



association of women
travel executives

**CHARTER/BYE-LAWS
ADOPTED ON 26 APRIL 2017**

This document sets out the Bye-Laws of the Company, created in accordance with Article 26 of the Articles of Association.

The Bye-Laws set out below are capable of amendment by the Board of Directors at a Board meeting at which there are no less than 6 Directors in attendance and of those attending no less than two thirds vote in favour of such changes.

Notwithstanding the above amendment provisions, these Rules cannot be amended by this process where any proposed amendment would require an amendment to the Articles of Association of the Company.

A – RULES RELATING TO MEMBERS

SUBSCRIPTIONS AND MEMBERSHIP FEES

The amount of Members' annual subscription, entrance and administration fees shall be fixed from time to time by the Board of Directors.

The Membership fee and first annual subscription shall be payable pro-rata on election. Thereafter the annual subscription is payable by 1 April. Failure to do so by 30 April will result in the termination of membership.

Applications for membership shall be submitted to the Membership Director and approved by her in accordance with the criteria established above. Successful applicants shall be informed in writing and be given the necessary user name and password to access the secure Members' Pages of the AWTE website.

MEMBERSHIP

All persons wishing to become Members of the Association shall submit an application in such form as the Board of Directors may from time to time prescribe. The Board of Directors shall have power from time to time to prescribe such regulations relating to admission to membership as it may consider necessary, which shall be published in these Bye-Laws.

The Board of Directors shall consider all applications for membership and shall have an absolute discretion as to the election or rejection of applicants for membership, but shall not be required to declare their reasons for election or rejection in any particular case.

TYPES OF MEMBERSHIP

1. Individual Members.

An individual is entitled to join as an Individual Member where they are female and shall be directors, proprietors, senior managers and executives in transportation companies, tour operators, travel agencies, commercial houses, tourist offices, hotels, hotel and villa representatives, conference organisers, group and incentive travel organisers, incoming tour operators, attractions, cruise lines, holiday centres, handling agents, travel trade associations, travel representation companies, online travel companies and the following, provided that 80% of their work emanates from travel: journalists, PR consultants, lawyers, insurance, recruitment, college lecturers and trainers.

Each Individual Member is entitled to vote and to serve on the Board.

2. Company Members.

An Individual who is compliant with the Individual Member criteria above (***the Lead Company Member Individual***) may, instead of becoming an Individual Member, opt that the organisation for whom she works becomes a Company Member. The following conditions apply:

- a. The Lead Company Member Individual will represent the Company Member and be entitled to attend all meetings and events on its behalf.
- b. Up to two other people in management positions – male or female – may attend meetings and events on behalf of the Company Member (***Additional Company Individuals***).
- c. Only the Lead Company Individual shall be eligible to vote on behalf of the Company Member at the AGM and any other meeting of the Members.
- d. Only the Lead Company Individual shall be entitled to be elected or appointed to the Board.
- e. The Additional Company Individuals may participate in all events at Member rates except for those restricted to Individual Members only.

3. Honorary Members.

Honorary membership will be granted by the Board at its discretion, typically to ex-Chairs of the Association. Honorary Members shall enjoy the benefits and privileges of Individual Members but shall not pay a membership subscription. They may vote at the AGM, at an EGM or by proxy.

4. Associate Members.

Members who leave the industry having been either an Individual Member or Lead Company Member Individual of a Company Member for at least one year may transfer to Associate Membership upon request to and agreement by the Board.

They shall pay a reduced membership fee, be entitled to receive Association notices and to attend Association functions designated 'All Members'. Associate Members may be co-opted by the Board for any office except as Chair or Vice-Chair and subsequently may be elected to that office by the membership entitled to vote.

Associate Members may not vote at the AGM, any EGM or by proxy. Should the Member re-join as an Individual Member or Company Member, the Associate Membership shall be considered part of the continuous membership period.

5. International Members. The International tier of membership is available to all women:

- a. who are directors, proprietors, senior managers and executives in transportation companies, tour operators, travel agencies, commercial houses, tourist offices, hotels, hotel and villa representatives, conference organisers, group and incentive travel organisers, incoming tour operators, attractions, cruise lines, holiday centres, handling agents, travel trade associations, travel representation companies, online travel companies and the following, provided that 80% of their work emanates from travel: journalists, PR consultants, lawyers, insurance, recruitment, college lecturers and trainers;
- b. and who reside outside of the UK in a country where there is no Association Chapter.

International membership is subscribed to online and is predominately an online offering. Sharing the Membership database, any materials from development sessions, Members' offers, etc. is to be part of the community. All International Members will be administered by the Membership Director and contacted via email.

CONDITIONS OF MEMBERSHIP

Individual Members and Company Members are expected to attend at least three events of the Association per year. Members are encouraged to use the Association's logo within the Association's corporate guidelines in any advertisement or for any business purpose.

RESIGNATION AND REMOVAL FROM MEMBERSHIP

Any Member may resign from the Association by sending her written notice of resignation to the Board of the Association.

If any Member shall not pay her subscription or entrance fee within three months of the same becoming due then she shall be deemed to have served a notice of resignation.

On ceasing for any reason to be a Member, the former Member shall immediately cease the use of any designated letters or accreditation that indicates membership of the Association.

Resignation from the Association should be made in writing to the Membership Director. A fully paid-up Member will be allowed to retain membership of the Association during temporary unemployment

for either 12 months or until the end of the membership year, whichever is the greater, but thereafter membership will cease.

Any Member acting in a manner likely to bring the Association into disrepute can be expelled by a two-thirds majority of the Board. Any such Member shall have a right of appeal to the Board in person at a meeting of the Board especially convened for that purpose.

CHAPTERS

Should a country have more than 30 International Members with a person who is responsible for taking the Association forward in that country, they will apply to the Board of the Association in the UK to open a Chapter. If the Board decides that no Chapter may open in the applying country at that time, they will be contacted with full feedback from the Chair.

A full application process is in place wherein an International Member will complete the form to apply for a Chapter in her country. The necessary requirements are:

- a. at least 30 members
- b. a Chair of Committee
- c. 5 volunteer Committee members
- d. all must follow the full guidelines as determined by the Board from time to time.

ANNUAL GENERAL MEETINGS

The Annual General Meeting (AGM) shall be held at such time and place as the Board of Directors shall appoint.

The Annual General Meeting shall, if practicable, be held not later than 30th April in each year, to announce the names of the Board of Directors' members for the following year, and to consider the accounts and balance sheet of the Association for the year end of that year, and the reports of the Chair, of the Board of Directors and Auditors.

Any Voting Member desiring to raise special business at an AGM shall give notice thereof to the Chair no later than forty-two days prior to that AGM, but the Board are not obliged to raise such special business.

B – RULES RELATING TO THE BOARD OF DIRECTORS

COMPOSITION OF THE BOARD OF DIRECTORS

The Board shall comprise of the Chair, Vice-Chair, Finance Director, Secretary and the Directors for Membership, Events (2), Public Relations, Website, Communications, Projects and Partnerships.

All Directors shall be Individual Members or the Lead Company Member Individual of a Company Member. A Member is not eligible to stand for election to the Board until a period of twelve months' membership has been completed. However, the Board may co-opt any Member to take any office except as Chair or Vice-Chair. The co-opted Member may then run for that office at the next election.

Directors of the Board retire annually. However, any Member of the Board may be nominated or otherwise asked by the Board to stand for another term after two or more years of service.

If no-one else is elected to the Board of Directors from any one of the disciplines set out above, then the position in respect of such discipline shall remain vacant and the number of Directors at any time shall be reduced by the number of vacant positions in respect of such disciplines.

All Board members shall serve with effect from the conclusion of the Annual General Meeting at which their election is announced.

No Member shall be eligible for nomination as Chair of the Association without having served at least two years on the Board of the Association during her membership. The Chair will, except in exceptional circumstances, have served as Vice-Chair.

ELECTION OF THE BOARD

A request for nominations to the Board shall be provided in advance of the note of AGM being sent to members. Ballot papers duly completed shall be returned to the Chair of the Association for counting at the AGM. To the extent that such ballot papers result in any vacancies for the position of a member of the Board of Directors, the procedure to be adopted for seeking nominations to fill such vacancies and the voting thereon shall be decided upon by the Board of Directors at its discretion, subject to the Articles of Association. In the event of an equality of votes for and against any nominated person the Chair shall have a casting vote.

In the event of the number of nominations exceeding the number of vacancies, the Chair, with the notice of AGM, shall send ballot papers which shall show the names of the persons validly nominated and the names of the persons who nominated them respectively, and shall otherwise be in such form as the Board of Directors may direct.

Only Members who are entitled to vote shall be entitled to participate in the ballot, and may only vote for persons nominated.

The names of the persons elected to the Board of Directors by postal ballot shall be announced at the Annual General Meeting. A retiring Board of Directors' member shall be eligible for re-election.

The Board of Directors shall have power to appoint any Individual Members, the Lead Company Member Individual of a Company Member or an Honorary Member to fill a casual vacancy. Any Board of Directors' member so appointed shall retire at the conclusion of the next Annual General Meeting. The Board of Directors may act notwithstanding any vacancy on their body.

POWERS OF THE BOARD

In addition to all general powers conferred on the Board under the Articles and in law, the Board shall have the power to:

- a. Determine the strategy of the Association.
- b. Expend moneys of the Association in accordance with annual budgets.
- c. Co-opt Members to the Board if a post becomes vacant. Co-opted Members must stand down and may stand for election at the next AGM.
- d. Call an Extraordinary General Meeting.

- e. Approve membership applications as presented by the Membership Director.
- f. Appoint working groups to complete ad-hoc tasks.
- g. Appoint or deny Chapter applications.
- h. Determine the rules and constitution of each Chapter.
- i. Amend these Rules.

PROCEEDINGS OF THE BOARD OF DIRECTORS

A meeting of the Board Directors shall be held each month. One member of the quorum of a Board meeting must be the Chair or Vice-Chair.

The Board of Directors may co-opt any person to advise the Board of Directors as may be considered necessary, but shall not thereby be deemed to be a Board of Directors' member.

Board of Directors' members are required to submit a monthly report at least 5 days before the next Board meeting, detailing their dealings for and with the Association as well as anything that they would like to have added to the agenda.

The Immediate Past Chair shall be treated as an ex-officio Board of Directors' member for one year and shall be entitled to receive notice of and attend meetings of the Board of Directors, but she shall not be entitled to vote thereat or be deemed to be a Board of Directors' member for the purpose of these Bye-Laws or the Articles.

DISQUALIFICATION OF BOARD OF DIRECTORS' MEMBERS

A Director shall vacate office if she ceases to be an Individual Members or the Lead Company Member Individual of a Company Member. There shall be no retiring age for Board of Directors' members.

If any Board of Directors' member is appointed as an officer or employee of:

- a. a company of which two other serving Board of Directors' members hold office or are employed; or
- b. a company which is a member of a group of companies and any two other serving members of the Board of Directors hold office or are employed in any company of that group,

the Board of Directors' member most recently appointed, who holds such office or employment, shall vacate her office with the Association.

DIRECTORS' EXPENSES

The Directors shall be entitled to payment of reasonable expenses properly incurred by them in connection with their duties to the AWTE. Such expenses shall be approved in advance by the Board of Directors and any travel expenses shall only be reimbursed in an amount equal to a standard class fare.

Each year an expenses budget will be decided by the Association's Chair and allocated accordingly. Each Director claiming an expense must complete the expenses claim form and follow the necessary procedure to make a successful claim.

C – RULES RELATING TO SUB-COMMITTEES, INDIVIDUAL DIRECTOR AND SECRETARIAL ROLES

The Board of Directors may appoint other Committees to cover such specific interests in relation to the needs of Members of the Association and for such other specific purposes as it may think fit, and any such Committee shall conform to such regulations in regard to the conduct, minuting, reporting and approval of its proceedings, as the Board of Directors shall from time to time impose. Any Committee so appointed shall comprise of at least one Board of Directors' member and such Members of the Association as the Board of Directors from time to time appoint. The activities of any Committee may be terminated, and any members thereof removed, as the Board of Directors may by resolution decide.

A Committee may co-opt any person to advise the Committee as may be considered necessary, but she shall not thereby be deemed to be a Committee member.

A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Committee's Chair shall have a second or casting vote.

There shall be **SEVEN MAIN AREAS OF RESPONSIBILITY** reporting to the Board, each chaired by a different Director who will ensure any expenditure conforms to the agreed budget. The terms of reference of the Directors shall be as follows:

1. Membership

- a. To maintain the membership database.
- b. To approve membership applications against agreed criteria.
- c. To pass any contentious or unclear applications to the Board for decision.
- d. To attend networking events and welcome new Members to these events.
- e. To actively encourage membership of the Association and to conduct targeted membership drives.

2. Events

- a. To organise social and educational events and ensure that there is a mixture of events to suit the interests of all sectors of the membership.
- b. To organise the Christmas luncheon and all other events.
- c. To monitor and record attendance at all Member events.

3. Public Relations

- a. To liaise with journalists and key opinion formers.
- b. To ensure that the Association's corporate guidelines are agreed and conformed to in both internal and external communications.

4. Website

- a. To plan and develop the AWTE website with external suppliers.
- b. To be responsible for all aspects of the website.
- c. To maintain links to the websites of other organisations of interest to the membership.
- d. To work closely with the Communications and PR Directors to ensure that all platforms of communication are correct, current and up to date.

5. Communications

- a. To be responsible for email communication with the membership.

- b. To update email and hardcopy membership mailing lists.
- c. To update social media and work on specific campaigns as they occur.
- d. To work closely with the Website and PR Directors to ensure that all platforms of communication are correct, current and up-to-date.

6. Projects and Partnerships

- a. To assist the Chair and/or the Board as required.
- b. To fulfil specific projects discussed and agreed with the Board.
- c. To investigate and liaise with other associations who could be of benefit to the Members of the Association.
- d. To deliver information to the Board on events happening within the industry that may complement the Association's.
- e. To be the main point of contact to the Centre for Excellence for Women's Entrepreneurship CEWE and the University of East London UEL to maintain and enhance our relationship.

7. Finance

- a. The financial records are to be handed over to the incoming Secretary and Finance Director each year. The books shall remain the sole property of the Board and the Association.
- b. The Association shall, at its AGM, appoint a Reporting Accountant or Auditor, as appropriate.
- c. All expenditure shall be made by electronic bank transfer or cheque signed by the Finance Director and one of the following: Chair, Vice-Chair or Board Secretary.
- d. At each Board meeting the Finance Director shall present a financial statement.
- e. The Finance Director shall, each year, prepare a budget for approval by the Board.
- f. The Finance Director shall prepare guidelines for the payment of expenses for approval by the Board. Payments from the Association's funds shall only be made on production of a receipt.
- g. A bank account shall be maintained in the name of the Association.
- h. The Finance Director shall be responsible for reviewing and managing the VAT Returns, Audited Accounts with an appointed bookkeeper who is paid for by the Association.

Secretary

The Secretary shall arrange and convene the AGM and Board meetings, take the Minutes and organise the administration of the Association.