

CONSTITUTION

as approved by the Soroptimist International Board at its meetings in New York, NY, USA - August 1973 and amended at the meetings in Milan, Italy - September 1974, in Cambridge England - September 1978, in Honolulu, Hawaii, USA - June 1979, in San Diego, CA, USA - September 1980, in Barbados, West Indies - August 1981, in Ayr, Scotland - September 1982, in Cambridge, England - September 1984, in Louvain-la-Neuve Belgium - August 1985, in Cambridge, England - September 1986, in Melbourne, Australia - July 1987, in Cambridge, England - September 1988, in Sacramento, California, USA - July 1989, in Cambridge, England - September 1990, in Nottingham, England - July 1991, in Cambridge, England - September 1992; in Cambridge, England - September 1994, in Windsor, England - August 1998, in Helsinki, Finland 1999, in Windsor, England - August 2000; in Potsdam, Germany 2001; in Denver, USA - August 2005; in Windsor, England - August 2006; in Glasgow, United Kingdom – July 2007; in Windsor, England – August 2008; in Hillerød, Denmark – August 2009; in London Heathrow, United Kingdom, August 2010.

Definitions:

Board	<i>The managing body of Soroptimist International referred to in Article VII.</i>
Executive Director	<i>The most senior employed officer of Soroptimist International.</i>
Motion	<i>The method through which an opinion, will or intention is presented to the Board and upon which a vote can take place.</i>
Post	<i>Includes forwarding of documents and/or other materials by standard post, facsimile, email or other electronic means.</i>
Resolution	<i>An expression of opinion, will or intention submitted to the Board in accordance with Constitutional requirements, in the form of a motion. If, in accordance with Constitutional requirements, the motion is passed, the issue is considered resolved.</i>
Subject for discussion	<i>A matter that is considered requiring of discussion by the Board from which a resolution and motion may result.</i>
Temporary Inability	<i>In the event of unforeseen circumstances, a position holder is unable to perform the position's functions and responsibilities for a period of time.</i>
Voting Member	<i>Member of Board having authority to vote as referred to in Section 8, Article VII.</i>

ARTICLE I

Name and Definition

SECTION 1. The name of the organisation shall be Soroptimist International.

SECTION 2. Soroptimist International, a not for profit organisation, is an association of Soroptimist federations of classified service clubs for women. Membership is by invitation only.

ARTICLE II

Objects and Purpose

SECTION 1 Soroptimist International, a worldwide organisation for women in management and the professions, is a global voice for women through Awareness, Advocacy and Action. Its objects shall be to strive for:

- the advancement of the status of women;
- high ethical standards;
- human rights for all;
- equality, development and peace.

Soroptimists inspire action and create opportunities to transform the lives of women and girls through a global network of members and international partnerships.

SECTION 2 The purpose of Soroptimist International shall be:

- a) to unite Soroptimist federations throughout the world;
- b) to co-operate with inter-governmental and other organisations for the advancement of international understanding, goodwill and peace;
- c) to promote the objects of Soroptimism throughout the world

SECTION 3 In the furtherance of these objects, Soroptimist International may purchase real estate and hold funds in any manner permitted by the laws of the jurisdiction in which the property, real or personal, is located.

ARTICLE III

Policy

It is the policy of Soroptimist International to be concerned with international and national issues that relate to its objects and programmes. On matters of political controversy between nations, of party politics and of sectarian religion, Soroptimist International maintains a position of strict neutrality.

ARTICLE IV

Membership

SECTION 1 Membership of Soroptimist International shall consist of all federations of Soroptimist clubs.

SECTION 2

- i) To be invited to membership of Soroptimist International a woman should
- a) be working in a profession or business or in an occupation of comparable status or responsibilities to those of a person working in a profession or business
- or
- b) be recently retired from or temporarily or permanently out of work from a profession or business or an occupation of comparable status or responsibilities to those of a person working in a profession or business
- or
- c) be embarking on a career in a profession or business or occupation of a comparable status or responsibilities to those of a person working in a profession or business
- ii) Clubs should ensure that their members are drawn from a range of professions, businesses and/or occupations that are representative of the local environment in which the club exists.
- iii) A charter may be granted to a Club which has a minimum of eighteen members eligible for membership pursuant to sub-clause (i) a) above
- iv) Once chartered, a Club must: maintain a membership of not less than 15 members eligible for membership pursuant to sub clause (i) a) above

SECTION 3 A Club which does not comply with Section 2, sub Clause (iii) above shall forfeit its charter pursuant to the relevant Federation provisions or conditions set forth by Soroptimist International.

SECTION 4 The charter granted to clubs shall be uniform in wording throughout the world, in a form and languages approved by the Board.

SECTION 5 The charter shall be signed by the President and Secretary of the federation in which the club is formed.

ARTICLE V

Emblem

SECTION 1 The emblem of Soroptimist International shall be uniform throughout the world.

SECTION 2 The official emblem shall be a circular disc on which the figure of a woman holds the banner "Soroptimist" in uplifted arms; spreading sunrays form the background; from the banner on one side fall acorns and leaves of oak, and on the other - leaves of laurel; the word "International" completes the outer circle.

SECTION 3 Each federation shall protect the emblem from undesirable publicity and commercial exploitation, and shall restrict its use as a membership pin to members in good standing. Notwithstanding this Section, the emblem may be used to identify the senior staff person of Soroptimist International or of a Federation.

ARTICLE VI

Federations

SECTION 1 The Board may establish federations which shall consist of clubs in three or more countries. Within the framework of Soroptimist International each federation shall act independently in its own area of jurisdiction.

SECTION 2 The name of each federation shall be determined by the Board, provided no change may be made in an organised federation without the approval of the federation affected. The names of the countries in each federation shall be published annually as of the end of the fiscal year of Soroptimist International.

ARTICLE VII

The Board

SECTION 1 The Board shall consist of the Officers of Soroptimist International and three representatives from each federation. Of these, one should be the President of the Federation but the latter may be represented by another of the Federation Officers in case of emergency. The other two shall be selected in accordance with the procedure of each federation.

SECTION 2 The Board shall have general responsibility for the affairs of Soroptimist International.

SECTION 3 The Board shall meet annually and at such other times as are deemed necessary and possible within the budget. In the year of a Convention the meeting shall be held in conjunction with the Convention.

SECTION 4 The call for a meeting of the Board and a preliminary agenda shall be issued ninety days before the date of the meeting. The final agenda shall be posted thirty days before the meeting.

SECTION 5 Subjects for discussion may be proposed by any member of the Board, by the International Programme Director or by a Standing Committee and shall be included in the agenda provided they are received by the President and the employed official mentioned in Article XVI (hereinafter referred to as the Executive Director) sixty days before the meeting. Additions to the agenda may be made at the meeting by an affirmative vote of two-thirds of the members present and voting.

SECTION 6 The following may attend the meeting of the Board and shall be posted the call and the agenda:

- a) The Members of the Board;
- b) The International Programme Director;
- c) The International Assistant Programme Director;
- d) The Programme Directors of Federations;
- e) The Procedural Consultant;
- f) The Chairs of Standing Committees;

- g) Such Chairs of special committees and such other persons as the President may from time to time invite;
- h) One or two consultants at the discretion of any federation.

SECTION 7 The following may attend the meetings of the Board held at the time of a Convention:

- a) A delegate from each region or union;

The delegate shall be selected from a club in the area the member represents in accordance with the procedure adopted by each federation;

- b) Such additional members to attend as silent observers as may be appointed by each respective federation President, subject to limitations set by the Soroptimist International President, based upon the accommodations available.

SECTION 8 On all matters of policy, management and programme of Soroptimist International, the three representatives of each federation shall have the power to vote. Except as otherwise provided in Section 11, other members in attendance shall have a voice but no vote.

SECTION 9 A simple majority of voting members present and voting will be required for an affirmative decision on any motion other than those related to the allocation of countries, per capita fees and voting on a person. For those other decisions as already listed, these would require a 2/3 vote of the voting members present and voting.

SECTION 10 Where the business involves a person, voting shall be by secret ballot and an affirmative vote of 2/3rds of those eligible to vote will be required for an affirmative decision.

SECTION 11 At the meetings of the Board held at the time of a Convention each delegate who is present shall have one vote in the adoption of any item of programme of Soroptimist International. An affirmative vote from 2/3rds of the delegates present and voting, together with the Voting Members present and voting, shall be required for an affirmative decision.

SECTION 12 Any business which arises between meetings of the Board may be transacted by postal vote, unless otherwise directed by this Constitution.

SECTION 13 Voting by post shall be on ballots issued upon authorisation of the President. The deadline for return of a ballot shall be specified thereon and not be less than thirty days after the date of issue of the ballot. If on such date the motion is undecided, a second notice shall be sent extending the time for an additional fourteen days. At the expiration of that period, any motion not receiving the required votes for passage shall be lost. The procedures set out in Sections 8, 9 and 10 of this Article apply. Decisions shall be announced as soon as sufficient votes have been received to decide the motion and filed with the minutes.

SECTION 14 Unless otherwise provided in this Constitution or decided by the Board, all decisions shall become effective immediately.

ARTICLE VIII

Officers

SECTION 1 The Officers of Soroptimist International shall be the President, the Treasurer, the President-elect as stipulated in Article X, Section 1, and the Immediate Past President up to the election of the President Elect.

SECTION 2 Subject to the provisions of Article X, Section 2, the term for each office shall be for two years or until a successor takes office. No officer may hold the same office for two

successive terms. The President and the Treasurer shall take office at the close of the Final Board meeting or at the close of a Convention as determined by the Board and announced in the final meeting agenda.

SECTION 3 The **President** shall:

direct the conduct of the business of Soroptimist International, acting as its chief officer and perform such duties as pertain to the office as may be assigned by the Board, or as provided in this Constitution and the Soroptimist International Policy, Procedures and Programme.

SECTION 4 The **Treasurer** shall:

supervise the financial transactions of Soroptimist International and perform such other duties as pertain to the office as may be assigned by the Board, or as provided in this Constitution and the Soroptimist International Policy, Procedures and Programme.

SECTION 5 The **President-elect** shall:

fulfil such duties as may be assigned by the Board or as provided in this Constitution and the Soroptimist International Policy, Procedures and Programme.

SECTION 6 The **Immediate Past President** shall:

oversee the preparation of minutes of Board meetings and the review and updating of the SI Procedures and perform such other duties as may be assigned by the Board or as provided in this Constitution and the Soroptimist International Policy, Procedures and Programme.

SECTION 7 In the event of the temporary inability of the President to serve, the President-elect, or if the President Elect is not yet in office, the Immediate Past President, shall assume the duties of the President, pro tempore. In the event of the temporary inability of the Treasurer or President Elect to serve, the President shall, after discussion with the President of the Federation concerned, appoint a member from the federation of the disabled officer to serve pro tempore.

SECTION 8 Any vacancy in an office shall be filled by the Board from a nominee, submitted by the federation of which the former officer was a member.

ARTICLE IX

Eligibility for Office

SECTION 1 Each officer of Soroptimist International shall be currently working in a profession or business or in an occupation of comparable status or responsibilities to those of a person working in a profession or business at the time of standing for election and be a member of a Soroptimist club.

SECTION 2 A change in the membership status of an officer of Soroptimist International during the last year of the officer's term of office shall not create a vacancy in the office held, provided the officer shall not cease to be a member of a Soroptimist club.

SECTION 3 No Officer of Soroptimist International shall also hold office at federation level.

ARTICLE X

Nominations and Elections

SECTION 1 The President shall be elected in accordance with the established order of rotation. A federation waiving its turn to an office shall not affect the established order

of rotation. The President for the next Biennium shall be nominated from within her Federation by December 31st of each odd numbered year and elected by postal ballot by January 31st of the next year. A candidate for election must have completed a full term as federation President, SI International Programme Director, SI International Assistant Programme Director, Volunteer federation Programme Director within the preceding ten years. In the event that there is not an eligible candidate from the federation entitled to the office, that federation shall be deemed to have waived its turn and the federation next in turn in the rotation shall submit a nominee within ninety days.

SECTION 2 The Treasurer shall be selected by January 1st of the year of the meeting at which the period of office commences.

SECTION 3 At least one hundred and eighty days prior to an election the Executive Director shall request of the appropriate federation the name of a nominee for the office to be filled, and at least ninety days prior to an election the appropriate federation shall submit a nominee for the office to be filled, together with a statement of qualifications which shall be forwarded to the members of the Board.

SECTION 4 Elections shall be by secret ballot and a simple majority shall elect.

SECTION 5 No Voting Member shall be disqualified from voting by reason of candidacy. Should a Voting Member succeed to office, the member may no longer serve as a Voting representative of the federation the member represented.

SECTION 6 In the event of an emergency, nominations may be made by the Board.

ARTICLE XI

Programme

SECTION 1 The Programme implementing the objects of Soroptimist International shall be under the direction of the International Programme Director encompassing the following areas:

- Economic and Social Development
- Education
- Environment
- Health
- Human Rights/Status of Women
- International Goodwill and Understanding

SECTION 2 The International Programme Director and International Assistant Programme Director shall be appointed by a selection panel consisting of the President, Immediate Past President and the four Federation presidents. The term of office shall be for a period of two years with the possibility of re-appointment by the selection panel for a further two years. In order to be considered for re-appointment, the incumbent must apply when the post is advertised and be selected as the successful applicant.

SECTION 3 The International Programme Director shall direct the overall Programmes of Soroptimist International and perform such other duties as may be assigned by the Board or as provided in this Constitution and the Soroptimist International Policy, Procedures and Programme.

ARTICLE XII

Standing Committees

SECTION 1 There shall be the following Standing Committees:

Constitution and Resolutions
Finance
Extension

SECTION 2 Each committee shall:

- a) consist of a Chair and equal representation from each federation;
- b) serve for two years with the possibility of reappointment for two years or until their successors are appointed;
- c) report to the Board annually and at such other times as the committee or the Board may deem necessary;
- d) be responsible directly to the Board.

SECTION 3 The Chair of each committee shall be responsible for the direction and co-ordination of the work of that committee and shall keep the President informed on progress in performing the duties provided in this Constitution and the Soroptimist International Policy, Procedures and Programme. Each federation representative shall be responsible for performing the duties provided in the Constitution and the Soroptimist International Policy, Procedures and Programme, and shall be responsible for keeping the federation President informed on the work of that committee.

SECTION 4 The **Constitution and Resolutions** Committee shall:

Ensure any necessary amendments are made to the Constitution and the Soroptimist International Policy, Procedures and Programme, so that the documents accurately reflect the requirements of the Organisation; provide advice with regards interpretation of these documents.

SECTION 5 The **Finance** Committee shall:

Make recommendations to the Board regarding the financial affairs of Soroptimist International and prepare, monitor and review the Organisation's budget, including the recommendation of changes to per capita dues for funding purposes.

SECTION 6 The **Extension** Committee shall:

Make recommendations on extension related matters to the Board, including setting strategies and developing innovation methods for global extension, and identifying supportive measures for problem areas when requested by federations.

SECTION 7 In addition to the duties specified by this Constitution, each committee shall carry out the activities recommended by the Board and such other duties as may be assigned by the Board.

SECTION 8 The Board may authorise such additional committees as may be deemed necessary. The Chair and members of those committees shall perform such duties as provided in the Constitution, the S.I. Policy, Procedures and Programme and as directed by the Board.

SECTION 9 All other position holders whether appointed by the President or Board, shall perform such duties as provided in the Constitution, the SI Policy, Procedures and Programme and as directed by the Board.

ARTICLE XIII

Representatives to the United Nations

SECTION 1 Soroptimist International shall have representation to the United Nations, its Agencies and its specialised Agencies to which Soroptimist International is accredited.

SECTION 2 The President, in consultation with the International Programme Director and the appropriate federation President, when possible, may appoint representatives, delegates and observers to the United Nations, its related Agencies and its Special Programmes located in that federation. Such appointments to be confirmed by the Board.

SECTION 3 Representatives shall represent Soroptimist International in accordance with the Constitution and the SI Policy, Procedures and Programme. They shall submit concise reports periodically and at other times at the request of the President.

SECTION 4 The activities of the representatives shall be co-ordinated by the International Programme Director.

ARTICLE XIV

Conventions

SECTION 1 Soroptimist International shall hold quadrennial Conventions at times and places set by the Board.

SECTION 2 Should an emergency make it inadvisable to hold a Convention, the Board may postpone or suspend the Convention. When the emergency no longer exists, the Convention shall be held as soon as practicable thereafter.

SECTION 3 The President, at the time of Convention, in co-operation with the Immediate Past President, shall be responsible for the Convention programme. They may consult with the President-elect, members of the Board and such others as may be deemed desirable.

SECTION 4 Under the direction of the President, and in co-operation with the Immediate Past President, all necessary arrangements for hospitality and physical facilities for the Convention shall be made by the federation in whose territory the Convention is held.

SECTION 5 The preliminary Convention programme shall be posted at least ninety days before Convention to all members of the Board and to the Soroptimist International International Programme Director and Standing Committee members.

ARTICLE XV

Finance

SECTION 1 The fiscal year of Soroptimist International shall be from 1 January to 31 December of each year.

SECTION 2 Each federation shall pay per capita dues on the total membership as of June 30 each year. Such dues shall be payable on or before December 31 of that year and a federation or a club shall be considered not in good standing if its dues are not paid within thirty days thereafter.

SECTION 3 The per capita dues shall be set by the Board. No increase shall take effect until one year has elapsed from the time of its adoption.

SECTION 4 The books shall be independently audited annually and at such other times as may be directed by the Board. The auditor shall be a qualified professional accountant.

SECTION 5 Any officer, member or employee responsible for funds shall be bonded/insured in such amount as the Board shall determine.

ARTICLE XVI

Headquarters Office

There shall be an International Headquarters Office at a location to be determined by the Board. The work of the office shall be directed by an employed official.

ARTICLE XVII

Resolutions

SECTION 1 Resolutions on policy, management and programme within the framework of the Soroptimist International objects and purpose as defined in this Constitution (Article II) may be submitted in the form of a motion by a federation, a member of the Board or a Standing Committee. In addition, a proposed resolution on programme may be submitted in the form of a motion by the Soroptimist International International Programme Director, by a club, group of clubs or any other sub-divisions of a federation provided that such resolution has received prior approval of the appropriate federation in accordance with that federation's procedure.

SECTION 2 Any proposed resolution to be considered at Board meetings shall be filed, in the form of a motion, not later than ninety days preceding the meeting. Such resolutions shall be filed by posting a copy to the Executive Director, the President, the Presidents of the Federations, the Federations' Headquarters and the Chair of the Constitution and Resolutions Committee.

SECTION 3 The report and recommendations of the Constitution and Resolutions Committee upon the proposed resolutions shall be posted to the Board members with the agenda.

SECTION 4 Resolutions of an urgent nature may be submitted during a meeting with the consent of the Board.

ARTICLE XVIII

Amendments

SECTION 1 This Constitution may be amended by the affirmative vote of two of the Voting Members from each federation in accordance with the following procedure:

- a) an amendment may be proposed by a federation, by a member of the Board, the Soroptimist International International Programme Director or a Standing Committee;
- b) a proposal for an amendment shall be submitted at least ninety days before the Board meeting at which it is to be considered.

- c) proposals shall be submitted by posting a copy to the Executive Director, the President, the Presidents of the Federations, the Federations' Headquarters Offices and the Chair of the Constitution & Resolutions Committee.
- d) the report and recommendations of the Constitution and Resolutions Committee upon the proposed amendments, as well as the Committee's proposals, shall be posted to the Board members with the final agenda.

SECTION 2 Unless otherwise provided by the Board prior to the adoption of an amendment, or in a motion to adopt it, amendments to the Constitution shall take effect at the close of the meeting at which they are adopted.

SECTION 3 The Board may, on application by a Federation in respect of one or more named clubs in that Federation, permit a variance from a provision of the Constitution, provided the Board is satisfied that:

- a) the provision in the Constitution is contrary to laws applicable to that club or clubs at national, state, or the equivalent level

AND

- b) the variance will not contravene the objects and purpose of Soroptimism.

ARTICLE XIX

Programme, Policy and Procedures

SECTION 1 There shall be a document entitled SI Policy, Procedures and Programme containing information about Programme, Policy and Procedures. This document will assist members holding office at International level to carry out their duties and to give all members an understanding of both the Programme of the Organisation and the workings of Soroptimist International.

SECTION 2 The SI Policy, Procedures and Programme contain action that has continuing importance and effect. It shall be updated by the Executive Director in accordance with approved Board motions, and reviewed on a regular basis by the President, Immediate Past President, Procedural Consultant and Chair, Constitution and Resolutions Committee. Any amendments arising from such a review to be approved by the Board.

ARTICLE XX

Property and Funds

SECTION 1 The property and funds of Soroptimist International must be used only for promoting the Objectives and purpose as set out in Article II, the programmes referred to in Article XI or in accordance with section 3 of Article XXI (distribution of funds upon winding up) and do not belong to the members of Soroptimist International or the members of the Board. They must not be used to create personal profit or benefit.

SECTION 2 No Officer or other member of the Board of Soroptimist International may receive any payment of money or other benefit (whether direct or indirect) from Soroptimist International EXCEPT:

- a) reimbursement of reasonable out of pocket expenses actually incurred in the administration of Soroptimist International and agreed by the Board;
- b) interest at a reasonable rate on money lent to Soroptimist International;
- c) a reasonable rent or hiring fee for property let or hired to Soroptimist International and required by it for its work or proper administration;
- d) an indemnity in respect of any liabilities properly incurred in running Soroptimist International (including the costs of a successful defence in criminal proceedings).

ARTICLE XXI

Winding Up

SECTION 1 Soroptimist International may be dissolved by the affirmative vote of two of the Voting Members from each federation.

SECTION 2 All outstanding liabilities shall be discharged and the remaining assets disbursed.

SECTION 3 In case of winding up, any surplus then remaining shall be shared between the Federations according to the number of members of each Federation at the time when the decision is being taken. Each Federation shall indicate an organisation having registered charitable status as if it was situated in the UK and having similar objectives and programmes as Soroptimist International. The Board shall donate the corresponding part of each surplus to the charitable organisations as indicated above.