

THE INTERNATIONAL WOMEN'S CLUB - BERMUDA

Standing Rules

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STANDING RULES

Introduction- What are Standing Rules?

Standing Rules – are the general administrative policies, procedures and guidelines that are to be followed by the Board and all members of the International Women’s Club (the “Club” or “IWC”).

The Constitution and Bylaws as drafted at the Club’s inception and amended from time to time, governs the Club’s mandate and structure and should rarely be changed.

The Standing Rules are established over time, and may be changed as needed to reflect changes in club administration and/or changes in legislation or international standards.

The Document is split into two sections:

1. **Members’ Rules** – policies, procedures and guidelines that apply to all members of the Club; and
2. **Board and Committee Rules** – those policies, procedures and guidelines that apply to the Board, its committees or activities.

Members' Rules

Rules that apply to all members

Ethical Standards

In accordance with the Bylaws, the Club requires its Board and all members to observe high standards of ethical conduct in the execution of their duties and responsibilities and while participating in Club meetings, events, and activities, as outlined in the Constitution, Bylaws and Standing Rules. This also includes when using IWC communication platforms, the website or other social media platforms.

Confidentiality

Members shall not disclose personal information held by the Club other than with the consent of the person concerned and/or with persons who have a legitimate or legal need for such information. (Refer also to **Privacy Policy** and **Social Media Policy**, below).

Conflicts of Interest

1. A club member who has a conflict of interest shall disclose such conflict of interest, and in cases where that conflict of interest impedes her ability to act in the best interest of the Club, the member may be asked to excuse herself from the discussion and/or be excused from the vote.
2. Presumption of Conflict - A member is presumed to have a conflict of interest when she or her family has a financial interest in, or has close ties to, a business, organization or charity being considered by the Club.
3. Members may not be paid for their services, either in cash, or "in kind".
4. Members may not solicit business from other members (including handing out business cards) during Club meetings, events, and activities or on official IWC social media platforms.

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Indemnification

The Club agrees to indemnify, defend and hold harmless, the Board, its Officers and its members who serve or have previously served on the Board or on Club committees, from and against all liability, loss, cost or expenses (including attorney's fees) by reason of liability imposed upon them, arising out of or related to Club activities whether caused by or contributed to by the members, or any other party indemnified herein, unless caused by the sole negligence of the member or any other party indemnified herein.¹

Discrimination

The International Women's Club is committed to providing an inclusive and welcoming environment for all its members at all times during official Club meetings, events and activities. The Club will not tolerate discrimination against any person based on, but not limited to, race, colour, religion, national origin, disability, age, sexual orientation, or political affiliation.

Anti-Bullying

Bullying shall not be tolerated within the Club. Bullying occurs when a person or group of people repeatedly behaves unreasonably towards another person and the behavior causes, fear, distress and/or harm to another person's body, feelings, self-esteem or reputation.

Bullying behavior may include, but is not limited to, the following:

- Aggressive or intimidating conduct
- Belittling or humiliating comments
- Spreading of malicious rumours
- Continued teasing, practical joking, or requiring "initiation ceremonies"
- Continued posting of requests or unreasonable comments on social media
- Unreasonable volunteer expectations, including too much or too little activity
- Displaying of offensive material
- Pressure to behave in a manner that may be uncomfortable to others

¹ This is typical boilerplate language that is used when drawing up new bylaws for non-profits and organizations for the protection of anyone who is serving on the Board or its committees. Essentially it means that the IWC as an organization will defend and not blame anyone who is serving on the Board or on its committees, or other leadership roles while carrying out her duties in accordance with the Constitution, Bylaws and Standing Rules. The IWC will cover any costs or expenses ("indemnify") that may be incurred, including legal fees. Note - if the IWC has insurance coverage, such amount would be capped by the maximum amount as provided for under the insurance policy. If not covered by insurance, the amount would be capped to available funds held in reserve by the Club. The Club will not cover expenses where the action of a member is illegal or as a result of her negligence.

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In the event of a bullying complaint or allegation, members should follow the Conflict Resolution and/or the Complaints procedures (below).

Conflict Resolution

From time to time members may have differences of opinion. Before filing an official Complaint, we ask that you:

- Remind yourself – what is the primary purpose and objective of the Club?
- Have you tried to understand the issues of the other party(ies) from their stand point?
- Have you attempted to resolve the issue privately and respectfully yourself/ves? If you are not comfortable in doing this, please reach out to a board member for direction or assistance.
- Can you agree to disagree and move on?
- Will filing your complaint serve the better interests of the Club?

Complaints

Before making a decision to file a Complaint, members are asked to first review the Conflict Resolution Procedures (above).

1. Complaints should be submitted in writing to the Secretary at secretary@iwcbda.com with:
 - a. full details of the Complaint and
 - b. an outline of the steps that have already been taken to attempt to resolve the issue.
2. The Secretary & President (or if there is a conflict of interest, another Board member) shall attempt to resolve the complaint directly, if practical and reasonable to do so.
3. If unable to resolve the matter directly, the President, in consultation with the Board, may call a **Complaints Review Committee (“CRC”)** to be made up of three objective and impartial members. (Where possible, one of whom shall be a past president or officer of the IWC). Note – in such cases, the President and Board should be mindful to share only such information as needed in order to keep information confidential and not create unnecessary bias in case an appeal decision is needed later.

The President, in consultation with the Nominations Committee, shall appoint members for the CRC in September of each year.

4. The CRC shall investigate the complaint as it sees fit, including meeting with all relevant parties involved as deemed necessary, in order to come to a

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satisfactory resolution. Such meetings shall take place as soon as practical, ideally within 30 days. The relevant parties to the complaint may attend with one other person for support. Confidentiality of all parties involved must be respected.

5. The CRC shall write up its findings and its attempts to resolve the complaint together with any follow up recommendations, as appropriate.
6. The President, on consultation and agreement with the Board by simple majority, is authorized to take disciplinary action up to and including termination of membership.
7. The President shall arrange for the outcome to be distributed in writing as appropriate, to the relevant parties to the complaint.

Appeal

The Parties to a Complaint have the right to request an appeal to the decision, within 7 days, by submitting an Appeal Request in writing to the Secretary at secretary@iwcbda.com.

The Board (subject to any board members with either a conflict of interest, or who may have already been involved in dealing with the complaint, removing themselves from the discussion and vote) shall review the findings of the CRC.

The decision of the Board carrying out an Appeal Review is final.

Agree to Disagree – or request Termination.

In cases where it is determined that it is not possible to reach satisfactory agreement, the result may be finalized on the basis that the parties agree to disagree. In such cases, all parties shall agree to drop the complaint(s) with no further discussion on the matter, in order to move forward. If this is not satisfactory to all parties, a decision may be made that it is in the best interests of the well being of the Club to terminate the membership of one or more of the parties.

Suspension

The Board reserves the right to suspend a member for non payment of fees and charges, or while carrying out an investigation. Such suspension may include, inter alia, removing rights and privileges to meetings, events, activities, IWC website and/or social media platforms.

Immediate Termination - Notwithstanding the foregoing, the Board reserves the right to terminate a membership immediately in circumstances where a member has threatened the Board or any member of the Club, or where a member has exhibited abusive or bullying behavior, carried out fraud, other illegal activity or otherwise acted

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in a manner that is inconsistent with the IWC, its objects, Constitution & Bylaws, or Standing Rules.

[Bermuda's Personal Information Protection Act \("PIPA"\)](#)

In order to ensure compliance with PIPA, IWC has adopted the [Privacy Policy](#) (See separate document which has been posted separately in the Members' section of the IWC website.)

[Social Media Policy](#)

Social media and networking sites, such as, amongst others, Facebook, Instagram, YouTube, Twitter, Messenger, Whatsapp, emails, texts, etc.) (together referred to as "social media") are a useful way for keeping in touch and exchanging information with friends and club members.

When using social media, members should not forget that what they post may be seen across multiple networks and may be permanent. Members are asked to think twice before posting and must take full personal responsibility for anything that they post. Members must not display offensive images or make offensive comments, or in any way harass, intimidate, bully, victimize or discriminate against other members. See also **Anti-Bullying Policy**, above.

Failure to adhere to this policy may lead to disciplinary action up to and including immediate termination of membership.

Before posting, members must first think:

- Does this post add value to IWC members?
- Does this post respect the privacy, confidentiality and propriety of IWC?
- Does this post respect the privacy, confidentiality and propriety of other members?
- Does the post make sense?
- Could any member misinterpret what is meant or intended?
- Could the post make other members uncomfortable?
- Could the post be considered harassment, or distressful to others?
- Could the post be considered bullying?

Members should not post anything that:

- will or could bring the IWC into disrepute
- is or could be interpreted as demeaning
- divulges any confidential information about a member (including emails or tel numbers)
- divulges any information belonging to IWC that is not already public information or expand upon such information already available in the public domain.

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- makes references to the IWC in their own personal posts (Note, in such cases, the post should be removed and/or it be made clear that the views expressed do not represent the official position of the IWC)

Other

- Members may not write a blog about, or on behalf of the IWC, unless it is first sanctioned and minuted as such by the Board. If however, they give a personal opinion as an experienced person in a particular field, they must state that this is solely their view and not necessarily the views of the IWC.
- Members must not use any IWC logo or other copyright material that infers official endorsement of any photograph, article, document or opinion.
- Any photographs of IWC members must not be used to harass or intimidate them, or bring the club into disrepute.

Administration

The Board shall assign members to administer IWC social media platforms. The Board through its Administrators are authorized in their sole discretion:

- to remove or delete any posts that they believe could be considered offensive to others,
- block users from continued use of the social media, and/or
- to request the persons commenting on Club sites to take their conversations offline.

The Board further reserves the right to send any comments to law enforcement authorities for investigation as deemed necessary or as may be required by law.

What to do if you think you are being bullied

Members should contact the Webmaster, or Administrator to ask that the relevant posts be removed; seek assistance by contacting a Board member for support and direction; and/or file a Complaint in accordance with the IWC's Complaint procedures (above).

Membership Dues

- IWC's fiscal year end is June 30th.
- Membership fees are payable annually in advance by 30th June.

Membership Dues, (Effective October 1, 2022)

As approved by members at the Annual General Meeting, May 11, 2022

Existing Members

Annual membership fee: \$60.00/annum if paid by June 30th.
\$75.00 if paid after June 30th.

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New Members to the Club

Brand new members to the Club shall pay \$60.00 when joining the Club. In cases where the new member is joining the Club after April 30th, the new member shall have their membership extended to the end of the following fiscal year.

Non-Payment of Fees or Charges

Any member who cancels a reservation for an IWC activity or event after the designated reservation deadline has passed, must pay all appropriate charges within 30 days. Failure to pay may result in suspension and/or termination of membership.

Vacancies on the Board or Committees

In accordance with the Bylaws, in each year, the President may appoint up to 3 replacements for any vacancies on the Board. In cases where such vacancies exceed 3, the Nominations Committee process as outlined in the Bylaws should be activated. If members of the Nominations Committee are no longer available to act, the President may identify, after consultation with the Board, members to fill any vacancies on the Nominations Committee. Members should be invited to submit suggestions of suitable replacements directly to the Nominations Committee email group prior to the Nominations Committee selecting their recommended replacement.

Amending Members' Rules

For Rules that apply to all members, unless otherwise stated:

I Non Material changes to Members' Rules

1. Non-material changes² to Members' Rules shall be approved and adopted by a simple majority of the Board (which may be made by way of email).
2. Changes shall be communicated to members.
3. Changes to the updated Rules shall be taken to the next members' meeting for approval.

II New and Material Changes to Members' Rules

1. New Members' Rules or material changes to existing Rules shall be approved and adopted by a simple majority of the Board (which may be made by way of email).
2. Changes shall be communicated to members for comments and feedback (min. of 21 days).
3. If there is minimal to no feedback, then the changes shall be taken to the next members' meeting for approval.

² Material Changes - any amendments that have a significant impact on members' Club participation or on members' behavior.

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4. If there are significant comments and feedback, then a special information session should be held, if required.
5. Following the feedback received, changes shall be communicated to members (min of 7 days).
6. Final changes shall be approved and adopted by a simple majority of the Board.
7. Changes to the updated Rules shall be taken to the next members' meeting for approval.

When drafting new or significant changes to Standing Rules it is recommended that interested members be consulted. This may include members from a current or previous Bylaws Working Group and previous Board members who have longstanding history and knowledge of the Club. This will help to gain an understanding of any possible issues that should be taken into consideration before changes are proposed. This may also help to alleviate the need for steps 4-6.

Board and Committee Rules

Rules (Policies, Procedures, Guidelines) that apply to the Board, Committees and Activity Coordinators

Board and Activity Coordinators

Non-Members

1. Non-Members may attend two Hospitality events or Social events per calendar year, either as a guest of a member or by invitation of the Board.
2. Non-Members may participate in Club functions at the discretion of the Board.

Record Keeping

Each Board member and Activity coordinator shall keep appropriate records to hand over to her successor.

Hospitality and Social Functions

Only Board members may make or cancel reservations for Hospitality events, Social functions, activities and meetings.

Activities Liaisons to the Board

3. The President shall appoint specific Board members each year to act as the liaison (referred to as the activity's "Board Liaison") with the Activity Coordinators and provide support to the Activity Coordinators.
4. The President shall advise the Activity Coordinators who their Board Liaison is.
5. Board Liaisons shall update the President and fellow Board members on their represented activities at the Board meetings.
6. The Board liaison shall act as one of the "Administrators" to any social media groups. See also under Activity Coordinators below.

Activity Coordinators

7. Each Activity Coordinator shall nominate a deputy.
8. The Activity Coordinator or deputy for each Activity shall update information on the IWC website by advising the Webmaster of the changes required accordingly.
9. When an Activity must be cancelled or venue changed the Activity Coordinator or their designate must notify all participants
10. In the case where a Facebook Group (or other social media platform) is set up for the Committee or Activity – The group should be set up as "closed" or "secret" so that all activities on the group are restricted to existing group members only. In such cases, the Activity Coordinator, their deputy and the Board Liaison should be the "Administrators" for the group.

New Activities

1. Anyone wishing to start up a new activity shall seek Board approval to be classed as an IWC Activity.

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2. The following information should be submitted to the Board before consideration can be given to any proposed new activity in order to assist the Board in understanding if the activity will be sustainable going forward:
 1. A trial of 2 to 3 months is recommended before the proposed Activity shall be considered.
 2. Name of the Coordinator and Deputy of the activity once approval has been granted
 3. Number of members interested and engaged.
 4. How often and on what day and time is this activity proposed to take place?
 5. What are the revenues & costs to this activity?
 6. Does the activity conflict with any other existing activity?
 7. While being tested as a possibility, the Board will support and publicize the effort to the whole membership.

3. Once Board approval is given for a new Activity, a Board liaison shall be appointed who shall then update the Board on progress.

Procedures applicable to specific Board Positions

NOTE These are in addition to those as mandated in the Bylaws.

Treasurer

1. Ensure that annual accounts, including a balance sheet and income statement, is prepared and published on the website in September of each year.
2. Ensure the Club holds sufficient cash in its accounts to fund at least one hospitality event and one social function.
3. Maintain reserves for unforeseen legal or administrative expenses as agreed with the Board.
4. Ensure Financial Statements, including balance sheet and income statement, are retained for at least 7 years as required under The Charities Act.
5. Ensure detailed financial records are maintained for at least 7 years. In accordance with The Charities Act – “Accounting Records shall include day to day entries of money received and expended by the charity, and the matters in respect of which the receipt and expenditure takes place, and the assets and liabilities of the charity”.

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Secretary & Compliance

1. File with the Registrar within 30 days, completed Trustee Declaration Forms for each new officer, and provide them with an updated Directors and Officers Listing which includes full contact information.
2. File with the Registrar within 30 days, any changes to the Board members and/or their addresses.
3. File within 30 days to the Registrar – any changes of information that are included in the annual filings.
4. Coordinate with the Webmaster to ensure that the following documents are current and up to date on the Club's website:
 - a. The Compliance Certificate
 - b. Constitution & Bylaws
 - c. The Standing Rules
 - d. Schedule of Membership Dues
5. Coordinate with the Webmaster to ensure that the Board section of the Club's network (currently on Go Daddy) is maintained after each Board meeting.

NOTE - In accordance with The Charities Act, registered charities with an annual gross income of less than \$50,000 is exempted from having a Compliance Officer that has received approved AML/ATF Training; establishing and implementing AML/ATF Controls; and retaining certain records for specified periods. Should annual income reach or exceed \$50,000/ annum additional financial and compliance requirements will kick in.

Amending Board & Board Committee Rules

Unless otherwise stated, the Board shall consider Standing Rules and may change them from time to time by simple majority vote of the Board.

Document History

Version No	Comments	Author	Approved by
2.7	Version 2.7 – Amended Rules for Board and Board Committees only.	M Jett	Board - 3 Sept 2017
Draft 2.7.14	Introduced brand New Section for Members' Rules, separate from Rules that apply to Board and Committees. Document includes: Ethical standards, Confidentiality, Conflicts of Interest, Indemnification, Discrimination, Anti-Bullying Conflict Resolution, Complaints, PIPA, Social Media Policy, Non Payment of Fees, Procedures for Vacancies on Board when greater than 3; Rules for Amending the document.	B Vesey	Board – 6 Nov. 2019
3	Small amendments to Conflicts of Interest – Removing redundancy; Discrimination-Re-ordered and added political affiliation; Conflict Resolution-small addition; Vacancies on Board – Moved to Members' section of document. Working Draft 2.7.18 Approved. Published as Version 3.	B Vesey	Members – 11 December 2019
3.1	Added new section covering the Schedule for Membership Dues (previously located in Bylaws)	B. Vesey	Members at AGM – 11 May, 2022
3.2	In Board Section – Included new section covering guidelines and procedures for specific Board positions: Treasury, Secretary/Compliance. In Member Section – Removed references to the old schedule of dues. New schedule came into effect October 1 st , 2022, as approved by members at AGM held 11 May 2022	B. Vesey	Board – 7 Sept 2022