



Shanghai, China

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1. OBJECTIVE & MISSION STATEMENT

- 1.1. The “Expatriate Professional Women’s Society” (hereinafter referred to as “EPWS”) is a not-for-profit, membership-based community established to provide professional, social and cultural support for expatriate women working and living in Shanghai.
- 1.2. MISSION STATEMENT: To be an influential and dynamic community that inspires, leads and fosters expatriate women in personal growth and professional development.

2. MEMBERSHIP

- 2.1. Professional female expatriates (holding foreign passports) who live in Shanghai (currently working or not) shall be eligible for membership.
- 2.2. A valid member is defined as holding a fully paid-up membership card for the current membership year (or partial year), and having a right to vote and become a member of the Executive Board.
- 2.3. Membership shall be granted on an individual or corporate basis.
- 2.4. Membership can be granted on a corporate basis for a minimum of 3 female, foreign passport holders from the same organization. A corporate membership application should be lodged by the organization.
- 2.5. Corporate membership and corporate cards are only transferable within the member organization. Individual membership and individual membership cards are non-transferable.
- 2.6. The EPWS membership list shall not be sold, distributed or used for commercial purposes.

3. EXECUTIVE BOARD

3.1. General

3.1.1. There will be a minimum of nine Executive Board positions, consisting of:

- a) President
- b) Vice President and Event Planning Executive
- c) Membership Executive
- d) Public Relations/Marketing Executive
- e) Treasurer
- f) Historian / Newsletter Editor
- g) Administrator
- h) Special Events Executive
- i) Webmaster
- j) such other positions as determined by the Executive Board from time to time as necessary or desirable for the operation of EPWS

3.1.2. In the event that the President is absent or resigns from the Executive Board, succession of the Executive Board shall be in the order above.

3.1.3. All Board Executives must be valid members who have preferably been active within EPWS for a minimum of three months prior to taking up an Executive Board position.

3.1.4. The members of EPWS have the right to dismiss the Executive Board or individual members of the Executive Board under the following conditions: a membership meeting must be called, at which 60% of all current registered members shall form a quorum; decisions shall be passed at such a meeting by a simple majority vote.

3.1.5. An Executive Board meeting shall only be validly convened if each Board Executive is notified of the location, time, agenda and date for that meeting, either at the preceding Executive Board meeting or seven days in advance by written notice. An Executive Board member shall be deemed to have been notified if the Administrator sends notice in writing

- to the fax number, postal address or e-mail address last registered with the Administrator.
- 3.1.6. All activities in the name of EPWS are subject to the approval, by a simple majority vote, of the Executive Board. The Executive Board may from time to time delegate in writing certain powers to individuals or committees for the operation of EPWS.
- 3.1.7. The quorum for a meeting of the Executive Board shall be a simple majority of the members of such board. In the event of there being no quorum present at an Executive Board Meeting, the meeting shall be adjourned to the following week at a place, date and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.
- 3.1.8. For the purpose of these articles, "simple majority" shall mean more than 50% of all the current Executive Board members.
- 3.2. Responsibilities of the Executive Board
- 3.2.1. The Executive Board shall be responsible for the management of EPWS, which includes but is not limited to setting the annual budget and identifying the annual schedule. The Executive Board has authority over all the affairs of EPWS except amendments to the Constitution and the dissolution of EPWS.
- 3.2.2. All members of the Executive Board shall be bound by the EPWS Constitution and EPWS Operational Procedures.
- 3.2.3. Each Board Executive shall maintain records of her function to be presented at each Executive Board meeting.
- 3.2.4. Each Board Executive must attend monthly Executive Board meetings or otherwise notify the Administrator of her intended absence at least two days in advance of such meetings.
- 3.2.5. All Board Executives must attend at least 75% of all EPWS events throughout the year, ensuring an informed substitute covers her required duties at an event from which she is absent.
- 3.2.6. Board Executives should demonstrate a clear commitment to the Executive Board and refrain from using their Executive Board status for any personal gain.
- 3.2.7. Any Board Executive who has failed to attend three Executive Board meetings without ensuring a report on her activities is presented at the Board meeting on her behalf may be asked to resign. Voting on this issue shall be by a simple majority of the Executive Board at an Executive Board meeting, at which neither the relevant member nor her substitute (if any) shall be entitled to vote.
- 3.2.8. In the event of a Board Executive resignation, a new Board Executive shall be selected by a simple majority of Board Executives.
- 3.3. Individual Roles of Board Executives
- 3.3.1. The responsibilities of the individual Board Executives shall be as defined in the EPWS Operational Procedures.
- 4. ANNUAL GENERAL MEETING (AGM)**
- 4.1. Business at the Annual General Meeting (AGM)
- The following business shall be conducted during the AGM
- a) President's annual report
 - b) Treasurer's annual report
 - c) The election of Board Executives
 - d) Voting on amendments to the Constitution
- 4.2. Voting Regulations
- 4.2.1. Only valid members shall be allowed to vote, in person or by proxy.
- 4.2.2. A valid proxy vote shall be one received by post, fax or e-mail from a valid member 24 hours before the relevant meeting.
- 4.2.3. A member may vote for herself.

4.2.4. A quorum for an election at the AGM is defined as 20% of the valid membership on that date. These 20% include those present either in person or by proxy. All proxy votes held by any person attending the meeting shall be counted separately to determine whether a quorum exists.

In the event of there being no quorum present for the election, the meeting shall be adjourned to a place, date and time to be appointed, and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.

4.2.5. Except as provided in 7.1 below, all matters which are subject to the vote of the membership, including the election of Board Executives shall be decided by a simple majority vote of those members present in person or by proxy at the AGM at which a quorum of members is present in person or by proxy.

5. ELECTION OF EXECUTIVES & BOARD TRANSITION

5.1. Election of the Executive Board shall be held annually at the AGM.

5.2. Nominations for Board Executives shall be elicited one month prior to the elections. A description of open positions shall be sent to all members. Eligible candidates shall be notified of their nomination at such time.

5.3. The newly elected Executive Board shall take responsibility for the new Board year upon being voted in at the AGM.

5.4. As long as a minimum of five Board Executives are voted in, this new Executive Board shall be considered viable. However, a full working Executive Board of nine Executives should be fully in situ within three months of the election. Failing this, further elections shall be held immediately to fill the vacant positions on the Executive Board.

5.5. The Executive Board may appoint additional Board Executives during the year to fill any newly created Executive Board position. Such additional Board Executives shall hold office until the next AGM at which time their position must be approved by the AGM.

6. ADVISORY BOARD

6.1. The Executive Board may select advisors, one of which shall be a past President or Board Executive. Meetings with advisor(s) shall be held at the then current Executives Board's discretion as needed.

7. MEANS OF DISSOLUTION & EXTRAORDINARY GENERAL MEETINGS

7.1. EPWS shall not be dissolved, except with the consent of not less than three-quarters of the current membership base. This move to dissolve shall be made by written resolution approved by the written vote in person or by proxy by the membership at an Extraordinary General Meeting (EGM) convened for the purpose.

7.2. An EGM shall be convened by the President upon the direction of the majority of the Board Executives or of 10% or more of the valid members. Ten days' notice of any EGM must be given to the membership. Any such notice must attach the issues to be voted on at the meeting and proper provision must be made for expressions of views at the meeting.

7.3. In the event of EPWS being dissolved, all debts and liabilities legally incurred on behalf of EPWS shall be fully discharged, and the remaining funds shall be devoted to such local charitable organizations as the voting members shall decide.

7.4. Notice of dissolution shall be given to the members within seven days of the dissolution.

7.5. Except as provided in 3.1.4 and 7.1 above, an affirmative majority vote of those members present either in person or by proxy shall be sufficient to pass a proposal put forward at an EGM.

8. FINANCES

- 8.1. Valid members shall pay annual membership dues to the Treasurer, which shall be used to defray miscellaneous administrative expenses incurred by EPWS (i.e. faxes, copies, membership directories, dinner costs for speakers, etc.). The amount of dues shall be determined by the Executive Board.
- 8.2. A prudent reserve as determined by the Executive Board and recorded in the Operational Procedures shall be maintained.
- 8.3. EPWS shall maintain its integrity as a non-profit organization.
- 8.4. The Executive Board shall refrain from using any accrued income for its personal gain or entertainment.
- 8.5. A bank account shall be maintained by the Treasurer. The use of the financial resources of EPWS shall be subject to approval by the Executive Board. Authorization to sign agreements on behalf of EPWS shall also be subject to approval by the Executive Board.
- 8.6. Members shall have access to financial records at anytime.

9. ANNUAL CHARITY EVENT

- 9.1. EPWS shall aim to hold an annual event devoted solely to raising funds for charitable purposes.

10. OPERATIONAL PROCEDURES

- 10.1. The EPWS Operational Procedures shall be separately formulated to complement this Constitution and ensure clarity of detail in terms of practical, operational usage.
- 10.2. Such Operational Procedures may be established and amended as needed by an affirmative simple majority vote of Board Executives present in person or by proxy at a duly called meeting of the Executive Board.
- 10.3. Such Operational Procedures and amendments thereto must be in conformity with the principles and provisions set forth in this Constitution.

11. AMENDMENTS TO THE CONSTITUTION

- 11.1. No alteration or additions to this Constitution shall be made except at an Annual or Extraordinary General Meeting.