

# **Bye-Laws**

The Bye-laws are as amended by resolutions of the Extraordinary General Meetings of 11 May 1976, 14 May 1996, 22 May 2001, 15 March 2007, 14 March 2013, 19 November 2015, 28 April 2022.

## **CHAPTER I**

### **Form, Object, Name, Registered Office, Duration**

#### **Article 1: Form**

This Association was formed on 24 July 1962, and is governed by the Law of 1 July 1901 and the present Bye-Laws.

#### **Article 2: Object**

The object of the Association is to bring its members together for friendly meetings and conferences etc., for cultural purposes and for matters of mutual interest.

#### **Article 3: Name**

The name of the Association is "British and Commonwealth Women's Association".

#### **Article 4: Registered Office**

The registered office is at 7 rue du Dobropol, 75017 Paris, transferred to 7 rue Auguste Vacquerie, 75116 Paris on 25 November 1982, to 8 rue de Belloy, 75116 Paris on 28 March 1996 to 157 rue du Faubourg St. Honoré, 75008 Paris on 14 December 2007 and to La Maison des Associations du 8ème, 28 rue Laure Diebold, 75008 Paris on 10 December 2016.

It may be transferred to anywhere in Paris and to any place outside Paris by simple decision of the Committee.

#### **Article 5: Duration**

The duration of the Association is unlimited.

## **CHAPTER II**

### **Members of the Association**

#### **Article 6: Members**

The Association is composed of ordinary members, honorary members and associate members. To become an associate member, a candidate must be accepted by two members of the Committee.

Honorary members will be nominated by the Committee.

Any woman who is a British or Commonwealth national, married to a British or Commonwealth national, or is a first generation daughter of an ordinary or honorary member, is eligible for ordinary or honorary membership.

Associate membership is open to women of any nationality who speak fluent English. The total number of associate members must not exceed 15% of the total membership of the Association.

Associate members have the right to vote at General and Extraordinary Meetings. They may also hold a post on the Committee excluding that of President. There may not be more than 1 associate member on the Committee at any one time.

#### **Article 7: Subscription**

The annual subscription will be determined by the Committee.

Honorary members are not required to pay a subscription.

#### **Article 8: Resignation, Expulsion**

The Committee has the right to expel a member for serious reasons. The Committee should in the first place require the member to supply, should the case arise, full explanations.

The death, resignation or expulsion of a member does not put an end to the Association, which continues to exist with the other members.

#### **Article 9: Responsibility of Members and Committee Members**

Members of the Association or Committee members can be held personally liable in accordance with the 1901 Law on Associations.

## **CHAPTER III**

### **Management**

#### **Article 10: Committee of Management**

The Association is managed by a Committee composed of not less than 6 and not more than 10 persons, elected at the Ordinary General Meeting from amongst the members.

The length of appointment of a Committee Member to any position on the Committee, including the post of President, is for two years, each year beginning at one Ordinary General Meeting and ending at the next.

Each Committee Member is eligible for re-appointment in their current position but for a period of two years only so that no Committee member shall serve for more than four consecutive years in any one position except in the circumstances set out in Article 11 concerning the appointment of co-opted Committee Members.

A Committee Member who has been in a post for four consecutive years cannot serve in that position again until after a period of at least six months.

#### **Article 11: Co-Option of Committee Members**

If the number of Committee members falls below 6, the Committee must complete its numbers by co-opting one or more members as prescribed by Article 10 of these Bye-Laws.

In all cases the Committee members so co-opted remain in office until the next Ordinary General Meeting, and this provisional period of office is not to be taken into account when calculating the length of service (under Article 10 hereof).

#### **Article 12: Officers of the Committee**

The Committee elects each year a President, a Secretary and a Treasurer who are the legal Officers of the Association. The Officers must be elected from amongst the Committee members. The President may also choose to nominate up to two Vice-Presidents from within the Committee.

The Committee members and the Officers shall act in an honorary capacity.

#### **Article 13: Committee Meetings**

Committee meetings are convened by the President, or if necessary by the Vice-President(s), as often as the needs of the Association demand.

The draft agenda is fixed by the President or if necessary by the Vice-President(s).

At least 50% of the Committee members must be present to constitute a quorum.

With decisions requiring a vote, each Committee member has one vote. In the case of equality of votes, the President shall have the casting vote. A Committee member may vote by proxy.

The Committee's decisions are minuted and signed by the President, Treasurer and the Secretary.

#### **Article 14: Powers of the Committee**

The Committee has full powers to act in the name of the Association and to carry out or authorise such acts and operations as are within the powers of the Association and which are not reserved to the General Meetings of members.

Specifically it can nominate and dismiss all employees, fix their remuneration, take lease of premises needed by the Association, put in hand repairs, buy and sell furniture and goods, deal with the funds of the Association, represent the Association before the Courts either as plaintiff or defendant and decide on the admission or expulsion of members as provided in Article 8 above.

It can also form one or more sub-committees to undertake special activities. The Chairwoman of such sub-committees will be appointed by the Committee.

Such sub-committees will act under the control of the Committee of Management at which they will be represented by the Chairwoman, or failing her by such other member as she may designate. In the latter case the person so designated will not have a vote at the Committee Meetings, but will be present in a purely consultative capacity.

#### **Article 15: Delegation of Powers**

The Officers of the Committee have the following powers.

The President is responsible for the execution of the Committee's decisions and for the smooth running of the Association, which she will represent before the Courts and in all legal formalities.

The Vice-President(s) assist the President and deputise for her, should the need arise.

The Secretary is responsible for convening meetings, keeping minutes, dealing with the Association's correspondence and keeping the register as required by Article 5 of the Law of 1 July 1901.

The Treasurer keeps the accounts of the Association and under the supervision of the President makes all payments and receives all monies. With the authorisation of the Committee she deals with the withdrawal, transfer and disposal of all assets.

## **CHAPTER IV**

### **General Meetings**

#### **Article 16: Composition and Time of Meetings**

The members meet at General Meetings, which are called Extraordinary when the decisions concern a change in the Bye-Laws, but Ordinary in other cases.

The Ordinary General Meeting consists of ordinary, honorary and associate members of the Association.

The Ordinary General Meeting is held each year before 1 July on being convened by the Committee at a date, time and place indicated in the notice convening the Meeting.

In addition an Ordinary General Meeting is convened Extraordinary whenever the Committee thinks it is necessary or whenever one-fifth of the members of whatever category request it.

An Extraordinary General Meeting is convened by the Committee whenever it thinks fit.

#### **Article 17: Notice of Meetings and Agenda**

Notices of meetings are to be sent at least 15 days in advance by letter or by e-mail and published in the newsletter of the Association, which is sent to each member indicating the agenda of the meeting.

The agenda is prepared by the Committee. The only items on the agenda shall be those emanating from the Committee, and those submitted to the Committee at least one month before the meeting and signed by at least one-quarter of the ordinary members.

The meetings take place at the registered address or elsewhere in the same town.

#### **Article 18: Conduct of Meetings**

The Meeting is presided over by the President of the Committee, or if she is unable to attend, by a Vice-President or by another Committee Member.

The duty of Secretary of the meeting is discharged by the Secretary of the Committee, or by a member of the Meeting designated by the President.

Members sign an Attendance List on arrival at the Meeting, such list being certified by the appointed Tellers.

#### **Article 19: Voting Procedure at General Meetings**

Each member of the Association has one vote.

A member may be represented at any General Meeting by another member; authorizing that member to vote for them by proxy.

Any member acting as a proxy holder is limited to three proxies and must furnish evidence of her power.

#### **Article 20: Ordinary General Meeting**

The Ordinary General Meeting receives the report of the Committee on its management and on the general and financial state of the Association, approves or modifies the past year's accounts, provides for the replacement of Committee Members, authorises the acquisition of anything necessary to achieve the objects of the Association and generally considers all questions of general interest and all other matters submitted by the Committee, with the exception of those involving a change in the Bye-Laws.

To constitute a quorum at an Ordinary General Meeting at least one-fifth of the members must be present or represented.

If a quorum is not attained, a new meeting must be convened in the manner prescribed in Article 17 above. At this second meeting no quorum is required, but only such items as were on the original agenda may be considered.

All decisions are taken by a majority of votes of members present or represented.

### **Article 21: Extraordinary General Meeting**

An Extraordinary General Meeting is empowered to amend the Bye-Laws of the Association in any way it wishes. It can, in particular, decide on the premature dissolution of the Association or its merger with other associations having a similar purpose.

The quorum at an Extraordinary General Meeting is the same as at an Ordinary General Meeting, that is to say one-fifth of the members.

If this quorum is not attained, the meeting is reconvened after 15 days in the manner laid down in Article 17 above. At the second meeting no quorum is required, but only such items as were on the agenda of the first meeting may be considered.

Decisions at an Extraordinary General Meeting require a majority of two-thirds vote of those members present or represented.

Votes concerning amendments to the Bye-Laws shall be held by way of secret ballot.

### **Article 22: Minutes**

The decisions of a General Meeting are recorded in minutes and signed by the President of the meeting, the Treasurer and the Secretary.

Copies of extracts of the minutes to be submitted to the Courts or elsewhere must be signed by the President of the Committee or by at least two Committee members.

## **CHAPTER V**

### **Resources of the Association**

#### **Article 23: Annual Resources**

The annual resources of the Association are made up of:

Subscriptions paid by the members and

Such grants, fundraising activities and donations as may be made to the Association.

## **CHAPTER VI**

### **Dissolution**

#### **Article 24: Dissolution and Liquidation**

In case of dissolution, an Extraordinary General Meeting will designate one or more liquidators who will have the fullest powers to realise the assets and pay the liabilities of the Association.

The net proceeds of the liquidation shall be given to charitable associations to be designated by that Extraordinary General Meeting.

#### **Article 25: Declaration and Formalities**

The Committee will undertake the formalities of declaration and publication as required by law.

All powers in this respect are granted to the bearer of an original of this document.

## **INTERNAL RULES AND REGULATIONS**

1. The club year is from 1 January to 31 December.
2. All information in the annual Membership Directory and on the BCWA Website is confidential, intended for members' use only and may not be used for commercial purposes.
3. The BCWA issues ten newsletters per year through which members are informed of BCWA activities.
4. The BCWA has no political or religious involvement.
5. The BCWA is a non-profit organisation and is subject to the 1901 Association Law. Therefore, members may not make personal profit in any way from their association with the club.
6. Members may advertise their professional services and businesses in the BCWA newsletter for a fee decided by the Management Committee. Members may insert a personal advert free of charge once per year.
7. Guests may participate in visits and walks when specified in the announcement in the Newsletter but must pay an additional fee of 2 Euros and be accompanied by a BCWA member.
8. For all other events or BCWA activities, non-members are welcome as guests once, with the approval of the group leader.