

INTERNATIONAL WOMEN'S FORUM OF TRINIDAD AND TOBAGO

BY-LAWS

(As Amended and Approved September 30, 2019)

ARTICLE 1

NAME AND PURPOSES

- 1.1. **Name:** The name of the Association is International Women's Forum of Trinidad and Tobago, referred to as (IWFTT) or (the Association).
- 1.2. **Purpose:**
 - (a) The Association is a Membership based Not for Profit organization, organized and governed by these By-Laws with the primary objective of bringing together women of diverse backgrounds and significant accomplishments in a leadership forum for the exchange of ideas, learnings and concerns on matters of mutual interest, all in the service of advancing women's leadership.
 - (b) The Association fosters fellowship among women to enable them to individually and collectively, positively influence the empowerment of women in their respective spheres and communities. The foregoing will be advanced in a manner that is consistent with the objectives of the parent organization, the International Women's Forum Inc.
 - (c) The Core Purpose of the IWFTT is "to unite, inspire and celebrate accomplished women. To advance exemplary leadership, while learning from and supporting each other, and empowering the next generation of women leaders".

ARTICLE 2

OFFICE AND RECORDS

- 2.1 **Office:** The office of the Association shall be in Trinidad and Tobago at a place or site, physical and/or electronic, designated by the Executive Committee from time to time.
- 2.2 **Records:** There shall be kept at the designated office of the Association, all records including Membership records, financial records and accounts of the Association, records of its activities and transactions together with copies of Minutes of Meetings of the Association and the Executive Committee.

ARTICLE 3

MEMBERSHIP AND MEMBERSHIP DUES

- 3.1 **Membership:** A Member of the Association is a woman who has been recommended by the Membership Sub-Committee, approved for membership by the Executive Committee and who is in good financial standing with the Association.
- 3.2 **Member rights:** A Member shall be entitled to attend and/or vote at meetings of the Members, be elected as an Officer of the Association, nominate another Member for an Office of the Association, participate on Committees of the Association, nominate prospective new Members and participate in all Association activities.
- 3.3 **Membership dues:**
- (a) The Dues for Membership in the Association shall be established annually by the Membership in the Annual Meeting and are payable annually *in the **first month*** of the following Financial Year.
 - (b) If a member fails to pay her annual dues within one month of the start of the Financial Year the Treasurer shall refer the matter of outstanding dues to the Executive Committee to determine the next steps to be taken. Failure to pay annual dues may result in removal from Membership.

ARTICLE 4

MEETINGS OF THE MEMBERS

- 4.1 **Annual Meeting:**
- (a) There shall be an Annual Meeting of the Members which shall be held on a date fixed by the Executive Committee in the month of September to conduct the business of the Association, including:
 - Receiving the President's Annual report
 - Receiving the Treasurer's Annual Financial report
 - Hold Election of Officers
 - Any Other Business
 - (b) Members may submit any issue for consideration of the Executive Committee to be included as an agenda item for the Annual Meeting. Such submission (in writing or by email, with justification), should be sent to the Secretary no more than 10 calendar days after the Notice of Meeting is issued. The Notice of the Meeting, in accordance with the guidelines below in the clause Notice of Meetings, will be issued 30 calendar days prior to the Annual Meeting. Having considered the items received from Members for inclusion on the Agenda, if necessary, a revised Agenda will be issued no less than 10 calendar days prior to the Annual Meeting.

4.2 **IWFTT Forum Meetings:** In addition to the Annual Meeting there shall be a minimum of 4 IWFTT Forum Meetings of the Members of the Association per year. IWFTT Forum Meetings are meetings called by the Executive Committee, at a time, date and place designated by it, and as stated in the Notice of the Forum Meeting, at which any aspect of the affairs of the Association can be discussed and determined. All members shall be invited and are expected to attend.

4.3 **Special Meetings:** Special Meetings of the Members may be called by the Executive Committee at a time, date and place designated by it for any purpose as stated in the Notice of Special Meeting.

4.4 **Other Meetings:** Other Meetings are meetings of Members, called by the Executive Committee, at a designated time, date and place for which no formal notice or quorum is required. No IWFTT business can be conducted at these meetings and they do not count towards attendance requirements outlined in Clause 4.7.

4.5 **Notice of Meetings:**

- (a) Written notice of all meetings, stating the time, date and location shall be served by mail or electronically.
- (b) The Notice shall be served on each Member at that Member's address as set out in records of the Association as follows:
 - i) At least, 10 calendar days before Forum Meetings and Special Meetings.
 - ii) At least, 30 calendar days before the Annual Meeting or a Meeting called in accordance with Article 10 at which it is proposed to amend the By-Laws.
 - iii) No formal notice period is required for Other Meetings.
- (c) A properly constituted meeting requires strict adherence to these Notice requirements. Only in circumstances where those entitled to receive such Notice have waived their right to receive such Notice, in writing or electronically, to the Secretary, can a meeting that takes place without the stipulated 10 or 30 calendar days' notice, be deemed to have been properly constituted.

4.6 **Quorum for Meetings:**

- (a) One third of the total Membership shall be in attendance at a Forum or Special Meeting to constitute a quorum for the conduct of Meetings. A majority vote of those in attendance shall constitute an act of Membership unless specifically prescribed otherwise in these By-Laws.
- (b) One third of the total Membership shall be in attendance, in person, at an Annual Meeting to constitute a quorum for the conduct of the Meeting. A majority vote of those in attendance, in person or by proxy, shall constitute an act of Membership unless specifically prescribed otherwise in these By-Laws.
- (c) No quorum is required for Other Meetings.
- (d) If a properly constituted Annual Meeting is called and a quorum is not achieved, a second attempt will be made to hold the Annual Meeting, 7 calendar days after the date of the first attempt to hold the Annual Meeting.

If after two attempts the Annual Meeting has failed to achieve a quorum, a third meeting will be scheduled 7 calendar days after the second attempt. The Annual Meeting (at the third attempt) will proceed with the Members present without the need to achieve a quorum.

Voting by Proxy: The right to vote in the election of Officers at an Annual Meeting may be exercised by written proxy. The proxy must be signed and sent by email to the Secretary not less than forty-eight hours before the meeting.

- 4.7 **Attendance:** Attendance at all meetings shall be recorded by the Secretary. A Member is expected to attend at least 60 percent of IWFTT Meetings (Annual, Forum and Special) per year. It is also expected that each Member will attend, at least, 1 International conference every 3 years.

ARTICLE 5

COMPOSITION, AUTHORITY AND DUTIES OF THE EXECUTIVE COMMITTEE

5.1 **The Executive Committee:**

- (a) The Executive Committee shall consist of the following Officers of the Association:

Composition:

- i. President
- ii. Vice President
- iii. Treasurer
- iv. Secretary
- v. Public Relations Officer
- vi. One Officer without portfolio
- vii. The Immediate Past President of IWFTT shall serve on the Executive Committee in an Ex Officio capacity for one year.

- (b) The Executive Committee will comprise a maximum of seven Officers, save and except in circumstances when the Term Extension clause 5.5 applies. In those circumstances the Executive Committee may comprise nine Officers.

- 5.2 **Authority of Officers:** The direction and management of the affairs of the Association shall be vested in the Executive Committee, who shall have complete discretion to determine or authorize all attendance and Membership requirements (unless provided otherwise by these By-Laws), expenditures, disbursements or distributions to be made in carrying out the purpose of the Association.

5.3 **Duties of Officers:**

- (a) **President:** The President shall preside at all meetings of the Executive Committee and all meetings of the Association and shall together with the Secretary set the agenda for all meetings of the Association.
- (b) **Vice President:** The Vice President shall work closely with the President and, in the absence of the President, assume and carry out all powers and functions of the President. In addition, the Vice President will assume the responsibilities of the IWF Liaison. The IWF Liaison promotes the mission of the IWF Leadership Foundation to support its continued success and growth.

(c) **Secretary:** The Secretary shall maintain all records of the Association, including the minutes and attendance at meetings, with the exception of the financial records. The Secretary shall also be responsible for notifying the Executive Committee and Membership of meetings and shall be responsible for the conduct of elections.

(d) **Treasurer:** The Treasurer shall be responsible for:

- i. Preparation of an annual budget to cover the financial year (July 1st – June 30th). The approved budget and any material modifications to it shall be distributed to the Membership.
- ii. Preparation of annual and other financial reports.
- iii. Ensuring financial records are maintained in accordance with generally accepted accounting standards.
- iv. Updating the Executive Committee, at a minimum, on a quarterly basis, on its conformance with the budget.
- v. Being the liaison for persons retained to review / assess IWFTT financial records.
- vi. Reviewing and making recommendations to the Executive Committee regarding the establishment of written rules and procedures governing the financial affairs of the IWFTT, including the time and manner of collecting dues and distributing funds.

(e) **Public Relations Officer:** The Public Relations Officer shall be responsible for:

- i. Managing the image and brand of IWFTT, under the direction of the Executive Committee
- ii. All IWFTT internal and external communications
- iii. Leading the planning and execution of all events

5.4 Terms of Office:

(a) The Officers of the Association shall be elected by the Members at the Annual Meeting to serve the Association, advance its mission and core purpose, and to act in the interest of the Association and the Members for a 2-year term from the close of the Annual Meeting at which they were elected.

(b) An Officer may not serve more than two consecutive terms in the same position on the Executive Committee. No Member shall serve more than six consecutive years on the Executive Committee except where provided in 5.5.

(c) If a vacancy on the Executive Committee arises (except for a vacancy of the President) an Officer of the Executive Committee may fill such vacancy for the unexpired term as agreed by the Executive Committee.

(d) If a vacancy arises in respect of the position of President, the Vice President shall assume the position of President for the unexpired term.

(e) In both cases service of the unexpired term shall not constitute a term for the purpose of the above limitation of office.

5.5 **Term Extension:** In order to prevent a situation where the period in office of all the Members of the Executive Committee, comes to an end at the same time, the Members at a Meeting, on the recommendation of the Executive Committee, can extend the 2-year term of not more than two Officers, excluding the President for a further year. The two individuals will be 'Officers without portfolio' on the incoming Executive Committee. This period may be in addition to the 6-year maximum consecutive years an Officer has served on the Executive Committee.

5.6 **Executive Committee Meetings**

- (a) The Executive Committee shall hold meetings with such notice period as it determines.
- (b) A quorum of the Executive Committee shall be 4 Officers.
- (c) All Officers may participate at a meeting of the Executive Committee by telephone or by any electronic means so long as Officers participating in such meeting can hear one another. Attendance at meetings of the Executive Committee shall be recorded by the Secretary. Each Officer in attendance (in person, by telephone or by any electronic means) shall be entitled to cast a vote. Voting by proxy at Executive Committee meetings shall not be permitted.

ARTICLE 6

ELECTION AND REMOVAL OF OFFICERS

6.1 **Election of Officers:**

- (a) Not less than 30 calendar days prior to a scheduled Annual Meeting, at which elections are to be held, a list of positions on the Executive Committee that will be vacant shall be circulated to the Members electronically.
- (b) Any Member may nominate another Member (a Nominee) as an Officer of the Executive Committee by email to the Secretary. Each Nominee must be seconded by another Member and all Nominees must confirm their acceptance of the nomination with the Secretary.
- (c) The names of all Nominees shall be submitted to the Secretary at least 21 calendar days prior to the date of the Annual Meeting. The names of all eligible and confirmed Nominees will be sent by email to the Members by the Executive Committee no later than 10 calendar days prior to the Annual Meeting.
- (d) The election of Officers shall be conducted by ballot at an Annual Meeting.
- (e) Each Member shall be entitled to one vote for each position at the Annual Meeting.

6.2 Removal of Officers:

- (a) An Officer will cease to hold office if she ceases to be a Member of the Association, or has a criminal conviction.
- (b) An Officer will be removed only for cause and upon the affirmative vote of no less than two thirds of the Executive Committee.
- (c) The following shall constitute cause for the removal of an Officer:
 - i. A determination that the Officer has breached her duty as an Officer of the Association
 - ii. The inability to discharge the function of her office, whether arising from infirmity of mind or body.

ARTICLE 7

SUB-COMMITTEES OF THE EXECUTIVE COMMITTEE

7.1 Sub-Committees:

- (a) The Executive Committee may, by resolution, adopted by the majority of the Officers at an Executive Committee meeting, establish sub-committees of the Executive Committee.
- (b) Such sub-committees shall be comprised of at least 2 Members and shall have a Charter approved by the Executive Committee.
- (c) The President may be an Ex Officio Member of any sub-committees but shall not be a voting Member.

7.2 There shall be a Membership Sub-Committee and a Governance Sub-Committee.

(a) MEMBERSHIP SUB-COMMITTEE

- i. The Membership Sub-Committee shall consist of no fewer than 5 Members.
- ii. The Membership Sub-Committee shall meet at least once on an annual basis with the mandate and objective to consider and recommend to the Executive Committee prospective new Members of the Association.
- iii. The Charter of the Membership Sub-Committee shall include the responsibility to perform due diligence, including research and feedback on each prospective new member to ensure that the nominee meets the criteria for Membership as outlined in the International Women's Forum guidelines for Membership.
- iv. Women who reside or work in Trinidad and Tobago and have achieved preeminence in their respective field of endeavor shall be eligible for nomination by a Member for consideration by the Membership Sub-Committee.
- v. Any Member can submit the name of a woman they wish to be considered by the Membership Committee. However, such submission must be made in accordance with the guidelines for the nomination of Members, as developed by the Executive Committee and administered by the Membership Committee.

(b) **GOVERNANCE SUB-COMMITTEE**

- i. The Governance Sub-Committee shall consist of no fewer than 3 Members.
- ii. The Governance Sub-Committee shall meet at least once on an annual basis with the mandate and objective to consider and recommend amendments to these By-Laws, to review Committee Charters and in general to review the Governance of the Association.

ARTICLE 8

FINANCIAL AFFAIRS OF THE ASSOCIATION

8.1 Documents:

- (a) All contracts of the Association, promissory notes and other evidence of indebtedness of the Association must be approved by The Executive Committee and shall be signed on behalf of the Association by the President.
- (b) All cheques and drafts and other orders for the payment of money out of the funds of the Association may be signed on behalf of the Association by two Officers, one of which shall be the Secretary or President.

- 8.2 Bank Accounts:** All funds of the Association, not otherwise employed, shall be deposited to the credit of the Association in a general or special account in such banks, trust companies, or other depositories as the Executive Committee may from time to time select, and for the purpose of such deposit, not only the Treasurer, but also such officer or officers, agent or agents, to whom such power may be delegated by the Executive Committee may endorse, assign, and deliver any cheque, drafts or other orders for the payment of money which are payable to the order of the Association.

ARTICLE 9

TERMINATION OF MEMBERSHIP

- 9.1 Failure to pay dues within one month of the start of the Financial Year (The Notice Period), and after two ***notices in writing sent to the Member's address*** on record or by email, can constitute good cause for termination of Membership
- 9.2 Any Member who fails to meet the attendance requirements without reasonable excuse that is satisfactory to the Executive Committee, may have their Membership terminated. The Member shall receive in writing at least one written notification of such pending action.
- 9.3 A Member determined, by the Executive Committee, to have acted in a way damaging to the Association or its reputation may have their Membership terminated.
- 9.4 Termination of Membership requires a two-thirds vote of the Executive Committee.

- 9.5 Notification of termination shall be sent in writing to the Member. The Member shall have the right to appeal the termination, in writing, addressed to the Secretary who shall place the appeal before an Appeals Committee. Membership shall be reinstated if so recommended by the Appeals Committee.
- 9.6 A Member shall give effect to her resignation by submitting same in writing to the Secretary, who will inform the Executive Committee and, when directed to do so by the Executive Committee, confirm receipt. It is expected that any monies, including all or part of any Annual Dues or other sums that may be outstanding are fully paid prior to the Member leaving the Forum.
- 9.7 Annual Dues are non-refundable. Upon a person ceasing to be a Member she shall forfeit all rights and claims upon the Forum its property and funds and will not be entitled to any refund of the annual dues paid.


ARTICLE 10

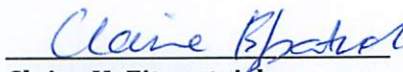
AMENDMENTS to the BY-LAWS

- 10.1 The Members shall have the power to make, amend, or repeal the By-Laws of the Association by the vote of two thirds of the Members present at a Meeting of the Membership.

These By-Laws become effective immediately.

Signed on behalf of the Association:


Rani Lakhan-Narace
President - IWFTT


Claire H. Fitzpatrick
Secretary - IWFTT

9-Nov-2019
Date