Assembly

### 7.4 Term of Office (new, see R2.3)

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).



## R7. Functions and Responsibilities (continued)

### 7.5 Removal from office and resignation

#### 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.



## R7. Functions and Responsibilities (continued)

### 2.1 The leadership role of the President (existing)

The President is the principal officer of BPW International, the Executive and the International Board.

She presides at the meetings of the General Assembly and the International Board.

### 7.6 International President (see Procedure Manual 2.1)

The International President chairs meetings of the Executive.

### 7.7 Delegation (see Procedure Manual 2.1)

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.



## R7. Functions and Responsibilities (continued)

### 7.8 Power of Representation (new)

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

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

Lawyer's explanation/notes:  
With the proposed wording, the method of representation may be freely decided by the Executive, which may grant collective or individual signing powers to third parties.

Alternatively, the Articles of Association may also explicitly designate the positions authorised to represent the Association (e.g. the President and Vice-President), or the methods of representation (e.g. only collective signatures of two persons).



## R7. Functions and Responsibilities (continued)

### R2.4 Meetings of the Executive (existing)

- Meetings of the Executive will be held at least once each year during the term.
- A meeting must be held if requested by 3 or more members of the Executive
- A quorum of the Executive is 6
- The President as the Chair of the Executive has a casting vote when a vote is tied. In her absence the First Vice President is the Chair
- Decisions can also be made between meetings by an electronic vote





## R7. Functions and Responsibilities (continued)

### 7.9 Executive Meetings (see R2.4 and Procedure Manual 2.2.1)

The Executive shall 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 be held within fourteen (14) days of the request.

The quorum of the Executive to hold a meeting shall 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 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.





## R3. Decisions by the International Board and the Executive (existing)

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### **R3 Decisions by the International Board and the Executive** (existing)

- R3.1. The President is the principal officer of the organisation and has the leadership and management role including:
- chairing meetings of the General Assembly, the International Board and the Executive
  - chairing the International Congress Planning Committee during her term
  - formalising appointments
  - fostering external relationships with other international organizations and leaders
  - oversight and accountability for all planning, operational and outreach activities
- R3.2. The President is an ex officio member of all committees.

- R3.3. The Executive has collective responsibility for operational and management matters
- Members of the Executive may sign documents on behalf of BPW International with the approval of the Executive, as set out in the Procedure Manual
  - With the approval of the International Board, the Executive may remove a member of the Executive, who may appeal against being removed, as set out in the Procedure Manual
  - The Executive may remove a Chairperson or member appointed to a committee, who may appeal against being removed, as set out in the Procedure Manual
  - On behalf of BPW International, the Executive may employ staff and appoint volunteers to perform administration duties



## R7. FUNCTIONS AND RESPONSIBILITIES (CONTINUED)

### R3 Decisions by the International Board and the Executive (existing) continued

#### R3.4. International Board decisions between meetings

- The International Board votes on serious matters referred to it by the Executive.
- The International Board may review and change or overturn a resolution of the General Assembly only in the following circumstances:
  - o serious matters
  - o when circumstances on which the General Assembly based their decision have substantially changed
- Decisions of the International Board must be reported to the next General Assembly

### 7.10 Decision-making – Executive (see R2.4 Procedure Manual 2.1)

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

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





**C6 Fiscal Year** (existing)

The fiscal year is from the 1st January to the 31st December.

*R8. Accounting (see C6:  
“Fiscal Year”, new)*

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

An accounting year begins on 1 January and ends on 31 December.



**\*TITLE, SECTION NUMBER, TEXT ADDED, AMENDED, AND/OR ~~DELETED~~ BELOW\***

### **R3. Decisions by the International Board and the Executive (existing)**

R3.1. The President is the principal officer of the organisation and has the leadership and management role including:

- chairing meetings of the General Assembly, the International Board and the Executive
- chairing the International Congress Planning Committee during her term
- formalising appointments
- fostering external relationships with other international organizations and leaders
- oversight and accountability for all planning, operational and outreach activities



**\*TITLE, SECTION NUMBER, TEXT ADDED, AMENDED, AND/OR ~~DELETED~~ BELOW\***

**R9. International President** (see R3.1)

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.

She is also the ex officio of all:

- Standing Committees
- Regional Committees and Sub-Regional 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.



**\*TITLE, SECTION NUMBER, TEXT ADDED, AMENDED, AND/OR ~~DELETED~~ BELOW\***

## **R19. Dissolution (existing)**

- R19.1. The dissolution of BPW International requires a two-thirds [2/3] vote of the General Assembly. The dissolution must comply with the policy as set out in the Procedure Manual and with Articles 60 and seq. of the Swiss Civil Code.
- R19.2. If BPW International is dissolved, its assets will be given to one or more non-profit organizations with similar goals. Any other use or distribution of its assets is strictly prohibited.

## **R10. Dissolution (see R19)**

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 (new)

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 (see R4 and Procedure Manual 3.0)

### R4. Trustees (existing)

- R4.1. In the event that BPW International acquires property, 3 Trustees will be appointed where required by law.
- R4.2. They will be nominated by the Executive, elected by vote of the International Board and formally appointed by the President.
- R4.3. Trustees will hold property on behalf of BPW International. Trustees can make a decision to sell property following a recommendation from the Financial Management Team and the International Board.
- R4.4. Trustees will hold office until:
- death
  - resignation
  - removal by the International Board
- R4.5. Trustees who follow correct BPW International processes as set out in the Procedure Manual will be indemnified by BPW International.

### R12. Trustees (see R4 and Procedure Manual 3.0)

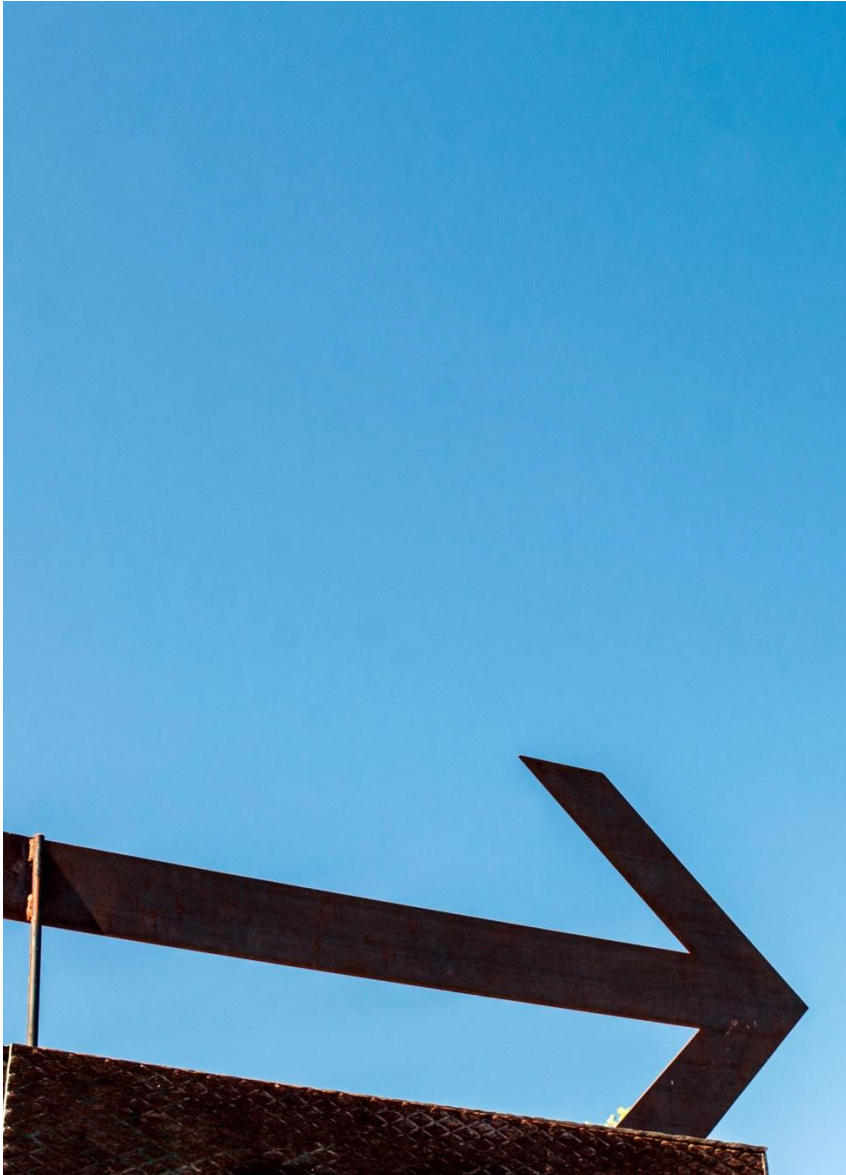
In the event that BPW International ([the Association](#)) acquires property, [three \(3\)](#) Trustees will be appointed where required by law.

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 (c.f. C8)

### **C8: Amendments** (existing)

The Constitution can be amended only at a General Assembly.



## 13. Amendments (c.f. C8)

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 and adopted at the General Assembly.





## 14. ENTRY INTO FORCE



The new Constitution and Regulations (Statutes) shall be amended as proposed and circulated by the Executive to the International Board, by email, for voting at the Extraordinary Virtual General Meeting to be held within ~~twenty (20) days~~ six (6) months following receipt of the proposal and draft proposed amendments 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 Extraordinary Virtual General Assembly held on \_\_\_\_ (day) \_\_\_\_ (month) 2024 and came into force 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 \_\_\_\_\_

\_\_\_\_\_

(\_\_\_\_) (\_\_\_\_)

## 14. ENTRY INTO FORCE (mandatory clause)





# Q&A *Session*

Questions from the audience in the Q&A section or raise a hand?

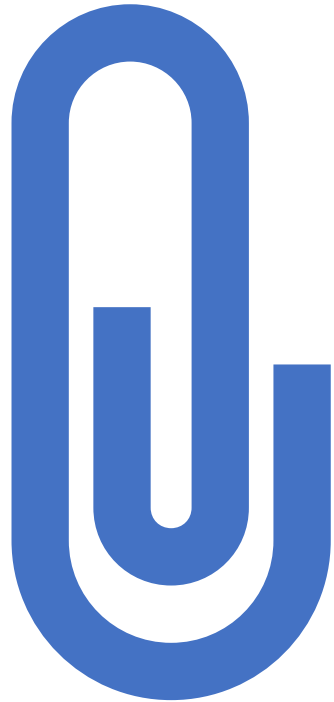






Time for a break, back at ???????





# ANNEXES:

## **APPENDIX 1:** **BPW INTERNATIONAL** **DEFINITIONS**

*For clarity new text is shown in blue in this  
updated PowerPoint presentation*



<b>PROPOSED AMENDMENT 63: ANNEXES</b>	
Title of Proposed Amendment	<b>APPENDIX 1: BPW INTERNATIONAL DEFINITIONS</b>
Financial Impact	None
Existing wording (& <i>format as shown in existing document</i> )	Existing / Proposed New / Or Relocated Wording
<u>Amendment</u> A proposed change to the words of the Constitution or the Regulations.	<b><u>Amendment:</u></b> 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.
<u>Past Presidents</u> Past Presidents are Past Presidents of BPW International	<b><u>Past International Presidents:</u></b> 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.
<u>BPW International General Assembly</u> The highest governing body of BPW International, whose decision-making sessions include financial and other reports, elections, resolutions, constitutional amendments, and any other matters of BPW International business.	<b><u>General Assembly:</u></b> 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 reports, Resolutions and Statutory Amendments, elect the members of the Executive, and debate any other matters.



	<b><u>Association/BPW International</u></b> : The Association is an association under Swiss law called THE INTERNATIONAL FEDERATION OF BUSINESS AND PROFESSIONAL WOMEN (IFBPW or “ <b>BPW International</b> ”), founded in 1930, whose objective is to unite Business and Professional Women, of all professions and worldwide.
	<b><u>Office of the International President</u></b> : 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.
	<b><u>Club</u></b> : A Club is defined as an Affiliate Club of Business and Professional Women and is an active Member of BPW International.
	<b><u>Adhoc Congress Committees</u></b> : (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.
	<b><u>Standing Committees</u></b> : The Standing Committees of BPW International (the Association) are composed of four (4) to six (6) Members, in addition to their Chair. Refer to the Procedure Manual for the types and their roles and responsibilities.



<p><u>BPW International Congress</u></p> <p>The periodic meeting of BPW International, including the General Assembly, speakers, workshops and networking held in every third year.</p>	<p><b><u>International Congress:</u></b> 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.</p> <p>The International Congress is held every three (3) years, during the third year of the International President's Triennium.</p>
	<p><b><u>Regional Coordinators:</u></b> The Regional Coordinator of each Region are Members of the Executive. The Regional Coordinators are elected at the General Assembly.</p>
	<p><b><u>Delegate:</u></b> 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 each country are able to nominate one (1) Delegate per country. Alternate Delegates must be appointed.</p>
	<p><b><u>Executive Finance Officer:</u></b> The Executive Finance Officer is a Member of the Executive. She is elected at the General Assembly.</p>
	<p><b><u>Executive:</u></b> This is the Executive body of BPW International (the Association), according to Art. 69CC.</p>



	<b><u>Federation:</u></b> A Federation is defined as an Affiliate Federation of Business and Professional Women and is an active Member of BPW International.
	<b><u>Business and Professional Women:</u></b> 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.
	<b><u>Financial Responsibilities:</u></b> 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.
<b><u>Battersea Fund</u></b> Money from the sale of the lease of BPW International's head office in London that has been put in a separate account.	<b><u>Battersea Fund:</u></b> 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
	<b><u>Friends &amp; Fellows:</u></b> these are people wishing to support BPW International (the Association) and making donations and bequests as they wish.



**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.

**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.

**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.



<p><u>Affiliate</u></p> <p>Affiliates of BPW International are:</p> <ul style="list-style-type: none"> <li>• Affiliate Federations which consist of BPW clubs within a country</li> <li>• Affiliate Clubs which are BPW clubs in a country where there is no Affiliate Federation</li> <li>• Individual Affiliate Members who are women members of BPW</li> </ul> <p><u>Member</u> <i>(existing Regulations Definition)</i></p> <p>An individual woman who joins BPW and whose dues have been paid to BPW International.</p>	<p><u>Members:</u> 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:</p> <ul style="list-style-type: none"> <li>• Affiliate Federations</li> <li>• Affiliate Clubs</li> <li>• Individual Affiliate Members.</li> </ul> <p>In order to become a Member of BPW International (the Association), a written request must be made to the BPW International Executive</p>
<p><u>Advocacy</u></p> <p>Speaking on behalf of others and lobbying for change by explaining an idea to a person or an organisation to seek to convince or encourage them to act on the idea.</p>	<p><u>BPW International Advocacy:</u> 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.</p>



	<p><b><u>President:</u></b> 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).</p>
	<p><b><u>Regions:</u></b> There are five (5) regions within BPW International, each of which must host the International Congress in turn. The Regions are as follows:</p> <ul style="list-style-type: none"><li>• Africa</li><li>• Asia-Pacific</li><li>• Europe</li><li>• Latin America</li><li>• North America and The Caribbean</li></ul>
	<p><b><u>Representative on the International Board:</u></b> 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 Clubs in the same country.</p>



	<p><b><u>Young BPW Representative</u></b>: 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.</p>
	<p><b><u>Chairs of Standing Committees</u></b>: a person who chairs a Standing Committee.</p>
	<p><b><u>Resolutions</u></b>: 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.</p>
	<p><b><u>Executive Secretary</u></b>: 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.</p>



	<p><b><u>Member Services:</u></b> Member Services takes care of technical support and administrative issues that may be faced by Members of the Association.</p>
<p><b><u>Civil society</u></b></p> <p>Civil society includes non-government and non-corporate organisations, networks and institutions that represent the interests of society to decision-making bodies, but does not include government agencies and commercial institutions of the market.</p>	<p><b><u>Civil Society:</u></b> Civil Society includes non-governmental organizations that represent the interests of <b>BPW International (the Association)</b> to decision-makers but does not include government agencies <b>or companies and commercial structures.</b></p>
	<p><b><u>Regulations/Articles of Association:</u></b> The Regulations include the Constitution and Regulations of BPW International. Their content and application are specified in the Procedure Manual.</p>



	<p><b><u>Vice-President Membership:</u></b> 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.</p>
	<p><b><u>Vice-President United Nations:</u></b> 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.</p>
	<p><b><u>Vice-President - First and Second:</u></b> 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.</p>



## **EXISTING NOT INCLUDED IN AMENDED DEFINITIONS UNDER THE CONSTITUTION AND REGULATIONS, TO BE PUT INTO THE PROCEDURE MANUAL OR HAVE BEEN INCLUDED IN THE MAIN TEXT ABOVE.**

### ***Under Regulations Definitions: (existing)***

#### Congress Fund

A separate BPW International Congress Fund established in 2008 to reduce Congress registration fees for members, financed through an annual contribution from Affiliates [except low income countries that pay reduced dues]

#### Country

A geopolitical unit which has full sovereignty.

#### Extraordinary circumstances

Extraordinary circumstances are those out of the control of a member, such as:

- the refusal of a visa
- international or national conflicts and natural disasters that prevent travel or make travel potentially dangerous
- an unforeseen serious illness or death of a person who is very close and significant to the member.

#### Legacy

Money that a person has written in their will to be left as a gift to be given after they have died.

#### Meeting

A meeting includes a meeting conducted in person, via electronic means or by teleconference that complies with the



## ***Under Regulations Definitions: (existing)***

### Meeting

A meeting includes a meeting conducted in person, via electronic means or by teleconference that complies with the requirements in the Procedure Manual, including the requirement for a quorum.

### Property

Property is real immovable property such as land or a building, other than rented premises used for the President's Office.

### 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; the relevant articles in the 2010 version of the Code are Articles 60 to 79.

### Term

A term is the period between 2 consecutive General Assemblies

### Urgent resolutions

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





## NEXT STAGES

- **18<sup>th</sup> December:** Issue of Draft Proposed Amendments with rationales in six (6) languages to the International Board, Executive, PIPs, Chairs of Standing Committee
- **11<sup>th</sup> January:** BPW Intercontinental Presentation
- **20<sup>th</sup>/21<sup>st</sup> January:** International Board vote for approval on an Extraordinary General Assembly to review/debate and vote on the proposed amended and new mandatory clauses for the Constitution and Regulations
- **16<sup>th</sup> February:** any proposed changes to the draft amendments issued by Members of BPW International for review
- **16<sup>th</sup> April:** issue of proposed amendments of the Constitution and Regulations for distribution prior to the EVGA (June 2024)



# Example of Draft Resolutions schedule for Constitution and Regulations Amendments

## BPW International Constitution and Regulations Amendments, Updates and New Mandatory Sections in compliance with Swiss Civil Code - Resolutions

	Section Numbers		Title	Submitted by
	Existing	New		
1.			Cover Page	CAC
<b>New Section to Front of Document</b>				
2.			Ratified	CAC
			Contents (for information of the new structure)	CAC
3.	<b>I. Preliminary Clauses</b>			
4.		P.1	Preliminary Clauses	CAC
5.		P.2	Capitalised Words	CAC
6.		P.3	Procedure Manual	CAC
7.	<b>II. Constitution</b>			
8.	C1	C1.	Name and Headquarters (formerly C1 Title)	CAC
9.	C2	C2.	Association (formerly Type of Organization)	CAC
	C3	C3.	Aims (no change)	
	C4	C4.	Structure (no change)	
10.	R24	C5.	Principles (formerly R24)	CAC
11.	R6	C6.	Languages (formerly R6)	CAC
12.	R7	C7.	BPW International Regions (formerly R7)	CAC
13.	R22	C8.	Relationships (formerly R22)	CAC
14.	R8	C9.	Means (comes from R8 Financial Matters)	CAC
15.		C10.	Resources (c.f. R8 Financial Matters)	CAC
16.	R8.5	C11.	Liabilities (refer R8.5)	CAC
17.	R8.2	C12.	Membership Dues (c.f. R8.2)	CAC
18.	C5	C13.	Members (see C5: Affiliates)	CAC
	C5	13.1	Definition	CAC
19.	P.M. 4.2	13.2	Membership (see Procedure Manual 4.2)	CAC
20.	P.M. 4.4	13.3	Termination of Membership (see Procedure Manual 4.4)	CAC
21.	R20	C14.	Name and Logos	CAC
		14.1	Legal Entity / Identification of BPW International	CAC
22.		14.2	Logos	CAC
23.	<b>III. Regulations</b>			
24.		R1.	Organisation of BPW International (the Association)	CAC
25.	P.M. 8	R2.	General Assembly	CAC
		2.1	General Information	CAC
26.		2.2	General Assembly for the Triennium	CAC
27.		2.3	General Assembly for the Annual Audited Accounts	CAC
28.		2.4	Extraordinary General Assembly	CAC
29.	R9 P.M. 4	R3.	General Assembly – International Congress	CAC
	R9.1 P.M. 7.1	3.1	International Congress (see R9: Congress, Procedure Manual 4	CAC



# THANK YOU

CONSTITUTION ADVISORY COMMITTEE 2021-  
2024

