SI (Soroptimist International) Limited Bye-Laws

Managed by:

SI Governance & Risk Management Committee

and

SI Director of Governance & Risk Management

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BYE-LAWS

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GLOSSARY

Preamble	the Bye-Laws are consistent with the Articles of Association. The Bye-Laws are underpinned by Manuals which detail the policies and procedures of SI (Soroptimist International) Limited and the roles and responsibilities of Directors and Position Holders. The Manuals are subject to regular review and approval by the Board.
Interpretation	In these Bye-Laws, the meanings are the following:
AGM	means an Annual General Meeting of the Members;
Articles of Association	are the rules of SI (Soroptimist International) Limited made under the Companies Act 2006, approved on the 19 August 2013 for the purposes of incorporation;
Authorised Representative	means an individual who in accordance with these Bye-Laws is authorised by a Member Federation to act and vote on its behalf at AGMs, EGMs or GMs, and to vote on its behalf by way of electronic ballot;
B2 Level English	A B2 level user can communicate easily and spontaneously in a clear and detailed manner and is able to understand and be understood in most situations;
The Board	is the governing body of SI (Soroptimist International) Limited ("SI");
Clear day	means 24 hours from midnight Greenwich Mean Time (GMT) or British Summer Time (BST) following the triggering event. Triggering event is the event which will cause the counting of days for a future decision or voting;
Club	means a local voluntary service Club, uniting individuals known as Soroptimists, chartered by and being a member of a Federation, which is granted the legal right to operate using the Federation's name and goodwill as well as the words "Soroptimist International" as part of its Club name and is required to follow established Federation operating requirements to present uniformity of the Federation's brand and mission;
Committee/s	Committees are committees of the Board;
Conflict of loyalty	means in relation to a Director, an interest arising out of a duty of loyalty owed to another organisation or person and which involves a direct or indirect benefit of any nature to ~~a~~ that Director or to a person connected to that Director;

Convention	means a special Conference held at least once every four years, alone or in partnership with Member Federations, at which individual Soroptimists and other invited guests from around the world may meet together for the purpose of learning about, discussing, reviewing and formulating views upon issues relating to the Objects or programmes of activities in furtherance of the Objects of SI carried out by SI and by Soroptimists across the world;
Director	a director of the company, and as such, carries out the roles and responsibilities as defined by the Companies Act 2006 (England and Wales). Annexed to these Bye-Laws is an informative summary of the main responsibilities taken from Company Directors and Secretaries Duties and Responsibilities GBA1 – May 2009, Version 18, as modified by Companies Act 2006-Department for Business Enterprise & Regulatory Reform;
EGM	means an Extraordinary General Meeting of the Members of SI (Soroptimist International) Limited which is not an AGM and which is called when there is an urgent matter to discuss which cannot wait until the AGM;
Executive Team	members of the Executive Team are responsible for day-to-day management of Soroptimist International;
Expert Director	means a director of the company with particular skills in a designated area gained either through their profession or through experience in other organisations;
Federation	means an independently governed and operated entity, with a separate Board of Directors who hold authority independent from SI (Soroptimist International) Ltd. including establishing strategic direction and priorities that are culturally relevant and specific to the unique needs of members within the Federation, and to further the objects of SI (Soroptimist International) Limited, in extended geographical locations and, in the case of those admitted to Membership, whose constitutional arrangements shall have been presented to SI and approved by the Board as suitable for a Federation;
Financial Expert	means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services & Markets Act 2010;
Global Executive Director (GED)	means a senior member of staff of SI (Soroptimist International) Ltd., responsible for the operational management of SI including administration, staff management, premises and may be appointed as Company Secretary and supports the SI Board of Directors. The GED serves as key advisor to the SI President, Directors, Position Holders and Executive Team;

Good Standing	A Member Federation shall be deemed to be in good standing if all requirements of these Bye-Laws and the Articles of Association have been met. An SI Director or Position Holder shall be deemed to be in good standing if they fulfill their responsibilities as outlined in these Bye-Laws, SI Policies and the Roles and Responsibilities Manual;
Member and Membership	means the Federations as defined above. For the avoidance of doubt Member does not refer to individual Soroptimists;
Month	means calendar month of the Gregorian calendar;
Networks	are a construct of Clubs, Countries and National Associations within a defined geographical area;
Position Holder	means a person either elected or appointed to a specific Soroptimist International position in accordance with the Bye-Laws 8.3 made pursuant to Article 13 of the Articles of Association; and for the avoidance of doubt, in this Bye-Law, the term 'Position Holder' does not refer to Directors generally."
Secretary	means the person (if any) appointed by the Directors as secretary of the Company or such other person who performs the functions of secretary of the Company;
SI Annual Report	the SI Annual Report details such information as the Chair's statement, the Directors´ Report, an operating and financial review, review of operations, statement of corporate governance, auditors report, statement of Director's responsibilities for the financial statements. Highlights of the year are also included;
SI	means SI (Soroptimist International) Limited;
SI Foundation	Soroptimist International Foundation is a Charity established by a Deed of Trust under the Charities Commission (England and Wales) in March 2021, and received its Charitable Status in June 2021. The Foundation is not a separate legal entity, but it has a separate banking status as its resources have to be kept separate from that of the SI Ltd.'s Company resources. The SI Board manages the Soroptimist International Foundation on behalf of the Corporate Trustee.
Simple Majority	means the numerical majority of those who actually voted. A participant who chooses to abstain/refrain from voting is to be treated as not being present during that part of the meeting and relevant vote.
Soroptimist	means an individual member of a Club;
Urgent Nature	are matters requiring discussion and decision by the Board, which could not be foreseen at the time of issuing the Final Agenda;
Year	means a calendar year of the Gregorian calendar.

Part 1 Purpose and Duties of SI (Soroptimist International) Limited

1.1 SI (Soroptimist International) Limited, called SI, is a not for profit organization established to unite the Federations across the world. It shall strategically plan to advance the objects as provided in Article 2 of the Articles of Association and through its powers as provided in Article 3 of the Articles of Association to provide mechanisms for SI to demonstrate its international impact.

1.2 SI shall set up a quadrennial strategic plan to be reviewed and updated annually to further the objects of SI and ensure measurable international impact.

1.3 SI shall facilitate its Members in representing their common and agreed agenda at the United Nations, its Agencies, specialized Agencies to which SI and its Members are accredited and with those agencies SI partners.

1.4 SI shall hold a Convention at least once every four years, alone or in partnership with Member Federations, as per rotation outlined in the Convention Manual.

1.5 SI shall protect its emblem and grant to the Federations and Clubs the right to use the emblem and the obligation to protect the Soroptimist emblem.

1.6 SI shall maintain a headquarters Office at a location determined by its Members.

1.7 SI (Soroptimist International) Limited is the Trustee of the Soroptimist International Foundation.

Part 2 Membership of SI

2.1 Members of SI are Federations of Clubs operating within geographical boundaries approved by SI.

A country of clubs wishing to be re-assigned to another Federation needs to request in writing to the Federation they currently belong to and the Federation they wish to be re-assigned. Upon approval of the respective Federations, the Federations will submit a request to SI to give final approval and determine the effective date of transfer.

2.2 Federations shall maintain independent jurisdiction over governance, strategic direction, operations and regulation of their individual Soroptimists, Clubs and its organisational structures.

2.3 The name or change of name of each Federation shall be approved by the Board after consultations with the Member Federations.

2.4 Any new Federation wishing to become a member of SI must be composed of at least one hundred Clubs in three or more countries, comprise at least two thousand individual Soroptimists and must present its constitutional arrangements to SI for approval by the Board as suitable to become a Member Federation. It must also give evidence that it will be self-supporting both financially and administratively.

2.5 The procedure for application and approval as a Federation will be determined by the Board.

2.6 SI does not have the authority to dictate how individual Federations should be organized, operated and governed.

2.7 Federations have the legal right to use the words "Soroptimist International" as a part of their names as well as to grant similar rights to the Clubs, Unions, Regions, Networks and National Associations within their Federation.

Part 3 Duties of the Members

3.1 Member Federations of SI may organize, operate and govern according to the culturally relevant and unique needs of its members whilst acting in accordance with the objects, policies and position statements of SI and other documents of SI and ensure that the use of the name "Soroptimist International" is granted only to Clubs which act likewise.

3.2 Member Federations shall inspire action and create opportunities to transform the lives of women and girls through a global network of members and international partnerships and may seek consultative status with the Economic and Social Council of the United Nations subject to the terms and conditions set out in the UN Representatives Manual.

3.3 Member Federations may enter into multi-party agreements with other Member Federations as and when necessary or helpful for promoting the objects of SI or the objects of the Federations.

3.4 In accordance with their rules Member Federations shall each appoint an Authorised Representative to attend General Meetings of SI - AGMs, EGMs or GMs or vote by way of electronic ballot within 7 (seven) clear days from date of release of the respective agenda or notification of the electronic ballot.

3.5 Member Federations shall submit their annual reports to SI.

3.6 Member Federations shall submit an annual statistical report on the number of individual Soroptimists and Clubs by country as at 30 June each year. That report shall be sent to the headquarters office by 31 August of each calendar year.

Part 4 Meetings

4.1 General Meetings

4.1.1 An AGM (Annual General Meeting) must be held every year for the purposes set out in Article 9.9 of the Articles of Association, by the personal attendance of the Authorised Representatives or digitally, as set out in Article 9.3, and intended date for next AGM must be decided at closing of the meeting.

4.1.2 The call for the AGMs as defined in Article 9.1 of the Articles of Association shall be posted with the Final Agenda and supporting papers including the SI Annual Report and SI Accounts specifying the business to be transacted, 28 (twenty eight) clear days before the day of the meeting. Once Member Federations nominate their Representative, the SI Global Executive Director (GED) shall send to the Authorised Representative the SI Annual Report and SI Accounts, Final Agenda and supporting papers.

4.1.3 Member Federations and Directors may submit Board papers for discussion and decision at the AGM as outlined in 4.1.2, and Part 5.2 – Resolutions.

4.1.4 General Meetings other than the AGMs may be called at any time by the Board as per Article 9.10 of the Articles of Association.

4.1.5 Additions to the agenda may be made at the beginning of the meeting(s) by an affirmative vote of 2/3 (two-thirds) of Members of SI present and voting.

4.1.6 A Member's Authorised Representative can nominate a proxy pursuant to Article 9.1 of the Articles of Association which states that the proxy is appointed by the Federation in circumstances which prevent the Authorised Representative's attendance at a General Meeting.

4.1.7 The agenda of each meeting shall specify the rules of procedure which will govern the meeting.

4.1.8 Minutes shall be taken at each meeting and of which a draft shall be distributed to all attendees within 28 (twenty-eight) clear days of the meeting. Comments shall be sent within 56 (fifty-six) clear days from the date of the meeting and the minutes approved by ballot, by its attendees, within 120 (one hundred twenty) clear days from the date of the meeting. Meetings may be recorded electronically to aid in production of the minutes. Such recordings shall be destroyed after the minutes are accepted.

4.1.9 Minutes, a Meeting Synopsis, and Reports may be made available to Member Federations. A synopsis of the meeting minutes and reports may be posted to SI's website in the area reserved to Members of the Board.

4.1.10 The following may attend the meeting:

Authorised Representatives of the Member Federations
Directors
SI Immediate Past President
SI Procedural Consultant
Company Secretary
GED
Auditor
Federation Executive Officers or equivalent
Other persons (including Position Holders, other employees of and Advisors to SI and/or of the Federations) at the discretion of the Board.

4.2 Board Meeting

4.2.1 A Board meeting shall be held at least once every year for the purposes set out in Article 11 of the Articles of Association. A Board meeting may be face to face or held digitally as per Article 11.3 of the Articles of Association.

4.2.2 The call for a Board meeting shall be issued 21 clear days before the day of the meeting. Reports, items for decision and items for discussion must be received 14 (fourteen) clear days before the date of the meeting.

4.2.3 The final agenda and supporting papers, shall be sent to the invited attendees and the Member Federations 7 (seven) clear days before the date of the meeting. Any papers received by SIHQ after this deadline will be subject to the Board´s discretion to receive.

4.2.4 Additions to and deletions from the agenda may be made at the beginning of the meeting by a 2/3 (two-thirds) affirmative vote of Directors present and voting.

4.2.5 The agenda of each meeting shall specify the rules of procedure which will govern the meeting conducted in accordance with Article 11 of the Articles of Association.

4.2.6 Minutes shall be taken at each meeting and a draft of which shall be distributed to all attendees within 7 (seven) clear days of the meeting. Comments shall be sent within 21 (twenty-one) clear days from the date of the meeting and the minutes approved by its attendees at the next Board Meeting. Meetings may be recorded electronically to aid in production of the minutes. Such recordings shall be destroyed after the minutes are accepted.

4.2.7 Minutes and Reports may be made available to Member Federations.

4.2.8 The following shall attend the meeting:

Directors
SI Procedural Consultant
SI Company Secretary
GED
and such of the following as the Board may agree from time to time:
SI Committee members who are not Directors
Auditor
Federation Executive Officers or equivalent

Other persons including but not restricted to other Position Holders, Federation Programme Directors, SI Convention Chair, employees of and advisors to SI and Member Federations, on invitation.

4.2.9 Authorised Representatives will be allowed to attend the face-to-face pre-AGM Board Meetings (if these are held) as observers at the expense of their Federation.

4.3 Executive Sessions of Board Meetings

4.3.1 Executive Sessions shall be convened when dealing with confidential matters such as, but not restricted to, staffing, disciplinary actions, legal, business critical issues and any other matters deemed sensitive to the Board.

4.3.2 Executive sessions shall be conducted in accordance with the rules of procedure applicable to the Board Meeting.

4.3.3 Directors shall attend executive sessions of any board meeting unless there is a conflict of interest with respect to the matter being discussed.

4.3.4 Prior to going into executive session at a face-to-face meeting or at a digital Board meeting a motion to do so must be adopted by a majority vote.

4.3.5 Whenever a meeting is being held in executive session, Directors, Procedural Consultant, GED, special invitees and such employees or staff members as the board may determine to be necessary shall remain at the meeting. All other persons shall be excluded.

4.3.6 Any person entitled or permitted to be present at an executive session is honour-bound not to divulge anything that occurs at that executive session. Any person who violates the confidentiality of an executive session may be censured.

4.3.7 Minutes of the executive session shall be recorded in writing and distributed within such time frame and only to those persons as directed by the Chair of the meeting. The Global Executive Director is responsible for taking and producing the minutes, or the Procedural Consultant if the Global Executive Director is not present at the meeting. Those minutes must be read and acted upon only in executive session unless the action to be taken as distinct from that which was said in debate, was not confidential or confidentiality has been lifted by the board. Any tape recording of the meeting shall be destroyed as directed by the Chair of the meeting but not later than upon approval of the minutes.

4.3.8 When the minutes of the executive session must be considered for approval at an executive session held solely for that purpose, the brief minutes of the latter meeting are, or are assumed to be, approved at that meeting.

4.3.9 All items and presentations to be considered in Executive Session shall be grouped together on the agenda for the board meeting. A non-specific name for each topic should be used on the agenda and the presentations not made public. Executive session items should be marked with a "+" or some other identifier. Items marked Executive Session that are pulled from the Consent Agenda are grouped with other executive session items. Unless there is a sure way of determining the participants at a digital meeting no executive session document or matter should be discussed at that meeting but postponed for consideration at the next executive session at which participants are clearly able to be identified or at the face-to-face meeting.

4.3.10 Determination of those who will be invited to stay or attend the executive session should be recorded in the agenda for that meeting.

4.3.11 All documentation for an executive session including that circulated electronically prior to that meeting shall be marked confidential and only made accessible to the attendees of that session. All recipients of such documentation shall ensure that documentation remains confidential following the meeting.

4.3.12 Resolutions agreed at an executive session should be minuted at the next Board Meeting unless of a sensitive nature e.g., staff salaries.

4.3.13 The minutes of executive sessions shall be kept in a separate folder on One Drive. The following persons have access to the folder: SI President, SI Immediate Past President or SI President Elect, Procedural Consultant and SI Treasurer.

4.4 Executive Team

4.4.1 The Executive Team is responsible for the day-to-day management of SI.

4.4.2 The following are members of the team
SI President
SI President Elect or IPP
Director of Finance / Treasurer
Director of Governance & Risk Management

Director of Advocacy
The Procedural Consultant and SI GED attend Executive Team meetings in an advisory capacity. Committee Chairs may be invited to attend as needed.

Key responsibilities include:

- Managing urgent and day-to-day business between Board meetings.
- Supporting the SI President in her role as the principal representative and spokesperson of SI.
- Ensuring effective implementation of Board decisions and policies.

Part 5 Governance

5.1 The official language of SI is English.

5.2 Resolutions

5.2.1 Resolutions to be presented at Annual General Meetings may be submitted by Federations through their Authorised Representatives.

5.2.2 Resolutions to be presented at Board Meetings may be submitted by Federations through Directors, the Position Holders or Committee Chairs.

5.2.3 Any Resolution to be discussed at an AGM must be submitted to SIHQ in writing no later than 42 clear days before the meeting. A list of resolutions for the AGM will be distributed 28 clear days before the meeting and included with the Call.

5.2.4 Any resolution to be discussed at a Board meeting must be submitted to SIHQ in writing no later than 14 clear days before the meeting.

5.2.5 Resolutions of an urgent nature may be submitted at short notice, during a Board Meeting with the consent of the Board.

5.3 Voting

5.3.1 General Provisions

5.3.1.1 Voting shall be in accordance with the provisions set out in Articles 9.6, 11.5 and 17 of the Articles of Association and shall be made by a show of hands or ballot.

5.3.1.2 All elections conducted either at face-to-face meetings or by electronic ballot shall be confidential. Names or signatures of those voting shall not appear on any ballot sheet or in the ballot results.

5.3.2 Voting on Articles of Association or Bye-Laws

Amendments to the Articles of Association should be considered at an AGM and in respect of the Bye Laws, at a Board Meeting. Proposed amendments to either the Articles or to the Bye-Laws may be circulated for voting by way of electronic ballot if agreed to by the Authorised Representatives in respect to an amendment to the Articles or by the Directors in respect to an amendment to the

Bye-Laws. To amend the Articles, approval of 75% of the Authorised Representatives is required. When the ballot is to amend the Bye-Laws approval by a majority of the Directors is required.

5.3.3 Voting by Show of Hands
When voting is by way of show of hands, the resolution is deemed to have passed if agreed by the required majority of the Authorised Representatives. The same applies to the vote of Directors.

5.3.4 Voting by ballots

5.3.4.1 Voting by ballot shall have a 10 clear days' deadline.

5.3.4.2 When voting is by way of ballot the resolution is deemed to have passed if agreed by the required majority of the Authorised Representatives. The same applies to the vote of Directors. The ballot result may be announced when the required majority vote is reached.
Comments concerning the subject, or the electronic ballot should be written in the email reply with the returned ballot paper and should not be written on the ballot paper as this would make the vote invalid. Robert's Rules refer to such votes as illegal votes.

5.3.4.3 When a ballot does not involve an election the results will show the number of votes for, against, abstaining, not received, the final result, but not the names of voters or the way they voted, nor comments received.

5.3.4.4 Where an electronic ballot is used the SIHQ will send the ballot paper and information including due date and UK time pertaining to the ballot to all those who are entitled to vote in that ballot. The SI Procedural Consultant and GED shall be copied for information purposes. The President Elect shall also be copied for information purposes until she becomes a Director.

5.3.4.5 The GED and one other person, appointed by the SI President, and who is not a Director, Authorised Representative or a person who is the subject of the vote shall record the results of the electronic ballot. The results will be given to the SI President in a secure form and announced.

5.3.4.6 At least two Authorised Representatives or six Directors may request that the GED suspend an electronic ballot in order to allow for further clarification and additional discussion before the electronic ballot is resumed. The GED will notify all entitled to vote that the electronic ballot has been suspended and give the time frame for discussion before resuming voting and the revised closing date of the electronic ballot.

5.4 SI Position Papers

SI Position Papers outline the SI official position on a specific issue. All SI Position Papers are to be approved by the SI Board. In the case that different SI documents state or appear to state differing opinions on an issue, the view stated in the SI Position Papers prevails. Board Directors, Position Holders and other Volunteers acting on behalf of SI will only advocate for the position stated in the SI Position Papers and not any other group or personal views or interests.

Part 6 Convention

6.1 SI shall host a Convention at least once every four years, alone or in partnership with Member Federations, as per rotation in the Convention Manual.

6.2 The location for the Conventions is to rotate among the Federations. The Board may in exceptional circumstances approve a deviation from the rotation.

6.3 The Board shall oversee the Convention through its SI Board Conventions Committee.

6.4. The Convention Chair shall be nominated by the Federation hosting the Convention and approved by the Board of SI.

6.5 The Board shall authorize signatories to contracts relating to the Convention.

6.6 The budget for the Convention, including registration fees and refund policies, shall be approved by the Board at a minimum of 12 months before the Convention.

6.7 A Convention is expected to be self-supporting. All surplus funds from a Convention shall be forwarded to SI. SI will provide the necessary funds from general reserves to settle a liability, in the event that the Convention makes a loss.

6.8 The Board shall ensure that risks associated with Conventions are properly managed and that there is a proper insurance coverage.

6.9 The GED and the SI Board Conventions Committee, in consultation with the Director of Governance and Risk Management shall advise the Board on risks associated with the Convention.

6.10 The running, management and operation of Conventions shall comply with good accounting principles and within the provisions of the SI Convention Manual.

Part 7 Authorised Representatives and Directors

7.1 Authorised Representatives

Authorised Representatives shall represent their Member Federation and act on its behalf at all General Meetings, including the AGM.

7.2 Directors

7.2.1 The Directors have the responsibilities as defined in the "Interpretation" of these Bye-Laws and as defined in 10.1 of Articles of Association.

7.2.2 No SI Director shall be disqualified from voting by reason of candidacy for a SI Office or position. Should a SI Director succeed to the position of SI President-Elect their existing position as SI Director must be declared vacant.

Part 8 Directors and Position Holders

8.1 Indemnity Insurance

In addition to providing indemnity insurance for SI Directors SI shall consider providing indemnity insurance for all Position Holders irrespective of whether a Position Holder is also a Director.

8.2 Review

Excluding the SI President, the IPP and the PE, the performance of all SI Directors and SI Position Holders will be reviewed once a year in terms of attendance, participation in meetings and fulfilment of the tasks given to them. The review will be carried out by the SI President. After a

written warning, signed by the SI President and, if there is no change in their performance, the Board may initiate proceedings for removal. Any removal or dismissal of an SI Director or SI Position Holder shall be conducted in accordance with Part 13 of the SI Bye-Laws.

8.3 Roles and Responsibilities

8.3.1 General Rule

A person appointed as a SI Director or a SI Position Holder may not serve at the same time as an Authorised Representative. Nor shall an Authorised Representative serve at the same time as a SI Director or a SI Position Holder.

8.3.2 SI President

8.3.2.1. The SI President speaks for SI within the established framework of SI policy and advocacy. She is the SI representative for purposes of negotiation with other international bodies at the international level.

8.3.2.2 The SI President shall direct the conduct of business of SI acting as its Chief Executive Officer and perform such duties as pertain to the position as may be assigned by SI and as specified in the Roles and Responsibilities Manual**.** The SI President serves on the Board Conventions Committee as Chair and such other Committees as either an ex officio member or as appointed to by the Board.

8.3.2.3 The SI President may, if required, appoint the following volunteer positions: SI Procedural Consultant, Administrative Assistant, HR Liaison and such other positions each subject to the Board's approval. Each appointee shall carry out the duties of their position as specified in the Roles and Responsibilities Manual.

8.3.3 SI Immediate Past President

The SI Immediate Past President shall perform such duties as pertain to the position as specified in the Roles and Responsibilities Manual and serve on the Board Conventions Committee and on such other Committees as appointed to by the Board.

8.3.4 SI President Elect

The SI President Elect shall perform such duties as pertain to the position as specified in the Roles and Responsibilities Manual and other Committees as either an ex officio member or appointed to by the Board.

8.3.5 Federation Presidents

8.3.5.1 Appointment and Eligibility

Federation Presidents shall be appointed as SI Directors by the SI Board in accordance with Article 10.2.2 subject to the Federation President concerned meeting the eligibility criteria set by the Board including, but not limited to, those in 8.3.5.2 a) and b).

8.3.5.2 Eligibility criteria and failure to satisfy eligibility criteria

8.3.5.2 a) Federation Presidents recognize that the official language of SI is English and that to be eligible to be appointed as an SI Director they must be able to communicate in verbal and written English to a B2 level standard that allows them to adequately perform their duties as set out in these Bye-Laws and which is deemed reasonable by the Board.

8.3.5.2 b) Federation Presidents are required at all times to:
i) maintain the utmost standards of conduct and integrity, adhering to all standards expected by SI from time to time including, but not limited to, any referenced in its governing documents, policies, procedures and codes of conduct;

ii) avoid taking any actions (including omitting to take any actions) or being involved or associated with any matters, persons or organizations that could harm or be considered as likely to harm the interests or reputation of SI.

8.3.5.2 c) Where in its reasonable opinion the Board considers that a Federation President has at any time before or after appointment as an SI Director failed to meet the criteria set out in any eligibility criteria set by the Board, Bye-Laws 8.3.5.2 a) or b) or the standards required by them then:

i) that Federation President will not be eligible to be appointed or continue as an SI Director; and

ii) the Federation and the Board will work together to reach an agreement to enable the Immediate Past President or President Elect of the Federation to be appointed as an SI Director in place of the Federation President.

8.3.6 SI Expert Directors

SI Expert Directors shall have B2 level practical English language skills and perform the duties assigned to them by the Board and as set out in the Bye-Laws and Roles and Responsibilities Manual. They shall be voting members of the Board and contribute to the strategic oversight and operational delivery of Soroptimist International preparing the Terms of Reference and Workplans for their committees.

8.4 Elections and Selection

8.4.1 SI President

No Federation will be allowed to have two consecutive SI Presidents.

8.4.2 SI President Elect

Takes office as SI President Elect 18 months prior to becoming SI President.

8.4.2.1 The SI President Elect will be selected from only those candidates whose nomination has been endorsed by their Federation.

8.4.2.2 There may be more than one candidate from each Federation.

8.4.2.3 Candidates must have served as a Federation Voting Board Member or as an SI Director in the ten years preceding the date of taking office as President Elect.

8.4.2.4 Nominations should be received by SI by 1 September of an odd numbered year.

8.4.2.5 The selection panel will consist of the President, President Elect or Immediate Past President and three Directors who would represent the other Federations.

8.4.2.6 The selection process will be the responsibility of the SI Board with ratification of the successful candidate by the Authorised Representatives by ballot prior to 31 December.

8.4.2.7 If ratification does not occur as a result of this ballot the selection panel will revisit the remaining candidates and make a recommendation to the SI Board.

8.4.3 SI Expert Directors

8.4.3.1 A candidate for a SI Expert Director role must demonstrate relevant expertise and experience for the position as defined in the Roles and Responsibilities Manual.

8.4.3.2 All Soroptimists are eligible to apply for the role of Expert Director. The Federation has to confirm the good standing of the candidates.

8.4.3.3 Each SI Expert Director shall be selected through an open and transparent application process.

8.4.3.4 The selection panel will consist of the SI President, SI President Elect or Immediate Past President, the current Expert Director relevant to that position and two further Directors representing the other Federations.

8.4.3.5 Final appointments shall be subject to Board approval.

8.5 Term of position

8.5.1 General rule

Other than the SI President Elect who takes up her position on 1 July of the year in which she is elected, all other SI Position Holders take up their positions on 1 January of the year following their election or appointment.

8.5.2 Federation Presidents

To ensure alignment of all SI Board Director terms with the calendar year as used by Soroptimist International, the following shall apply to Federations whose internal terms of office do not coincide with the calendar year:

a) Federations with Mid-Year Presidential Transitions (January-June) The incoming Federation President shall assume office as SI Director on 1 January of the same year she begins her term as Federation President.

b) Federations with Late-Year Presidential Transitions (July -December) The Incoming Federation President shall assume office as SI Director on 1 January of the year following the commencement of her term as Federation President.

8.5.3 The term for SI President shall be for two years or until a successor takes up that position.

8.5.4 The SI Immediate Past President shall be in position from the time she steps down from the Presidency until the SI President Elect takes up the position as SI President Elect.

8.5.5 The SI President Elect takes up her position on 1 July of the year in which she is elected.

8.5.6 SI Expert Directors

Each SI Expert Director shall serve for a term of two years, commencing on 1 January of the year following appointment, with the possibility of reappointment for a further term of two years, subject to performance and the selection process.

8.5.6.1 The incoming SI Director of Advocacy and the incoming SI Director of Finance will be invited to shadow the current SI Directors one year before they take office.

8.5.6.2 The incoming SI Director of Governance and Risk Management and the incoming SI Director of the SI Foundation will be invited to shadow the current SI Directors six months before they take office.

8.5.6.3 Upon transition to a new SI Director of Advocacy position, all planning and preparation for the subsequent year's meetings must be conducted in collaboration with the incoming SI Director of Advocacy.

8.6 Inability to Serve and Vacancies

8.6.1 In the event of a vacancy or temporary inability of any Federation President to serve as an SI Director, the Federation shall appoint that Federation's IPP or President Elect or another designated alternate.

8.6.2 In the event of the temporary inability of the SI President to serve, the SI President Elect, or if the SI President Elect is not yet in position the SI Immediate Past President, shall assume the duties of the SI President for that temporary period.

8.6.3 In the event of the temporary inability of the SI President Elect to serve, the SI President may invite the SI Immediate Past President to assume the duties of the SI President Elect for that temporary period.

8.6.4.In the event of a vacancy or temporary inability of any SI Expert Director to serve, the Board shall appoint an Interim SI Director with relevant experience, following consultation with the SI President and the applicable committee, following the procedures set out in the Bye- Laws.

8.6.5 Any vacancy in the office of SI President or SI President Elect shall be filled by the Board through the election of a new President Elect. The election procedure shall be initiated immediately and conducted with full expediency. In the event of a vacancy in the office of SI President, the SI President Elect shall assume the duties of the President for the interim period and subsequently serve her full elected term. In the event of a vacancy in the office of SI President Elect, the Immediate Past president shall be invited to assume the duties until a new SI President Elect is elected through the expedited process.

8.6.6 Any vacancy in other elected or appointed positions shall be filled by the Board.

8.7 Other Position Holders - Non-voting Advisory and Support Roles

8.7.1 The following positions ensure governance best practice and compliance:

- SI Procedural Consultant
  The incoming SI Procedural Consultant will be invited to shadow the current SI Procedural Consultant six months before she takes office.
- SI Company Secretary
- SI Global Executive Director

8.7.2 The following appointees and additional roles support committees and provide expert guidance:

- SI Advocacy Advisors
- SI HR Liaison
- SI Communications Advisor
- SI Archivist
- SI Next Generation Forum Representative(s)

Part 9 Advocacy and Foundation Appointments

9.1 Safeguarding Officer

A call for applications for the position of Safeguarding Officer shall appear on the Members' section of the SI website on 1 June (6 months prior to the end of the SI biennium) together with the job description and person specification. The call shall also be distributed to all Federations.

By 31 August applications must be returned electronically to the GED at SI headquarters. A Panel, appointed by the Board, shall select a candidate for election by the Board. The selection panel shall consist of 3 Board Directors plus the SI President Elect as chairperson. The work of that selection panel shall commence on its appointment and conclude with a written report ranking the applicants in order of selection preference.

By 30 November of that year the panel shall advise their selection to the Board for approval by ballot. The result will be announced as soon as the outcome of the ballot is known, and the candidate will take up the post as Safeguarding Officer on 1 January.

9.2. SI Representatives to the United Nations

9.2.1 SI shall have representation to the United Nations, its Agencies and its specialised Agencies to which SI is accredited.

9.2.2 SI Representatives to United Nations, its related Agencies and its Special Programmes located in any Federation, shall be appointed in accordance with the procedure set up in the SI Manual for Representatives to the United Nations, and appointments are to be confirmed by the Board.

9.2.3 All SI Representatives to the United Nations appointed pursuant to Article 3.2 of the Articles of Association shall represent SI and submit concise reports periodically and at other times as specified in the relevant Manuals or as requested by the Board.

9.2.4 The activities of SI Representatives to the UN shall be coordinated by the Chair of the Global Advocacy Committee supported by the Global Policy Advisor; SI Representatives to the UN shall perform the duties pertaining to the role as specified in the SI Manual for Representatives to the United Nations.

9.3 Ad-hoc Delegates and Delegations

On the joint recommendation of the SI President and of the SIDA, Delegates or Delegations may be appointed for a particular United Nations or other International Conference of major significance

to represent SI. Any such appointment shall specify the scope, duration and reporting obligations of the Delegate or Delegation.

9.4 Special SI Representatives

SI can have special representatives for a specific period, each of them appointed by the Board.

9.4.1 SI Representative to the Commonwealth

A call for applications for this position shall be advertised within the Soroptimist organisation. The applicants will be shortlisted for suitability and the shortlisted applicants shall be interviewed by SI President, SI GED, and SI Director of Advocacy with the most suitable applicant being selected. The volunteer shall report to the SI Director of Advocacy.

9.4.2 The Board shall decide on a case by-case basis on the appointment of additional representatives, whose selection has to follow as outlined in 9.4.1.

Part 10 Committees

10.1 The Board is empowered to establish Committees as per Article 12.2 of the Articles of Association.
There shall be the following Committees:

- Global Advocacy
- Global Impact
- Governance and Risk Management
- Finance
- Convention
- Soroptimist International Foundation

10.2 Responsibilities of these Committees and of their Chairs are specified in the Roles and Responsibilities Manual.

10.3 The Board may establish additional Committees, ad hoc Committees or short-term work groups as may be deemed necessary which shall perform such duties as directed by the Board.

10.4 Composition

The SI President and either the SI Immediate Past President or the SI President-Elect shall be ex-officio members of the committees referred to in 10.4.1–10.4.5

The relevant SI Expert Director may appoint a Committee Chair, subject to confirmation by the SI Board. The Chair of each committee, in consultation with the relevant SI Expert Director, shall be responsible for preparing the Terms of Reference and Workplans for that committee.

10.4.1 Global Advocacy
SI Director of Advocacy
SI Representatives to the UN
Special Representatives
Advocacy Advisors
SI Global Executive Director

10.4.2 Global Impact

SI Director of Advocacy
Federation Programme Director (1 representative from each Federation)
Next Generation Representative from each Federation (under 40 years)
SI Global Policy Advisor

10.4.3 Governance and Risk Management

SI Director of Governance and Risk Management
SI Procedural Consultant
5 Committee members (one from each Federation)

10.4.4 Finance

SI Director of Finance / SI Treasurer
SI GED
5 Committee members (one from each Federation)

10.4.5 Soroptimist International Foundation

SI Director Soroptimist International Foundation
SI Director of Finance/SI Treasurer
SI Global Executive Director
5 Committee members (one from each Federation)

10.4.6 Convention

SI President
SI President-Elect or SI Immediate Past President
SI Treasurer
SI Global Executive Director
Plus, when appointed:
SI Convention Chair
SI Convention Treasurer

10.4.7 To allow for timely and thorough planning, the preparatory work for a Convention begins before the preceding Convention has taken place. As a result, there will be a period during which two Convention Committees are active concurrently.

10.4.8 The purpose and composition of additional Committees, ad-hoc Committees or working groups shall be determined by the Board. The Board shall appoint the Chairs of such committees or else be informed in writing of chairs and members of working groups.

10.5 Term of Service on a Committee

10.5.1 The term of appointment as Chair of a Committee shall be one year, with the possibility of re-appointment for further terms of one year up to a total of four years, with the exception of the Chairs of the Convention Committees.

10.5.2 The term of office for Committee members shall be two years, with the possibility of re-appointment for a further term of two years up to a total of four years.

10.5.3 The term for additional Committees, ad-hoc Committees and working groups shall be determined by the Board.

10.5.4 A Director appointed to a Committee either as Chair or as a member shall immediately vacate that position when no longer a Director of SI.

10.6 Reporting

10.6.1 Each Committee Chair shall provide a report to the Board together with any recommendations quarterly and at such other times as the Committee or the Board may deem necessary. The reporting mechanism shall be determined by the Board.

10.6.2 Each Committee and their Chair shall deliver their remits as outlined in the Roles and Responsibilities Manual.

10.7 Conduct of Committee meetings (refer Appendix 7.1.2 Roles & Responsibilities Manual)

10.7.1 Committee meetings shall be conducted in accordance with Roberts' Rules of Order, New Revised.

Part 11 Headquarters Office and Staff

11.1 Headquarters Office

11.1.1 The purpose of the headquarters office and staff is to give a permanent address, assure continuity of work in the furtherance of the objects of SI, assist the Board and the Position Holders in carrying out their roles, centralise information and support all other work in furtherance of the objects of SI.

11.1.2 The headquarters staff is responsible for the administration of General Meetings, Board Meetings and the administration of voting on all resolutions.

11.1.3 The headquarters office shall maintain an appropriate archive for documents, all governance documents, including Articles of Association, Bye-Laws, Records of Decisions, Manuals, Policies, Procedures, Committee Terms of Reference, Board reports and minutes, audited accounts, annual and quadrennial reports, a copy of all publications, amendments to any document plus any other documents considered to be of importance plus those of a historical nature to be archived in perpetuity. Financial records shall be kept for the period required by the law of the country where headquarter offices are situated.

11.2 Staff

11.2.1 The Board shall employ a GED to manage the headquarters office, its operations and its staff.

11.2.2 The GED shall attend all meetings of the Board but not during the time when matters concerning the GED are discussed.

11.2.3 The GED shall not be a position holder or director of SI and shall not have a vote on matters brought before the meetings of the Board.

11.2.4 The GED shall report in the first instance to the SI President, and thereafter to the Board to which the GED is ultimately accountable.

11.2.5 The GED, in consultation with the SI President and the HR Liaison, may employ and dismiss permanent, full time, part time and/or temporary staff.

11.2.6 All other matters relating to the organisation and staffing of the office shall be included in HR Policies to be approved by the Board.

Part 12 Finance

12.1 The fiscal year of SI shall be from 01 January to 31 December of each year.

12.2 Each Federation shall pay per capita dues on the total number of individual Soroptimists as of 30 June each year. Such dues shall be payable on or before 30 November of that year and a Federation shall be considered not in "good standing" if its dues are not paid as outlined in Article 8.4.c of the Articles of Association within thirty days thereafter.

12.3 The per capita dues shall be set by SI. No increase shall take effect until one year has elapsed from the time of its adoption. Per capita dues payable to SI by each Federation shall be not less than £5.41.

12.4 Article 9.9 of the Articles of Association provides that the Members at an AGM may appoint an independent examiner rather than an auditor for the Company.

12.5 The Financial Statements shall be independently reviewed annually either through an audit, if required by the Board, or through an Assurance Review. Additional independent reviews may be conducted at such other times as directed by the Board. Any Auditor or Independent Reviewer so appointed shall be a Chartered Accountant practising with current professional registration within the country of residence of SI.

12.6 Any Position Holder, Director or employee responsible for funds shall be bonded / insured for such an amount as the Board shall determine.

12.7 Reimbursement
Any Position Holder, Director or employee of SI may receive reimbursement of reasonable out of pocket expenses (including travel and hotel costs) incurred in the business of SI the terms and conditions of which are set out in the Travel & Accommodation and Expense Policy.

12.8 Banking
Any of the major world clearing banks are approved for current and deposit accounts with exception of the Convention accounts.

12.9 All other specifics relating to finance are included in the Finance Manual.

Part 13 Code of Conduct, Removal, Appeals and Resolution of Disputes

13.1 Code of Conduct

13.1.1 Members of SI and SI Directors shall uphold the Objects of SI, ensure its Powers are exercised in furtherance of those Objects, be in 'good standing' to fulfil their roles and responsibilities within the SI.

13.1.2 Position Holders shall uphold the Objects of SI and perform their roles and responsibilities in an open and transparent manner.

13.1.3 All volunteers acting on behalf of SI (Soroptimist International) Ltd shall uphold the Objects of SI and perform their roles and responsibilities in an open and transparent manner.

13.2 Removal

13.2.1 Members of SI
Under the terms of Article 8.4 (d) of the Articles of Association a Member Federation may be removed from Membership following a Resolution of the Board passed at a meeting specially convened for that purpose and the decision must be taken by a majority of Directors.

13.2.2 Directors
Under the terms of Article 10.3 of the Articles of Association Directors automatically cease to hold office in the circumstances set out. These include removal by a majority resolution of the members. Members are entitled to remove directors of the company by using provisions set out in sections 168 (resolution to remove a director) & 169 (Director's right to protest against removal) Companies Act 2006.

The Board will ask the members of the Company to pass a resolution using sections 168 and 169 Companies Act where the Board, in its reasonable opinion, has determined in accordance with 8.3.5.2 c) that an SI Director has failed to meet the eligibility criteria set by the Board or the standards required by then under SI's governing documents, policies, procedures and codes of conduct from time to time.

The Board will convene a meeting of the Members to deliberate on a resolution aimed at the removal of an SI Director in in accordance with Sections 168 and 169 of the Companies Act 2006, providing 28 days' notice. This notice will also ensure that the Director in question is afforded the same necessary notice, the opportunity to present their case at the meeting, and the right to submit representations to the Members either during the meeting or, if submitted in a timely manner, prior to the meeting.

13.2.3 Position Holders (who are not Directors)
Any Position Holder mentioned in these Bye-Laws who is not Director may be removed by the Board whenever in the judgement of the Board the best interests of SI shall be served by doing so.

The Board shall have regard to whether the Code of Conduct for Position Holders, SI Representatives to the United Nations and other volunteers appointed by the SI Board has been violated. Such removal shall only occur after the individual concerned has been given notice of the allegations and has been given the opportunity to be heard at a meeting of the Board and a decision of the Board is taken by a majority of Directors at a meeting specially convened for that purpose.

13.2.4 Other volunteers
Any volunteer may be removed by the Board whenever in the judgment of the Board the best interests of SI shall be served by doing so. The Board shall have particular regard to whether the Code of Conduct for Volunteers has been violated. Such removal shall only occur after the individual concerned has been given notice of the allegations and has been given the opportunity to be heard at a meeting of the Board and a decision of the Board is taken by a majority of Directors at a meeting specially convened for that purpose.

13.3 Appeals

Anyone subject to removal under section 13.2.2 ,13.2.3 or 13.2.4 of these Bye-Laws shall have the right of appeal to an Appeal Panel constituted by the Board which shall be comprised of three former Presidents of SI none of whom shall have a conflict of loyalty in respect of the individual or Member Federation concerned and whose majority decision shall be final.

13.4 Resolution of Disputes

Disputes between parties, at whatever level within the SI, shall be dealt with in accordance with the Code of Conduct Policy.

Part 14 Amendments

14.1 The Articles of Association may be amended by a special Resolution of 75% of the Members of SI. These Bye-Laws may be amended by Resolution of a majority of the Directors.

14.2 An amendment to the Articles of Association or to these Bye-Laws may be proposed by a Member Federation, by a Director, a Position Holder, or by the Chair of a Committee.

14.3 A proposal for an amendment to the Bye-Laws shall be submitted at least 35 clear days before the Board Meeting at which it is to be considered by sending a copy to the GED, the SI President, and the Chair of the Governance and Risk Management Committee to enable the GED to give the Board at least 21 clear days' notice of the proposed amendment. The report and recommendations of the Governance Committee upon the proposed amendments to the Bye-Laws shall be sent to the GED who will forward them with the Final Agenda to the Directors.

14.4 A proposal for an amendment to the Articles of Association shall be sent to the GED, the SI President and the Chair of the Governance and Risk Management Committee at least 35 clear days before the meeting of the Members to enable the GED to give the Authorised Representatives at least 28 clear days' notice of the proposed amendment to be considered at their next meeting. The report and recommendations of the Governance and Risk Management Committee upon the proposed amendments to the Articles of Association shall be sent to the GED who will forward them with the final Agenda to the Authorised Representatives.

14.5 Unless otherwise provided for by the Member Federations through their Authorised Representatives or by the Board, prior to the adoption of an amendment to the Articles of Association or the Bye-Laws amendments shall take effect at the close of the meeting at which they are adopted.

Part 15 Parliamentary Authority

Robert's Rules of Order, Newly Revised shall be the primary authority for all matters not specifically covered in the Articles of the Association, in these Bye-Laws or in the following Accompanying Manuals:

Convention
Finance
Roles and Responsibilities
SI Representatives to the United Nations

Approved by SI Board November 3rd, 2017
Part 4.1.3 approved by Mail Ballot 04 – 2017-2019 dated June 2018
Part 4.2.9 approved by resolution 18 – September 8, 2018
Part 3.5, 8.1, 8.4.4, 8.5, 10.4.3 – approved November 30, 2018
Amendments approved by SI Board May 10, 2019
Part 8.4.3 – approved by SI Board May 15, 2020
Part 5.2.3, 5.3.3, 10.4.5, 10.4.7 - approved by SI Board July 30, 2020
Part 8.4.1.1, 8.6.1, 8.6.3, 8.6.4, 10.4.6 – approved by SI Board December 4, 2020
Part 4.3.7, 4.3.13, 5.3.6, 8.3.1.3 – approved by SI Board February 19, 2021
Part 1.4, 2.3, 4.1.1, 4.2.1, 4.2.2, 4.2.3, 4.2.9, 4.3.4, 4.3.9, 5.2.3, 5.3.2, 5.3.4, 5.4, 6.1, 6.3, 6.8, 8.3.2, 9.3, 10.1, 10.4.1, 10.4.4, 10.4.5, 10.4.5.1, 10.4.5.2, 10.4.5.3, 10.4.7, 10.4.8, 10.5.1, 10.6.1, 11.2.5, 11.2.6, 13.1.3, 13.2.2, 13.2.3, 13.2.4, 13.4 – approved by SI Board July 21, 2021
Part 1.7, 2.1, 4.2.8, 8.6.4, 9.1, 10.1, 10.4.5.1, 10.4.5.2, 10.4.8, 10.4.9, 13.2.3, 13.2.4 - approved by SI Board December 3, 2021
Part 8.4.1.1, 9.1, 10.4.8, 10.5.4.3, 12.5 – approved by SI Board June 10, 2022 and July 6, 2022.
Full review of Bye-laws and approved by the Board December 8, 2023.
Full review of Bye-Laws and approved by the Board December 5, 2025.
Full review of Bye-Laws and approved by the Board of Directors on July 8, 2026

Annex

ANNEX GENERAL INFORMATION TAKEN

Company Directors and Secretaries Duties and Responsibilities GBA1 – May 2009, Version 18, as modified by Companies' Act 2006 Department for Business Enterprise & Regulatory Reform

Responsibilities of a company director

What responsibilities does a director have towards Companies House?

Every company director has a personal responsibility to deliver statutory documents to Companies House as and when required by the Companies Acts. These include, in particular:

- accounts;
- annual returns; and
- notice of change of directors or secretaries or in their personal details (Forms 288a, 288b or 288c).

In addition, it is usually the directors who will give notice of a change of registered office (Form 287)

You can notify Companies House of any of the above changes online via WebFiling, using a suitable Software Filing package or by sending paper documents to us by post. Chapter 4 summarizes what a limited company has to send to Companies House.

What happens if I do not submit accounts or annual returns to Companies House?

As a director of a company Companies House can prosecute for not submitting these documents on time. This is a **criminal offence** and upon conviction the court can find a director up to £5,000 for each offence. There is a separate, civil penalty imposed on the company for the late filing of accounts.

If Companies House believes that the company is no longer carrying on business or in operation, we can, after writing to the company to check whether that is true, strike it off the register and dissolve it. If this happens all the assets of the company, including its bank account and property, generally become the property of the Crown. Once a company is dissolved you can only restore it to the register by means of a court order. For further details see our guidance, 'Strike-off, Dissolution and Restoration' or 'Strike-off, Dissolution and Restoration (Scotland)'.

Do you really prosecute directors?

Yes. On average we prosecute more than 1,600 directors each year for failing to deliver accounts and returns to Companies House on time. Persistent failure to deliver statutory documents on time may also lead to the court disqualifying a director from taking part in the management of a company for a specified period.

What if I deliver the accounts late?

If a company files its accounts with Companies House late, the company will automatically incur a 'late filing penalty'. The amount depends upon how late the accounts arrive and whether the company is private or public. These penalties are in addition to any fine imposed by a court - as explained in question 4 of this chapter.

Further information about late filing penalties is available in our guidance on "Late Filing Penalties" and 'Accounts' available on the Companies House website.

Are there any other consequences of filing accounts late or not at all?

Yes. This could affect any future business opportunities as potential customers can search our website which gives free information about which accounts are outstanding. Not filing or filing late could possibly have a consequence on the company's credit rating.

How can I avoid prosecution and late filing penalties?

Make sure your company complies on time with all its filing obligations, not only in connection with its accounts and annual returns, but in connection with all other documents required under the Act.

Isn't my accountant supposed to do all this?

Your accountant's responsibilities depend on the agreement you have with them. However, the responsibility to deliver accounts and other statutory documents rests entirely with the directors.

You should make sure that your accountants have all the necessary information to prepare your accounts and if necessary, to audit them on time. If necessary, chase your accountants. Don't just assume they are getting on with the job. Companies House prosecute the directors not the accountants.

Why does Companies House need this information?

In exchange for the benefits of trading with limited liability, companies must deliver certain information about themselves to Companies House. This information is made available for inspection by the public so that they can make informed decisions about companies that they may wish to invest in or do business with.

What you have to send to Companies House

Company directors and secretaries are responsible for submitting information to the Registrar. There are over 200 forms that companies can file. The following information deals only with the most common forms and documents that companies will use. You can submit most of the following information online via WebFiling or electronically using a suitable Software Filing package. For more information please visit our website

1. Accounts

All companies, whether trading or not, must keep accounting records: and all limited companies (and some unlimited companies) must submit accounts for each accounting period to Companies House.

Generally, accounts prepared by the directors must include:

- a directors' report (with a business review if the company does not qualify as small);
- an auditors' report (unless the company is a small, dormant or not-for-profit public-sector company exempt from audit);
- a profit and loss account (or income and expenditure account if the company is not trading for profit);
- a balance sheet signed by a director;
- notes to the accounts; and
- group accounts (if appropriate).

Quoted public companies must also prepare a directors' remuneration report.

Not all companies need to submit these to Companies House: there are different rules for small, medium-sized, unquoted and quoted companies.

Note - this guide cannot go into the detailed information that these documents must contain - for this see the Companies Act 2006 and the relevant regulations.

Our guidance on 'Accounts and Accounting Reference Dates' provides more information on preparing and filing accounts and about exemptions from filing, but cannot go into the detailed information that these documents must contain - for this you need to look at the relevant legislation. You may also consider consulting an accountant for advice.

You can submit audit-exempt accounts, abbreviated accounts and dormant company accounts (DCA) online. If a company is able to submit accounts online, the balance sheet must contain the company authentication code in place of the director's signature required on paper accounts. For more information on availability and registration details please visit our website

Directors are personally responsible for preparing accounts and submitting to Companies House. Failure to do so may result in a **criminal conviction** and record for the director(s) and will result in financial penalties for the company.

2. Annual returns (Form 363)

Every company must deliver an annual return to Companies House at least once every 12 months. It has 28 days from the date to which the return is made up to do this.

All companies must pay an annual document-processing fee of £30 with the annual return (or £15 for users of our Software Filing or WebFiling services).

Do not confuse the annual return with the annual accounts as they are different documents both of which you must file at Companies House.

There is a change to the information you must give about the company shareholders for annual returns with a made-up date of 1 October 2008 or later. For more information about the changes to the annual return, refer to our 'Annual Return' guidance.

To help you meet your filing requirement we will send a letter to your company's registered office to remind you when your annual return is due. It advises on how to file the form electronically by using our Software Filing or WebFiling services as this is the easiest option. If you do not have the facility to file online, you can order a paper copy of the annual return from our Contact Centre on 0303 1234 500.

Please note: Currently, a small proportion of companies on the register are unable to use our WebFiling Service. For more information please visit our website.

If you file the annual return late or not at all, the company and its director(s) and secretary can be prosecuted.

Change of accounting reference date - Form 225

Every company has an accounting reference date, which is the date by reference to which the company's financial year is determined. It must prepare accounts for each financial year. You can change the accounting reference date by using a change of accounting reference date form (Form 225). For more information, see our guidance on 'Accounts and Accounting Reference Dates'.

Change of registered office - Form 287

All companies must have a registered office: it is the 'home' of the company to which all official documents, notices and court papers have to be sent. The address must be a physical location, not just a post office box. This is because people have the right to visit your office to inspect certain registers and documents, and to deliver documents by hand.

You can change your registered office address by sending a completed Form 287 to Companies House. The change only becomes legally effective when we have registered the form. A person may validly serve any document on the company at the previously registered address for 14 days after the registration of the form.

Change of directors and secretary and their details - Forms 288a, 288b or 288c

You must notify any change of a company's directors or secretaries to Companies House.

- Form 288(a) is for the appointment of an officer;
- Form 288(b) is for the termination of an officer's appointment (resignation, removal, death etc.); and
- Form 288(c) is for a change in details of an officer, for example, a change of name or new residential address.

You must submit all changes to directors' and secretaries' details within 14 days of the change. You can notify Companies House of any of the above changes online via WebFiling or by using a suitable Software Filing package.

Proof is the Registrar's PROOF (Protected On-line Filing) Scheme. It provides additional security relating to the delivery of directors' details and registered office address for documents delivered electronically:

Company directors hold an important position in a company. They have power to make purchases and enter into credit arrangements on behalf of the company. Similarly, the

registered office address is important because it is the address to which all official communications will be sent.

Records held at Companies House are sometimes used to check the legitimacy of a company and its directors before credit or loans are made. Therefore, it is important that the records are correct. **Companies are vulnerable to fraud if the wrong people get themselves on record as company directors or a bogus registered office address is filed.**

In order to combat fraudsters posing as legitimate directors, Companies House offers companies a free, fully electronic and secure system for notifying changes of directors and changes to the registered office address. If you opt to only notify these electronically, they will be protected by electronic codes and we will not accept notices from your company delivered in any other format.
You will need to complete an 'Opt-in' form (PR1) and agree to the terms and conditions so that any change of directors or change of registered office address are **only** accepted by Companies House if they are delivered by the secure electronic method and never on a paper form. The 'Opt-in'; form and terms and conditions are available from our web site or by calling 0303 123 4500. The completed form must be posted back to Companies House. This service is voluntary; you may opt-out at any time and Companies House will revert to accepting notices from your company delivered electronically or on paper forms.
From mid-2009 it is planned this paper-based process will be replaced by an electronic system, so that once you have agreed to the terms and conditions of the scheme you can sign up or opt out electronically of Proof within the appropriate web pages of the WebFiling service.