



CONSTITUTION

Agreed on 27/8/19

Revised on 25/1/20

Revised on 25/8/21

Revised and updated Feb 2023

Article 1: Name, Legal Status, Aims and Objectives

Name

1.1 The name of the organisation shall be Women in Public Life (“WIPL”).

Legal Status

1.2 WIPL is a Guernsey charity, registered under the Charities etc (Guernsey and Alderney) Ordinance 2021 (the “Ordinance”) and thus is bound by the Charities etc (Guernsey and Alderney) Regulations 2021 (the “Regulations”).

The charitable purpose of WIPL (as set out in schedule 4 of the Ordinance) is the promotion of equality and diversity.

WIPL will be administered and managed in accordance with the provisions of this constitution, which forms its governing document.

This constitution will be reviewed by the Executive Committee at a minimum annually and will be presented at each Annual Members Meeting to seek the approval of the wider membership.

Aims and Objectives

1.3 The aim of WIPL is:

To achieve more diverse representation in public life in Guernsey by:

- a. Inspiring women to consider standing for public office
- b. Equipping women with information and mentoring
- c. Sustaining women by providing a support network
- d. Analysing and overcoming the barriers to coming forward

The aims will be met through:

- a. Initiatives to inspire diverse groups of women to consider public office
- b. Providing information about the roles available
- c. Providing a support network
- d. Offering mentoring opportunities
- e. Researching and analysing the barriers

1.4 WIPL is an 'unincorporated body' within the meaning of the Charities and Non-Profit Organisations (Registration) (Guernsey) Law, 2008.

1.5 To carry out the aims of WIPL and to direct general policy, including finance, an Executive Committee of WIPL shall be appointed.

Article 2: Membership

- 2.1. Membership of WIPL shall be open to all residents of Guernsey who are of voting age, including men. Volunteers and potential candidates will be encouraged to become members of WIPL but this is not obligatory.
- 2.2. All memberships are subject to approval by the Executive Committee.
- 2.3. Membership status shall officially begin with the registration by the Secretary of the successful applicant after approval by the Executive Committee.
- 2.4. The Secretary must keep a register of names and contact details of the members. This register must be made available to any member upon request. Members will confirm in writing to the Secretary that they are agreeable to their details being displayed within the register.
- 2.5. There will be no joining and/or membership fee. Members will be encouraged to make a donation.
- 2.6. Termination of Membership

Membership is terminated if:

- (1) the member resigns by written notice to the Executive Committee unless, after the resignation, there would be less than two members;
 - (2) any sum due from the member to WIPL is not paid in full within six months of it falling due;
 - (3) the member is removed from membership by a resolution of the Executive Committee that it is in the best interests of WIPL that the membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty one days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member's representative has been allowed to make representations to the meeting.
- 2.7. A member in good standing shall have the right to attend and, when in attendance, to vote at Members' Meetings of WIPL.
 - 2.8. No member may hold more than one Officer role.

Article 3: Officers and Executive Committee Members

- 3.1. The Executive Committee shall consist of a Chair, Treasurer, Secretary and other Executive Committee members. Each committee member must be a member of WIPL and comply with the

terms of membership as set out in article 2 above. This includes the termination of membership of the committee. All members of the Executive Committee must conduct themselves with integrity and probity and act in good faith, with a general duty of care at all times. For the purposes of officer or committee member elections, nominations shall be made by any member and delivered to the Secretary, together with the written consent of the nominee. Where the vacancy is for the position of Secretary, the committee members will nominate a committee member to accept and process the nominations. All persons nominated will be vetted per the policy and this may include obtaining written references.

- 3.2. The Officers of the Executive Committee shall be the Chair, Treasurer and Secretary. The Treasurer shall have no business or family connection to the Chair or Secretary.
- 3.3. The role of the Chair shall be to run WIPL during the Chair's term.
- 3.4. The Executive Committee shall meet regularly to carry out the aim of WIPL through the methodology laid out in 1.3 and as deemed necessary by the Executive Committee. Officers and committee members shall not be remunerated but they may claim recompense for reasonable expenses associated with WIPL.
- 3.5. The Executive Committee will report to the membership of WIPL on the transactions and activities of WIPL, as appropriate.
- 3.6. The Executive Committee shall be responsible for overseeing the day-to-day running of WIPL, including its finances. The Executive Committee shall be responsible for representing WIPL to members and sponsors and for raising and maintaining the profile of WIPL.
- 3.7. The role of the Treasurer shall be to manage the accounts of WIPL and be accountable therefore, and to provide a copy of these to the Treasurer's successor at the end of the Treasurer's term of office. The Treasurer shall be in charge of WIPL's cheque book, and all cheques shall be signed by any two authorised signatories. Electronic payments will require input by one authorised signatory and authorisation by a second authorised signatory. The Treasurer shall be responsible for ensuring that invoices for amounts receivable are sent out and funds received as soon as possible and for dealing with expenses efficiently. The Treasurer shall prepare an annual financial statement for publication and distribution to members and adoption by members at the AMM. The Treasurer shall keep the Chair and Executive Committee informed of the financial condition of WIPL on a continuing basis. The Treasurer shall dispense organisation funds in accordance with an annual budget approved by the Executive Committee or such other interim budget as may be approved by the Executive Committee from time to time. The Treasurer shall ensure that WIPL continues to meet all finance obligations set out in the Regulations.
- 3.8. The role of the Secretary shall be to keep accurate minutes of all Executive Committee meetings, and any Members' Meeting. She/he shall prepare an agenda in advance of each Executive Committee meeting and circulate the minutes of the previous meeting to all Executive Committee members. Such circulation of documents may be by post, by hand or via email. She/he shall prepare an agenda in advance of each Members' Meeting and circulate the minutes of the previous meeting to all WIPL members. Such circulation of documents may be by post, by hand or via email.
- 3.9. The Secretary will act as an adviser to the Chair and Executive Committee members in the

governance of the proceedings of the Executive Committee and of the organisation generally. The Secretary shall ensure complete records of the members of WIPL are maintained, including their names, email address, postal address and contact telephone number(s). The Secretary shall keep the membership list updated and transmit this to the Treasurer when requested. The Secretary shall be responsible for the annual and other interim notifications that are required to be made to the Registrar of Charitable Organisations in Guernsey and for other notifications as may be required by relevant legislation from time to time. The Secretary shall ensure on-going compliance with the governance requirements set out within the Regulations.

- 3.10. Sub-committees may be formed from time to time as required and members who are not members of the Executive Committee may be co-opted to serve on those sub-committees.

Article 4: Executive Committee Meetings

- 4.1. All members of the Executive Committee shall be notified of the time and place of each Executive Committee meeting at least one week in advance. Such notice may be delivered by post, by hand or via email.
- 4.2. The quorum at an Executive Committee meeting shall be three Executive Committee members, including one Officer.
- 4.3. The Chair or, in her absence, another Officer, shall preside at meetings of the Executive Committee.
- 4.4. Minutes of all meetings of the Executive Committee shall be recorded and kept by the Secretary. At every meeting the minutes of the previous meeting shall be reviewed and, if confirmed, approval shall be noted in the subsequent set of minutes.
- 4.5. An Executive Committee Member may participate in an Executive Committee meeting through the medium of conference telephone, video or similar form of communications equipment if all persons participating in the meeting are able to hear and speak to each other throughout the meeting. An Executive Committee Member participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote. All business transacted in this way by the Executive Committee is deemed to be validly and effectively transacted at a meeting of the Executive Committee although fewer than the required quorum may be physically present at the same place. The meeting is deemed to take place where the Chair of the meeting is located.
- 4.6. Any matter requiring a vote at an Executive Committee meeting shall be decided by a majority of those present at any Executive Committee meeting unless otherwise specified by the Articles.
- 4.7. A resolution in writing signed by all the Executive Committee Members entitled to receive notice of an Executive Committee Meeting shall be as valid and effectual as if it had been passed at a Executive Committee Meeting duly convened and held and may consist of several documents in the like form each signed by one or more Executive Committee Members.
- 4.8. The Executive Committee shall have power at any time, and from time to time, without the need for sanction of a Members' Meeting, to appoint any Member to the Executive Committee either to

fill a casual vacancy or as an additional Executive Committee Member. Any Executive Committee Member so appointed shall hold office only until the next following Members' Meeting and shall then be eligible for re-election. In the event of an Officer resigning or being removed from office, the Executive Committee may appoint a substitute at their discretion from the members of the Executive Committee.

- 4.9. In the event that an Executive Committee Member fails to attend a minimum of four Executive Committee meetings in one calendar year, that Executive Committee Member shall, unless the Executive Committee in its absolute discretion direct otherwise, vacate their office as an Executive Committee Member with immediate effect.
- 4.10. The maximum number of Executive Committee members shall be 10.

Article 5: Annual Members' Meetings

- 5.1. Each calendar year the WIPL will hold an Annual Members' Meeting (AMM) and not more than fifteen months may elapse between successive AMMs. Additional Members' Meetings shall be held as and when required.
- 5.2. WIPL must hold an AMM within twelve months of the date of the adoption of this constitution.
- 5.3. The Secretary shall give a minimum 14 days' written notice of Members' Meetings. Such notice may be delivered by post, by hand or via email.
- 5.4. The business to be transacted at an AMM will include the consideration of the previous minutes, the financial statements, the reports of the Officers, the election of Officers and Executive Committee members.
- 5.5. The Officer posts to be elected every year are those of Chair, Treasurer and Secretary.
- 5.6. An Officer or Executive Committee member, who is elected at an AMM will assume that role immediately.
- 5.7. Prior to the AMM, the Secretary shall circulate a copy of WIPL's financial statements signed by the Treasurer and Chair. Such copy may be delivered by post, by hand or via email.
- 5.8. The quorum at a Members' Meeting shall be 8 members present in person.
- 5.9. Every member present in person and entitled to vote has one vote.
- 5.10. At any Members' Meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 5.11. A declaration by the Chair of a Members' Meeting that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

5.12. Members' Meetings shall be chaired by the Chair or any Officer.

Article 6: Extraordinary Members' Meetings

- 6.1. The Chair, or two Officers, or three Executive Committee members of WIPL may call an Extraordinary Members' Meeting (EMM). A request for an EMM will be accepted if requested by 8 or more members.
- 6.2. At least fourteen days' notice of an EMM shall be given to all members of WIPL. Such notice may be delivered by post, by hand or via email.
- 6.3. An EMM shall have the power to:
 - a. Require any Officer or non-Officer Executive Committee member to give an account of that Officer's or non-Officer Executive Committee member's own actions;
 - b. Remove any Officer or non-Officer Executive Committee member from office;
 - c. Elect new Officers or non-Officer Executive Committee members in the event of a vacancy; or
 - d. Alter WIPL's Constitution, subject to notice as required in Clause 6.10.
- 6.4. Any proposed action at an EMM shall be approved by a two-thirds majority of those members present at the meeting.
- 6.5. The Chair of the EMM shall be the Chair of WIPL unless any business to be raised at the meeting concerns the Chair directly, in which case any other Officer shall be the Chair. Should no Officer, for whatever reason, be able to act as Chair then the Executive Committee shall elect a Chair before the meeting is convened by majority vote.
- 6.6. Every member present in person and entitled to vote has one vote.
- 6.7. At any Members' Meeting a resolution put to the vote of the meeting shall be decided on a show of hands.
- 6.8. A declaration by the Chair of a Members' Meeting that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 6.9. The Executive Committee may invite any person to attend any AMM or EMM as an Observer, but without power to vote.
- 6.10. This Constitution may be altered by a resolution passed by a simple majority of those present and voting at an EMM provided that no such resolution shall be considered unless notice in writing setting out the terms of the resolution shall have been sent to every member not less than 28 days before the date of the meeting at which it is to be considered and there shall have been published in the notice announcing the meeting an indication that alterations to the constitution will be proposed.

Article 7: Financial

- 7.1. The finances of WIPL shall be administered by the Treasurer on behalf of the Executive Committee.
- 7.2. The Treasurer in conjunction with the Executive Committee shall be responsible for the setting of the WIPL's annual budget.
- 7.3. The Executive Committee shall be ultimately responsible for the financial dealings of WIPL. The Executive Committee shall oversee the work of the Treasurer and be kept abreast of the income and expenditure of WIPL throughout the year and ensure that by the end of the year the account is still in credit.
- 7.4. The Treasurer shall be responsible for ensuring that all monies owing to WIPL are received and that all debts and invoices due from WIPL are paid promptly and by the end of their term.
- 7.5. The Treasurer shall keep complete/accurate financial statements throughout the term and ensure that a copy is given to the Executive Committee to present to the membership at the AMM.
- 7.6. The Treasurer shall also ensure that valid receipts are kept for every transaction that is made on WIPL's behalf.
- 7.7. In considering whether a proposed expense is reasonable, the Executive Committee should have regard to the scale of the expenditure in proportion to the potential benefits including the recruitment of new members and other relevant factors.
- 7.8. The Executive Committee will require either the independent audit, or independent verification, or independent inspection of the annual financial statement by a person who is commissioned by the Executive Committee and who is not related to any member of the Executive Committee.
- 7.9. The financial year of WIPL shall end on 30 June in each year and the independently examined accounts of WIPL shall be presented by the Treasurer to the members at its first AMM after that date.

Article 8: Elections

- 8.1. Executive Committee members, including Officers, shall normally be elected for a term of one year at each AMM.
- 8.2. Elections will be held by a show of hands for all positions at an AMM.
- 8.3. To stand for election, candidates must be members and have received nomination from two other members. All Executive Committee members who are retiring will be eligible to stand for re-election subject to the maximum terms of office set out in Clause 8.5 below.
- 8.4. Officers and Executive Committee members may be co-opted during the year by the Executive Committee. The continuing appointment of such Officers and Executive Committee Members shall

be ratified at the next AMM.

- 8.5. The Treasurer and Secretary should only stand for immediate re-election to that role twice, with a maximum term of four years following first election or ratification at an AMM.
- 8.6. The expiry of the Treasurer's term of office does not preclude her/his standing for election as Chair or Secretary or as a non-officer member of the Executive Committee. A former Treasurer may stand for re-election as Treasurer provided at least two complete years have expired since the end of her/his term as Treasurer.
- 8.7. The expiry of the Secretary's term of office does not preclude her/his standing for election as Chair or Treasurer to as a non-officer member of the Executive Committee. A former Secretary may stand for re-election as Secretary provided at least two complete years have expired since the end of her/his term as Secretary.
- 8.8. The elected Officer will be the member that receives a majority of the votes. If no member receives a majority of the votes, the member receiving the fewest number of votes will be removed from consideration and the voting will be repeated.

Article 9: Dissolution of Organisation

- 9.1. In the event that WIPL must disband due to dwindling membership, financial hardships or other reasons, WIPL will use its remaining funds to settle its outstanding debts. Funds remaining after settling all debts will be bequeathed to a charity or non-profit which is registered in Guernsey and has beneficiaries resident in Guernsey and is nominated by the Executive Committee.

Article 10: Miscellaneous

- 10.1. The Executive Committee may withdraw support from potential candidates who contravene the values of the organisation.
- 10.2. Whilst WIPL its members, Executive Committee and Officers should always seek to avoid conflicts of interest, should such a conflict occur, this must be notified to the Secretary and/or the Chair and, appropriate mitigation/management will be agreed. Conflicts of interest and the appropriate management/mitigation will be recorded on a register held and maintained by the Secretary. Unless it is deemed to be in a members/the public's best interest, details of conflicts shall remain confidential. Whilst a member can request details of a conflict at any time, these will not be released without the express consent of the conflicted member/committee member/officer.