

FEW CONSTITUTION

Latest revision: August 2018

ARTICLE I

SECTION 1 Name

- A) This organization shall be known as FOR EMPOWERING WOMEN, hereinafter known as “FEW”.
- B) This organization shall exist in its own right, separately from its members, The organization will continue to exist even when its membership changes and there are different officers.

ARTICLE II

SECTION 1 Purpose

- A) The objective of FEW is to be: ‘A networking organization whose aim is to help English-speaking professional women in Japan achieve their full professional and personal potential’.

ARTICLE III

SECTION 1 Income and Property

- A) FEW will keep a record of everything it owns.
- B) FEW may not give any of its money or property to its members or officers.
- C) A member of FEW can only get money back from FEW for expenses that she has paid for or on behalf of FEW.
- D) Members or officers of FEW do not have rights over things that belong to FEW.

ARTICLE IV

SECTION 1 Membership Types

- A) There shall be four membership types; Associate, Long-distance, NPO/NGO and Regular. Only one type of membership applies to each member:
 - a. Associate membership is open to those women who are full-time students or interns, at the time of joining FEW. Associate membership remains in effect for a full year regardless of graduation or termination of internship.
 - b. Long distance membership is available to former FEW members who have moved overseas, professional women who are based overseas but travel to Japan on business, and members living outside the Kanto area. The Kanto Area is defined in Schedule 1.
 - c. NPO/NGO membership is available to any NPO, NGO or other accredited charitable organization with an outlook that fits the mission of FEW, with "any female staff member who works full-time for the accredited NPO/NGO or charitable organization, receives payment from the accredited NPO/NGO or

whose income is largely dependent on their work with the accredited charitable organization” serving as representative.

- d. Regular membership is open to all other professional working women, or those who intend to work professionally and do not fit the description of (a) or (b) above.

SECTION 2 Membership Requirements

- A) Each member must abide by the articles of the Constitution, and its By-laws, in order to remain a member in good standing.
- B) If a member wishes to join as an Associate Member, they must show a valid Student I.D., or equivalent.
- C) If an NPO/NGO or other charitable organization wishes to join as an NPO/NGO Member, they must submit the specified NPO/NGO Membership Application Form in the organization’s name and nominate a female representative as defined in ARTICLE IV Section 1 A c. above. In addition to the organization verifying on the application form that the nominated female representative meets the above definition, the female representative must also provide a valid business card as proof of employment.
- D) A member may be removed if they do not abide by the Constitution and By-Laws of FEW, or it is deemed by two-thirds of the Board, that the member is having a detrimental effect on FEW.
- E) A membership application may be refused if it is deemed by two-thirds of the Board, that the member will have a detrimental effect on FEW, or if they fail to meet the membership criteria.
- F) In order to refuse membership, or remove a FEW member, a motion to do so should be brought before the Board at a Board meeting, and the decision should be supported by two-thirds of the existing Board.

SECTION 3 Membership Rights

- A) Associate members may:
 - a. Vote on all matters brought before the FEW membership
 - b. Participate on committees
 - c. Bring matters of business before a Board meeting
 - d. Attend Board meetings
- B) Regular members may:
 - a. Vote on all matters brought before the FEW membership
 - b. Hold office
 - c. Participate on committees
 - d. Bring matters of business before a Board meeting
 - e. Attend Board meetings
- C) Long Distance members may:
 - a. Vote on all matters brought before the FEW membership
 - b. Bring matters of business before a Board meeting
 - c. Attend Board meetings
- D) NPO/NGO members may:
 - a. Vote on all matters brought before the FEW membership
 - b. Participate on committees
 - c. Bring matters of business before a Board meeting

d. Attend Board meetings

SECTION 4 Membership Terms

The membership year shall run for one year from the 1st of the month in which the member joins FEW. Members may join at any time of the year.

SECTION 5 Fees & Dues

Fees and dues will be charged to cover the operating expenses of FEW as determined by the budget prepared by the Finance Director. Any change to the fees or dues must be approved by the Board. The annual fees and dues are as listed in Schedule 3 and are subject to change.

ARTICLE V

SECTION 1 Officers

A) Officers of FEW shall include:

- a. President
- b. Vice President
- c. Community Services Director
- d. Finance Director
- e. Membership Director
- f. Communications & Marketing Director (s)
- g. Program Director (s)
- h. Public Relations Director
- i. Special Events Director
- j. Strategic Partner Director
- k. Women's Start-Up Club Director

B) This group shall be referred to as the Board.

C) At any one time, the no more than 50% of the officers of the Board may also be Strategic Partners.

D) The President shall never be a Strategic Partner.

E) The Vice-President may assume the duties of the President in her absence, except signatory authority, except where authority is already granted.

F) Directors may call upon other FEW members to assist them in their responsibilities.

G) Officers will be liable for regular membership dues and fees.

H) The duties and responsibilities of the Officers shall be as described in the Directors' Pack.

I) Any roles, besides that of President, Vice President and Finance Director, can be combined with other roles provided the board approves it.

- a. No more than 2 roles can be combined in any one year.
- b. No one board member can have responsibility for more than 2 roles.

SECTION 2 Term of Office

A) The Board shall be elected from the Regular Membership for a term running from the beginning to end of a FEW year.

- B) If a Board member is unable to discharge her duties, the Board shall appoint someone from the Regular Membership to carry out the remainder of the term.
- C) A Board officer may be removed from the Board if:
 - a. They are unable to carry out their duties for whatever reason
 - b. They fail to abide by the Constitution and its By-Laws
 - c. They are deemed to be acting in a way that is detrimental to FEW
- D) In order to remove a FEW Board member, a motion to do so should be brought before the Board at an extraordinary Board meeting. The decision to remove the Officer should be supported by two-thirds of the remaining Board.
- E) Officers shall serve no longer than three (3) terms in any one position, unless otherwise approved by the Board.
- F) The President may be removed if:
 - a. They are unable to carry out their duties for whatever reason
 - b. They fail to abide by the Constitution and its By-Laws
 - c. They are deemed to be acting in a way that is detrimental to FEW
- G) In order to remove the President, a motion to do so should be brought before the Board at an extraordinary Board meeting. The decision to remove the President should be supported by two-thirds of the remaining Board.

SECTION 3 Board Responsibilities

- A) The Board shall be responsible, prior to the election of Officers and/or the amendment of this Constitution, for establishing procedures concerning (a) Voting by secret ballot and/or proxy, (b) Making nominations, (c) Counting votes, and (d) All other relevant matters, and for informing the membership of these procedures.
- B) At least once every five years, the Constitution of FEW shall be reviewed by the Board to ascertain the degree to which its provisions have remained appropriate and relevant to the group's current purposes and functions

SECTION 4 Power of the Organization

- A) The Board may take on the power and authority that it believes it needs to be able to achieve the objectives that are stated in the purpose of this constitution. Its activities must abide by the law.
- B) The Board has the power and authority to raise funds or to invite and receive contributions.
- C) The Board does, however, have the power to buy, hire or exchange for any property that it needs to achieve its objectives.
- D) The Board has the right to make by-laws for proper management, including procedure for application, approval and termination of membership.
- E) FEW will decide on the powers and functions of officers.

ARTICLE VI

SECTION 1 Election

The Board shall be elected annually by majority approval of the membership.

ARTICLE VII

SECTION 1 Meetings

- A) Meetings of FEW shall be held once a month, at a time and place determined by the Board.
- B) All monthly meetings will be conducted in English, and translation will not be provided.
- C) There will be no monthly meeting during the month of August unless otherwise decided by the Board.
- D) All announcements made at these meetings must be introduced by a member.
- E) Matters put to a vote shall be approved by a simple majority of all members in attendance.

SECTION 2 Quorum

- A) The presence of Regular members in person, by absentee ballot or proxy, representing two thirds of the Regular members present at any meeting.
- B) A quorum must include a minimum of one-quarter (1/4) of total members.

ARTICLE VIII

SECTION 1 Committees

- A) Special Committees shall be established, as necessary, to accomplish a specific task.
- B) All such committees shall be established by the Vice-President, or in the absence of a Vice President, the President.
- C) A chairperson shall be appointed by the President for each special committee.
- D) Each special committee shall be disbanded upon the completion of the task assigned to it.
- E) Special committees shall report to the Board on a monthly basis.

ARTICLE IX

SECTION 1 Finance

- A) The income of FEW shall be derived from sponsorships, membership, meeting fees, donations and interest on investments.
- B) The financial year of FEW shall be from 1 September of each year to 31 August of the following year.
- C) All monies received by or on behalf of FEW shall be deposited to such bank accounts as the Board shall from time to time open and operate on behalf of FEW.
- D) Each of the Forum's bank accounts shall have at least two signatories who shall be the President and Finance Director.
- E) The Finance Director shall ensure that full and proper accounts are kept in respect of all FEW's transactions involving the receipt and expenditure of money and the acquisition of property.
- F) The Forum's accounts shall be audited at least every 3 years or before or after the Finance Director changes, whichever comes earlier by a person who is appointed by the Board and is independent of FEW.

- G) Finance Director shall have the authority to invest the organization's excess funds into an interest-bearing account at her discretion. "Excess funds" are defined as those cash funds which are not needed to meet the obligations of the organization within 90 days of the investment decision. "Interest bearing" is defined as the highest rate that can be obtained at FEW's nominated bank, within the specified maturity period.
- H) At the end of each financial year, a percentage of profits will be donated to a charity; the exact percentage, and the charity, will be decided by a board majority prior to the donation.

ARTICLE X

SECTION 1 Amendments to the Constitution

- A) Amendments to the Constitution may be made by a quorum, at a meetings held to amend the Constitution.
- B) All members shall be notified in writing of proposed amendments to this Constitution prior to the meeting in which a vote on such amendments will be taken.
- C) At the discretion of the Board, this vote may be taken by an email poll of the entire membership, instead of by a poll of members attending a special meeting.
- D) No amendments may be made which would have the effect of making the organization cease to exist.

SECTION 2 By-Laws

- A) The members of FEW may enact any By-Laws they deem necessary.
- B) Such By-Laws shall be made in accordance with this Constitution.
- C) By-Laws shall be enacted by two-thirds of the Regular members present at any meeting.

ARTICLE XI

SECTION 1 Dissolution

- A) FEW shall cease to operate if all members of FEW, voting at a duly convened meeting, decide that the FEW should be dissolved.
- B) In the event of a dissolution, the assets of FEW remaining after the discharge of its liabilities shall be disposed of by the Board in such manner as the Board may, by resolution determine, provided that no property whatsoever shall be given or transferred to or distributed to any individuals, but it shall be given or transferred to some other institution involved in helping foreign women in Japan or Asia, and which similarly prohibits the distribution of its assets amongst its members or trustees.

ARTICLE XII

SECTION 1 Ratification

- A) This Constitution shall take effect upon ratification by the Board.
- B) Upon ratification of this Constitution, all other constitutions and By-Laws governing any predecessor organization of FEW shall be null and void.

FINAL

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Thus done and signed on the 16th day of August 2018 in Tokyo

SARAH ACHILLES
FEW President

NICOLA VOTE
FEW Vice President

JANE SZAFRANIEC
FEW Finance Director

SCHEDULE 1
Definition of Kanto Area

The Kanto area is defined as follows:

Tokyo;

All areas except Okutama-machi & Hinohara-mura

Kanagawa;

25 wards,

Sagamihara-shi

Yamato-shi

Chiba;

Matsudo-shi,

Ichikawa-shi,

Urayasu-shi,

Funabashi-shi

Kamagaya-shi

Saitama

Iruma-shi,

Tokorozawa-shi,

Niiza-shi,

Asaka-shi,

Wako-shi,

Toda-shi,

Kawaguchi-shi,

Hatogaya-shi,

Souka-shi,

Yashio-shi

Misato-shi

SCHEDULE 2
Membership Fees and Dues

The current annual fees and dues as of Sept 1, 2017 are:

Membership fees

JPY18 000 per annum for Regular members, JPY33 000 for 2 years, JPY 10 000 for 6 months

JPY9 000 per annum for Associate members, JPY5,000 for 6 months

JPY6 000 per annum for Long distance members, JPY11 000 for 2 years

JPY9 000 per annum for NGO/NPO members

Monthly Meeting Fees

JPY2 000 per month for members (except Associate members)

JPY5 000 per month for guests

JPY1,500 per month for Associate members

JPY 3,000 per month for student & intern guests

Fees for other events, including but not limited to, Women's Start-Up Club, personal or professional developments seminars and workshops, annual end-of-year party (Bonenkai), monthly lunch mixers and Career Strategies Seminar will be set on an event-by-event basis.