

INTERNATIONAL WOMEN'S ASSOCIATION GEORGIA CONSTITUTION

ARTICLE I – NAME

The name of this organization shall be the International Women's Association Georgia hereinafter referred to as the IWA Georgia.

ARTICLE II – PURPOSE

The IWA Georgia welcomes and assists newcomers to Georgia by fostering goodwill and friendship among Association members and building relationships between women of different cultures who are living in Georgia. The IWA Georgia introduces its members to the unique circumstances of living in the Caucasus and provides them with opportunities to socialize with each other and to enhance their understanding of Georgia.

IWA Georgia raises money through events and donations, which it distributes to charities that support people in need in Georgia. All membership fees are used exclusively in relation to expenses incurred with administering the membership. The IWA Georgia may not engage in any activity that is contrary to the law.

ARTICLE III – MEMBERSHIP

Section 1 – Eligibility

Membership shall be extended to all women aged 18 years or over who reside in Georgia. The Board reserves the right to deny or revoke the membership of any member owing to misconduct or wrongful behavior that could defame or endanger the purpose of the IWA Georgia. A potential member may attend two coffee mornings as a guest but must then become a full member before attending their third meeting or coffee morning. All prospective members shall complete an application form.

The number of Georgian citizens is capped at 25% of the total Association membership. Where the number of Georgian citizens constitutes more than 25% of the current membership, any prospective Georgian members will be notified and, with their agreement, placed on a waiting list until the membership permits additional Georgian members. The Board will consider applications once a year. Prior to the admission of Georgian citizens an assessment will be carried out.

Section 2 – Dues

The Board shall review annual membership dues each year and submit them for approval at the General Meeting in the Annual General Meeting. Annual membership expires every calendar year on 31st August. Dues for the following year shall be paid by 30th September. The membership year starts on 1st September and expires on 31st August. Any member in good standing may renew their membership. The Membership Chair shall notify members of the expiration of their annual membership in mid-August each year.

Section 3 – Sponsorship

The Board may choose to sponsor two active Georgian members per year who it determines are unable to meet the financial obligation of the annual dues.

Section 4 – Standing of Members

Any member whose dues remain unpaid after 30th September shall be removed from the roll of active members resulting in the loss of all member privileges; such member may be reinstated upon full payment of the dues.

Section 5 – Membership Privileges

Members may attend all the IWA Georgia sponsored events, including coffee mornings, the monthly General Business Meetings and the Annual General Meeting; other events may also take place which on occasion may require incur a small additional cost.

Members shall be entitled:

- a. to receive notice of and to attend and vote at all member meetings of the IWA Georgia;
- b. to access the IWA Georgia website and IWA Georgia Facebook page;
- c. to receive the monthly Newsletter and
- d. to receive all IWA Georgia communications announcing events and activities.

Members may participate in the IWA Georgia committee or project or interest group/circle, and may nominate and vote for individuals as Board Members and Executive Committee Chairs.

Members are entitled to receive a Members' Directory [the Directory] containing the contact information of the IWA Georgia's membership. Commercial use of the Directory is not permitted. Exceptionally, a member may make a request to the IWA Board to use the Directory for commercial purposes. The IWA Board will consider the request and decide to approve or not; the decision of the IWA Board is final.

Section 6-Associate and Partner Members:

- a. an associate member is a former member of IWA Georgia currently residing outside Georgia and who supports the IWA Georgia's mission through a continuing connection to the organization. Associate members enjoy the same privileges as members, without the voting privileges, the right to hold an elected office and the involvement/or influence in any committee function. If a former member returns to Georgia. she may have an associate membership for one (1) year. If she is still in Georgia, after this period, she must become a full member. An Associate Membership is available to qualifying former members for an annual membership fee.
- b. a partner member is the spouse or partner, independently of gender, currently residing in Georgia, of an IWA Georgia member or the spouse or

partner of an expat, independently of gender, non-member of IWA Georgia, residing in Georgia for a definite period of time. A partner member is subject to the same obligations as Members of IWA Georgia (including payment of dues) and enjoys the same privileges, including the right to vote, without however, the right to be elected as Board Member or Executive Committee Chair.

Section 7 – Good Name

Members shall not defame in any way or use the name of the Association for purposes of advertising or personal benefit. Any violations shall be reported to the Board, which is authorised to investigate and recommend action accordingly and proportionately. The IWA Georgia shall not accept responsibility for the behaviour of its individual members.

Section 8 – Use of the IWA Georgia Directory and email List

The Association's Directory and email list are for the personal use of the members and may not be used for marketing and or commercial purposes. Unless requested, members may not promote their private business with other members. Coffee mornings and occasional meetings are agreeable available avenues at which members can be asked to speak about their work or for the promotion of a member's private business.

Section 9 – Suspension and Cessation of Membership

The Board, at its discretion, may expel a member who violates any article of the Constitution or whom it considers has behaved in a way that may damage the reputation of the Association or endangers its purpose. The member shall be asked to attend a Board meeting at which they can explain their behaviour and, if necessary, they will be given a (written or verbal?) warning by the Board. If the member continues to misbehave, the Board shall, following a majority vote of the Board, be entitled to withdraw their membership.

ARTICLE IV – GENERAL MEETING

The supreme body of the IWA Georgia is the General Meeting of the members of the Association. The General Meeting will be held once a year in accordance with Article IX of this Constitution.

The General Meeting shall:

- 1) approve the Constitution and its amendments;
- 2) elect every year the Board of the IWA Georgia (which is registered at the notary according to the Georgian legislation and represents IWAG legally);
- 3) hear reports of the Board;
- 4) approve the dues of the Association;

- 5) create and dissolve the Executive Committee Board;
 - 6) hear and approve the Treasurer's and the Executive Committee Board reports;
 - 7) decide upon dissolution of the Association and
 - 8) decide on issues beyond the competence of the Board.
- The General Meeting will take decisions by a simple majority, except for amendments to the Constitution, which shall be made in terms of Article XV of this Constitution.

ARTICLE V – THE BOARD

Section 1 - Function

The Board is the managing body of the IWA Georgia and it shall exercise general supervision and control over the assets and affairs of the Association. The Board shall decide all questions involving cooperation with other organizations and shall supervise the execution of approved policies. In the interval between meetings, the Board shall have authority over the assets and affairs of the IWA Georgia. The Board shall take actions that are necessary to facilitate the purposes of the IWA Georgia, within the power delegated by the Constitution. The Board is registered annually at the notary and Justice House and represents IWA Georgia legally.

Section 2 – Term of Office

The term of office shall be of one year. Any Officer may serve a second and third consecutive term in the same office. No Officer may serve more than three consecutive one-year terms in the same office, but may serve a further three one-year terms in another capacity. No Officer shall hold more than one office at the same time.

Section 3 – Members of the Board

The Board shall consist of: a President, First Vice President – Fundraising, Second Vice President – Community Projects, Secretary and Treasurer. The Founding Member of the IWA Georgia, Nana Dvali, shall be a permanent member of the Board. Apart from the Founding Member, all members of the Board shall be elected. The Board is officially registered and represents the IWA Georgia's membership legally.

Section 3a– Executive Committee

The members of the Executive Committee shall consist of the Hospitality Chair, Cultural & Interest Groups Chair, Membership Chair, Newsletter Chair and Special Events Chair. The Board may add or cancel any committee upon the current situation. The members of this Executive Committee have a single, rotating vote.

Section 4 – Meetings

The Board shall hold regularly scheduled meetings before the General meeting. All Board Members and Executive Committee Members should attend all Monthly Business Meetings and as many Coffee mornings (social meetings) as possible

Two members of the Board, with the approval of the President, may call Special Meetings. If the President is unavailable, three Board Members may call a Special meeting.

Resolutions shall be made by a majority of the members present. The first meeting of the Board shall be a combined meeting with the outgoing Board and shall be held as soon as possible after the Annual General Meeting to prepare plans for the following year.

ARTICLE VI – DUTIES OF THE BOARD AND EXECUTIVE COMMITTEE MEMBERS

Each member of the Board has one vote. In the event of a co-chair, there will only be one vote from that office.

Section 1 – Duties of the President

The President shall preside at all meetings and shall supervise the affairs of the IWA Georgia. The President may appoint special committees with the Board's approval. The President is the official representative and non-voting member of all committees except the Nominating Committee. The President should be familiar with the Constitution.

Section 2 – Duties of the First Vice President-Fundraising

The First Vice President – Fundraising shall perform the duties of the President in the latter's absence. The First Vice President – Fundraising shall also be responsible for all fundraising activities of the IWA Georgia (Winter Fair, Spring Fair, and other fundraising events approved by the board). The First Vice President – Fundraising should be familiar with the Constitution.

Section 2a – Duties of the Second Vice President-Community Projects

The Second Vice President – Community Services shall perform the duties of the President in the absence of the President and First Vice President. The Second Vice President – Community Services shall be responsible for coordinating all charitable projects in accordance with the IWA Georgia Community Projects Guidelines. Committee should consist of minimum 9 members. The Second Vice President – Community Services should be familiar with the Constitution.

Section 3 - Duties of the Secretariat

The Secretariat role can be shared, but will have only one vote.

□ The Corresponding Secretary – shall communicate all information deemed necessary to the members of the IWA Georgia through telephone calls or emails. Managing all correspondence on behalf of IWAG through emails, web page, and social media. The Corresponding Secretary should be familiar with the Constitution.

□ The Recording Secretary – shall record and maintain the business of the IWA

Georgia. The Recording Secretary shall keep the minutes of Board and Executive Committee Meetings, the Annual General Meetings, monthly Business Meetings and all necessary meetings that take place. Following each Board meeting, the Recording Secretary shall send copies of the minutes to all Board Members. The Recording Secretary will maintain a separate file of all minutes from the various projects as supplied by the Fundraising and Community Service Vice Presidents.

Section 4 – Duties of the Treasurer

The Treasurer shall be the Custodian of all funds of IWA Georgia. The Treasurer shall:

- 1) be responsible for the collection of all dues from the Membership Chair;
- 2) pay out money as authorized by the Board;
- 3) keep an account of all receipts and expenditures;
- 4) prepare monthly financial reports for the Board.

ARTICLE VII – EXECUTIVE COMMITTEE CHAIRS

Section 1 – Function

In order to contribute to the achievement of the goals and fulfillment of the activities of the IWA Georgia Executive Committee Chairs shall be elected.

Section 2 – Executive Committee Chairs

Executive Committee Chairs will be elected by the General Membership: Hospitality Chair, Cultural & Interest Groups Chair, Membership Chair, Newsletter Chair, Chairs and Special Events Chair. Each Committee Chair may appoint one or two additional members to assist them in carrying out the responsibilities of the committee. International representation is encouraged.

Section 2a – Duties of the Executive Committee Chairs

There is a job description for all Executive Committee Chairs. Adjustments must be approved by a majority of the Board.

ARTICLE VIII – MONTHLY BUSINESS MEETINGS

The IWA Georgia will meet, if possible, on the first Wednesday morning of each month.

ARTICLE IX – ANNUAL GENERAL MEETING

An Annual General Meeting shall be held in May and is for members only.

ARTICLE X – QUORUMS

Section 1 – Board Meetings

Two-thirds of the members of the Board shall constitute a quorum.

Section 2 – Monthly Business Meetings

At Monthly Business Meetings, no quorum is required. Any issue voted upon may be approved by a simple majority of the members present.

Section 3 – Annual General Meetings

Any decision at the Annual General Meeting shall be made by a simple majority of the members present. In order to make and accept changes to the Constitution, it is necessary to have a two-thirds majority of the members present.

ARTICLE XI – MEMBER ETHICS

Section 1 – Conflict of Interest

No IWA Georgia member shall be permitted to vote on any issue in which they have a conflict of interest.

Section 2 – Contacts with Media

Media contact and newsworthy activities of IWA Georgia may only be made with the approval of the President.

Section 3 – Use of the IWA Georgia Name

Members shall not use the name of the IWA Georgia for any commercial, political, or religious purpose, or for personal financial gain.

ARTICLE XII – NOMINATION AND ELECTION OF BOARD AND EXECUTIVE COMMITTEE CHAIRS

Section 1 – Mode of Election

Board Members and Executive Committee Chairs shall be elected.

Section 2 – Types of Voting

There shall be three ways to vote:

1. In person at the Annual General Meeting;
2. By Absentee ballot;
3. By Proxy Vote.

Section 2a – Definitions of Ways to Vote

1. The definition of “in Person,” is: a member who is in attendance at the Annual General Meeting;
2. The term “Absentee vote,” is defined as: a member who cannot attend the Annual General Meeting and votes either electronically or by submitting in writing their ballot prior to the election;
3. The term “Proxy vote,” is defined as: a member who gives, in writing, their vote to another member to vote for and on their behalf.

Section 3 – Nominations

During the March Business meeting, a Nominating Committee shall be formed consisting of at least four but no more than seven members. Two Nominating Committee members may be members of the Board or Executive Committee who are not running for election.

Section 4 – Ballots and Reporting Results

Members shall vote at the Annual General Meeting. If there are two or more members running for the same position, members shall vote by ballots. The Founding Member and two members of the Nominating Committee shall count the ballots and certify the results to the current President and Recording Secretary. The results shall be announced immediately after the count. In the case of a tie, a second ballot for the two highest nominees shall be taken.

Please refer to the Addendum written by the Nominating Committee, May 7, 2010, for exact procedures of preparing, distributing and counting the ballots.

Section 5 – Interim Replacement

When a vacancy occurs on the Board or the Executive Committee, the Board may appoint a member to serve until the next election.

ARTICLE XIII – LANGUAGE

The official language of the IWA Georgia shall be English.

ARTICLE XIV – AMENDMENTS

The Constitution may be amended at the Annual General Meeting or a Special Meeting called for that purpose by a member of the Board or by a third of the General Assembly. In order to amend the Constitution, a two-thirds majority vote of the members present is needed. The amendment shall have been submitted to all the members at least one month before the amending vote. The amendment must be submitted in writing by the Board or a member in good standing.

ARTICLE XV – DISSOLUTION OF THE IWA GEORGIA

Written notice must be sent to the members of the IWA Georgia stating the reasons for dissolution. Two-thirds vote of the membership shall be required for dissolution. The assets, if any that remain after all debts have been paid shall be donated to some other association or worthy cause to be specified by the Board.

March 2000

Revised May 2004

Revised October 2005

Revised September 2007

Revised September 2010

Revised April 2016

ADDENDUM – PROCEDURES FOR PREPARING, DISTRIBUTING AND COUNTING BALLOTS As Prepared By the Nominating Committee, May 7, 2010

Section 1 – Ballot forms

1. The Nominating Committee will be responsible for the preparation of the ballot forms
2. No personal information about a candidate will appear on the ballot form;
3. Both the Absentee Ballot and the Proxy Ballot will be labeled clearly to differentiate them from the onsite ballot, i.e.: 2010 AGM Absentee Ballot or 2010 Proxy Ballot;
4. The onsite ballot will have a stamp on the ballot and a signature of one of the members of the Nominating Committee to differentiate from the Absentee or Proxy ballots;

Section 2 – Absentee ballots

1. An Absentee ballot will be sent out to all members, a minimum of one week prior to the election;
2. That ballot must be received back to the Nominating Committee no later than 24 hours prior to the Election;
3. Directions for returning the Absentee ballots will be sent with the ballot itself;
4. The designated Nominating Committee Members who receive the Absentee Ballot, will notify each member of the Committee of its existence;
5. The designated Nominating Committee Members will put the received e-mails in a folder on her e-mail account until the counting of the ballots.
6. The procedure for counting the Absentee Ballots sent via e-mail is as follows:
 - a. The entire Nominating Committee will meet the night before the election;
 - b. The designated Nominating Committee Members will bring all of the Absentee ballots with her and call out each name while another Committee member will confirm the name as a legitimate, eligible member;
 - c. The voter's name will be ticked on the membership list as having voted by Absentee ballot;
 - d. The ballots will be opened at the same time;
 - e. One Committee member will print the vote;
 - f. Three other Committee members will be at the printer to receive the ballot and put the ballot in an envelope;
 - g. The e-mail containing the sent vote will be deleted after the vote has been printed;
 - h. All of the ballots will be put together in one envelope, which will then be sealed, signed by each of the Committee members and taken to the Annual General Meeting the following day.
7. The procedure for counting the Absentee Ballots delivered by hand to a

member of the Nominating Committee is as follows:

- a. Deadline for hand-delivered Absentee Ballots is no less than 24 hours prior to the Annual General Meeting;
- b. Hand-delivered Absentee ballots should be placed in a sealed envelope and signed on the back (in accordance with the Constitution);
- c. Hand-delivered Absentee Ballots can be given to any member of the Board not running for office or a designated member of the Nominating Committee;
- d. The name of the voter will be ticked on the membership list to indicate that the member has voted;
- e. These ballots shall be brought to the same Nominating Committee meeting with the e- mail Absentee Ballots.

Section 3 – Proxy Ballots Procedure for Proxy Vote Ballots:

1. A member shall notify the Nominating Committee in writing, via e-mail or in person no less than 24 hours prior to the Annual General Election that she cannot attend the meeting and mention by name, the member she has designated as her Proxy Voter;
2. This designated Proxy Voter shall sign for multiple ballots at the time of election, one for herself and one for each of the absent members;
3. All members' names will be ticked on the membership list as having received a ballot.

Section 4 – Voting by members who have left Tbilisi

Members who have paid the dues for the year of election and who have relocated elsewhere are still considered members and are allowed to vote. These members should still be on the membership list and may fully participate in the election.

Section 5 – Checklist for Voting

1. The membership list will have three columns added to it: Onsite, Absentee and Proxy;
2. The number of ballots printed for Onsite voting will be counted;
3. The total number of ballots given to members plus the number of blank ballots remaining should equal the total number of ballots printed.

Section 6 – Counting of the Ballots

The Founding Member and two Nominating Committee Members are required to count the ballots. Additionally, more/all of the members of the Nominating Committee may count the votes. The results will be announced at the end of the Annual General Meeting.)