

## **Appendix 3: The Constitution of Mensa**

THE CONSTITUTION OF MENSA [International Constitution of Mensa adopted April 1982. Includes Amendments adopted 1982, 1985, 2005, 2009, 2013]

### **I. THE NATURE OF MENSA**

- A. Mensa is an international federated society composed of national Mensas and Direct International Members. Mensa's purposes are:
  - 1. to identify and foster human intelligence for the benefit of humanity;
  - 2. to encourage research into the nature, characteristics, and uses of intelligence; and
  - 3. to provide a stimulating intellectual and social environment for its members.
- B. Mensa provides a forum for intellectual exchange among members. Its activities include the exchange of ideas by lectures, discussions, journals, special-interest groups, and local, regional, national, and international gatherings; the investigations of members' opinions and attitudes; and assistance to researchers inside and outside Mensa in projects dealing with intelligence or Mensa.

### **II. THE POLICY OF MENSA**

- A. Intelligence should be used for the benefit of humanity. Therefore, Mensa shall have no aim which is to the disadvantage of the community.
- B. Mensa encompasses members representing many points of view. Consequently, Mensa as an organization shall not express an opinion as being that of Mensa, take any political action other than the publication of the results of its investigations, or have any ideological, philosophical, political, or religious affiliations.
- C. Members or groups of members may express opinions as members of Mensa, provided their opinions or actions are not expressed as being those of Mensa as an organization.
- D. Mensa is a not-for-profit society.

### **III. INDIVIDUAL MEMBERSHIP**

#### **A. ELIGIBILITY**

Persons who have attained a score within the upper two percent of the general population on an intelligence test that has been approved by the International Supervisory Psychologist and that has been properly administered and supervised shall be eligible for membership. There shall be no other qualification or disqualification for initial membership eligibility.

#### **B. PLACE OF MEMBERSHIP**

- 1. Persons eligible for membership shall be offered membership in the national Mensa of the country where they reside or of which they are a citizen or subject, or as Direct International Members if there

is no national Mensa where they reside. Members must provide proof of residency or citizenship upon request by Mensa or a national Mensa.

2. Upon request to and approval by the International Board of Directors, members and persons eligible for membership who do not wish membership assigned by residence or citizenship may be offered membership of another national Mensa or as Direct International Members
3. No member shall at the same time be a Direct International Member and a member of a Full or Provisional National Mensa nor shall any member at the same time hold membership in more than one Full or Provisional National Mensa except as provided herein.
4. A Full National Mensa may choose to have a class of membership known as Guest Membership. Guest Members are members of other Full National Mensas or Direct International Members. Guest Members are entitled to all rights and privileges of full national membership except voting and counting toward representation on the Board. Full National Mensas may charge different level of dues for Guest Members than for their own members.

#### C. CONDITIONS OF MEMBERSHIP

1. As conditions of membership, members must:
  - a. abide by the Constitution of Mensa to the extent permitted by law;
  - b. abide by the resolutions of Mensa to the extent permitted by law;
  - c. abide by the national constitution and the resolutions of any national Mensa of which they are members, to the extent permitted by law;
  - d. pay the dues as set or modified from time to time by their national Mensa Committee, or by the International Board of Directors if they are Direct International Members; and
  - e. permit their names and addresses to be published in Mensa listings of national or Direct International Members, as authorized by a national Mensa Committee or the Board.
2. A member's failure to pay dues as provided in 1.d. shall, without further notice, constitute resignation of membership. Failure to comply with 1a, 1b, 1c or 1e may be considered an act inimical to Mensa.

#### D. DISPUTES WITHIN MENSA

Members having a dispute with Mensa, with any national Mensa or subdivision thereof, or with another member arising out of Mensa-related activities shall exhaust all avenues of settlement and redress within their national Mensa and the International Organization Mensa

before taking the dispute to external authorities. Failure to do so may be considered an act inimical to Mensa.

#### E. DISCIPLINARY ACTION

1. Sanctions may be imposed by a national Mensa on any of its members who commits an act inimical to Mensa, provided that a fair and impartial hearing has been made available. Such sanctions may include censure, suspension or removal from office for a specified time, suspension of membership for a specified time, or expulsion from membership.
2. In the event that a national Mensa expels a member and the International Board of Directors receives substantial evidence that the member was denied a fair hearing prior to the expulsion, the Board may offer that member direct international membership.
3. Sanctions may be imposed by the International Board of Directors on any Direct International Member who commits an act inimical to Mensa, provided that a fair and impartial hearing has been made available.

#### F. MEMBER IN GOOD STANDING

A "member in good standing" shall be a person who has accepted an offer of membership, has paid all dues owed, and is not currently subject to any sanction imposed by a national Mensa or by the International Board of Directors.

### IV. INTERNATIONAL BOARD OF DIRECTORS

#### A. COMPOSITION OF THE BOARD

There shall be an International Board of Directors (the "Board") composed of the National Representatives of certain national Mensas, as provided in Article V, and the International Elected Officers.

#### B. FUNCTION AND DUTIES

1. The Board shall be responsible for the management and development of Mensa in those areas of the world where there is no recognized national Mensa.
2. The Board shall formulate general Mensa policy; rule on matters on which this Constitution is silent; provide assistance to national Mensas if requested to do so, or if the Board deems it necessary; establish criteria for the recognition of national Mensas; prepare international publications and handbooks; authorize international Mensa gatherings; conduct and encourage research in accordance with Mensa's aims; maintain international offices and records, and manage Mensa's other international affairs.
3. The members of the Board are accountable to the membership for the conduct of Mensa's international affairs. The officers shall issue, at least annually, a report to the membership on the conduct of their respective offices.

4. The Board shall meet at least once a year and shall adopt its own standing orders.

C. INTERNATIONAL ELECTED OFFICERS

1. The International Elected Officers shall be the International Chairman, the International Director-Administration, the International Director-Development, the International Director-Smaller National Mensas, and the International Treasurer. Any member in good standing shall be eligible to serve as an International Elected Officer provided that the International Director-Smaller National Mensas meets the additional eligibility requirements in Article X.
2. The International Chairman shall act as Chief Officer of Mensa, preside at meetings of the Board, and administer international Mensa affairs in accordance with this Constitution.
3. The International Director-Administration shall have overall responsibility for Mensa's international office; international publications; responses to membership requests and inquiries; procurement of national membership lists; maintenance of international membership lists; distribution of agendas and minutes of Board meetings; and such other duties as may be assigned. The International Director-Administration shall also act as International Secretary.
4. The International Director-Development shall have overall responsibility for direct international membership; membership development in countries which do not yet have recognized national Mensas; membership development assistance to national Mensas upon their request; international public relations; international special-interest groups; and such other duties as may be assigned.
5. The International Treasurer shall act as Chief Financial Officer of Mensa; cause proper financial records to be made and kept; have responsibility for the preparation and submission to the Board of a detailed annual budget; and perform such other duties as may be assigned.
6. The International Director-Smaller National Mensas shall advocate the interests of the smaller Full National Mensas.
7. The International Elected Officers shall not, while holding such office, hold any other elected international office or serve as Chair of any national Mensa.
8. The Board may further define the duties of the International Elected Officers.
9. The International Elected Officers, plus the Chair of each national Mensa that is entitled to four or more votes, shall comprise the Executive Committee of the Board. The Executive Committee reports to the Board, and is primarily responsible for the conduct of Mensa's business between meetings of the Board. Actions of the Executive Committee are subject to review by the Board.

10. No International Elected Officer shall serve in the same elected office for more than two consecutive terms.

D. MEMBERSHIP AND VOTING

1. Each International Elected Officer shall have one vote.
2. Each national representative shall have the number of votes provided in Article V.
3. The "full Board vote" shall mean the maximum number of votes which could be cast if all officers and national representatives were present and voting.
4. The quorum requirement for the Board is a majority of the full Board vote as defined in section D3 of this Article.
5. Once the quorum requirement for the Board is satisfied, a majority of those voting shall be required to pass any motion or approve any action unless otherwise specified in the Constitution.
6. National representatives who are unable to be present at a meeting of the Board or of a committee or sub-committee of the Board may appoint another member of the Board, other than an International Elected Officer, or a member of their respective national Mensa, as their proxy.
7. Each member of the Board must be a member in good standing. Failure to maintain such status shall constitute resignation from office.
8. In the event of the death, resignation, or removal of an International Elected Officer, the vacancy shall be filled by the Board.
9. All members of the Board shall be members of the British limited company Mensa International Limited.

V. NATIONAL MENSA REPRESENTATION ON THE INTERNATIONAL BOARD OF DIRECTORS

A. MEMBERSHIP REQUIRED FOR REPRESENTATION

A Full National Mensa shall be entitled to representation on the Board when it has at least 250 members in good standing.

B. NUMBER OF VOTES

1. Each Full National Mensa that has 250 to 499 members and has fewer than 75 members per million of population shall have zero votes. Each Full National Mensa that has 250-499 members in good standing and at least 75 members in good standing per million of population shall have one vote. Each Full National Mensa that has 500-999 members shall have one vote. Each Full National Mensa that has 1,000 to 4,999 members shall have two votes. Each Full National Mensa that has 5,000 or more members shall have three votes plus one additional vote for each additional 5,000 members.
2. Notwithstanding the provisions of the preceding paragraph, no national Mensa shall exercise more than 40 percent of the full Board vote. If the result of the calculation of the 40 percent limit includes a fraction, the national Mensa involved shall have the next higher

whole number of votes if the fraction is one-half or more or the next lower whole number of votes if the fraction is less than one-half.

3. The calculation of the number of votes to which a national Mensa is entitled shall be based upon its most recent payment to the international treasury of its assessed contribution to the international budget.

#### C. DESIGNATION OF NATIONAL REPRESENTATIVES

1. The Chair of each national Mensa that is entitled to representation on the Board shall also serve as a National Representative of that national Mensa.
2. No National Representative may cast more than three votes. Therefore, each national Mensa entitled to cast more than three votes shall designate sufficient additional National Representatives to comply with the foregoing limitation.
3. No paid staff member of a national Mensa may represent any national Mensa on the Board as a National Representative or as the proxy of a National Representative.

#### D. FORFEITURE OF RIGHT TO VOTE

A national Mensa shall forfeit its right to vote whenever and for so long as it is more than four months in arrears in paying its assessed contribution to the international budget.

### VI. MENSA INTERNATIONAL LIMITED

The corporate affiliate of Mensa is the company registered in the United Kingdom known as Mensa International Limited, a not-for-profit organization. Mensa International Limited is subject to the associated laws and business provisions as published by Companies House, London, UK and the laws of England and Wales.

### VII. NON-VOTING POSITIONS

#### A. OMBUDSMAN

1. There shall be an International Ombudsman to attempt to resolve disputes at the international level between Direct International Members; between Direct International Members and Mensa; between Direct International Members and a national Mensa; between national Mensas; between a Board member and Mensa; between a member of a national Mensa and a member of another national Mensa; between a member of a national Mensa and Mensa (including disputes in respect of international elections), where all other means of settlement have been exhausted; between a member of a national Mensa and a Direct International Member; between a member and a different national Mensa; and within national Mensas where no Ombudsman exists.
2. The International Ombudsman shall be appointed by a two-thirds majority of the full Board vote and shall serve for a term of three years, or until the appointment of a successor.
3. The International Ombudsman shall receive the complete cooperation of all members of Mensa. Failure to cooperate with the

Ombudsman may result in sanctions from a national Mensa or from the Board.

4. The International Ombudsman's findings shall be published as specified by him or her.

B. SUPERVISORY PSYCHOLOGIST

1. The Board shall appoint an International Supervisory Psychologist who shall be responsible for insuring that selection standards are maintained throughout Mensa and who shall act as consultant to international Mensa and the national Mensas with regard to testing.
2. The International Supervisory Psychologist shall serve for a term of three years, or until the appointment of a successor.

C. OTHER NON-VOTING APPOINTEES AND COMMITTEES

The Board may establish committees and individual non-voting positions. Both Board members and non-Board members may be appointed to these committees and positions.

VIII. REMOVAL FROM INTERNATIONAL OFFICE

A. OFFICERS AND INTERNATIONAL SUPERVISORY PSYCHOLOGIST

1. International Elected Officers and the International Supervisory Psychologist may be removed from office by the Board for malfeasance, misfeasance, or nonfeasance in office.
2. The resolution for removal must be specific, and must be set out in the agenda. Before a vote is taken on such a resolution, the member concerned must be given an opportunity for his or her views to be presented to the Board.

B. INTERNATIONAL OMBUDSMAN

1. The International Ombudsman may be removed from office by the Board for malfeasance, misfeasance, or nonfeasance in office.
2. The procedure for removal shall be the same as for officers, except that concurrence of a two-thirds majority of the full Board vote shall be required.

C. NON-VOTING APPOINTEES AND COMMITTEES

Non-voting appointees, other than the International Ombudsman and the International Supervisory Psychologist, may be removed from office by the Board at any time.

IX. NATIONAL MENSAS

A. FUNCTIONS AND DUTIES OF THE NATIONAL MENSA COMMITTEES

1. The national Mensa Committees shall be responsible for the management and development of their respective national Mensas.

2. The national Mensa Committees shall, in their respective countries, promote the stated purposes of Mensa, recruit and test applicants for membership, supervise their local groups, maintain national offices and records, and be responsible for finance, publications, research, public relations, and all other national Mensa affairs.
3. Without prejudice to its rights and without affecting its duties to its members, a national Mensa Committee may, with the approval of the Board, assign some of its functions to the international administrative office, or may join with one or more other national Mensas to form a group for mutual administrative or development assistance.
4. As used herein, the words "national Mensa Committee" shall mean the governing body of a national Mensa, regardless of what the governing body is called or how it is organized under a particular national Mensa's constitution.

**B. FULL NATIONAL MENSA RECOGNITION**

The Board may recognize a national Mensa as a Full National Mensa in a country where the Direct International Members:

1. have achieved a degree of activity substantial enough to warrant such recognition;
2. have created and adopted a national constitution by which they shall operate;
3. have submitted the national constitution to the Board and had such national constitution approved as meeting the Board's requirements;
4. have agreed to submit any amendments to the national constitution
5. to the Board for approval before making such amendments effective; and
6. have met any other requirements formally promulgated by the Board.

**C. PROVISIONAL NATIONAL MENSA RECOGNITION**

The Board may recognize a national Mensa on a provisional basis as a Provisional National Mensa if most, but not all, requirements for full recognition have been met.

**D. REVOCATION OF RECOGNITION**

1. A national Mensa may be derecognized, or have its status changed, by the Board after a full and fair investigation, if, in the opinion of the Board, the national Mensa has engaged in acts inimical to Mensa, has failed in a major way to perform its duties under this Constitution, or has tolerated irregularities in the testing and admission of new members.
2. A derecognized national Mensa shall cease to have the right to use the word "Mensa" in its own designation and its activities and shall cease to have any rights under this Constitution.
3. Members of a derecognized national Mensa may, at the discretion of the Board, be offered direct international membership.
4. Upon request by the Board, or by a majority of the International Elected Officers, a national Mensa must submit documentation to

the Board to show that it meets the requirements of a Full National Mensa or a Provisional National Mensa. Failure to meet the requirements, or failure to provide requested documentation, may lead to a change of the national Mensa's status.

5. No resolution to derecognize a Full National Mensa or a Provisional National Mensa, or to change the status of a Full National Mensa to that of a Provisional National Mensa, shall be effective unless it receives a two-thirds majority of the full Board vote.

## X. ELECTIONS

No person may run for more than one International Elected Officer position simultaneously.

### A. CHAIRMAN, INTERNATIONAL DIRECTORS OF ADMINISTRATION AND DEVELOPMENT, AND TREASURER

1. The named International Elected Officers may serve for a period of two years. They shall be elected by a majority of the votes received during the election period, which shall be April 15 at the latest through May 31 of the odd-numbered years. Their terms of office shall begin July 1 following their election.
2. No later than May 1 of each even-numbered year the Board shall appoint an Election Committee of at least seven members, none of whom shall be a member of the current Board or a candidate for office on the next Board, and shall designate the Committee's Chair. The Election Committee shall be responsible for the conduct of the election; prescribing the format for nominating petitions and the procedure for their submission; preparing ballots and written material in appropriate languages; and selecting professional auditors, accountants, or solicitors, or a similarly independent body, to receive, count, and certify results of the voting. With each ballot there shall be included, at a minimum, the necessary voting instruction; a brief campaign statement by each candidate; and the answers by each candidate to any question which may be propounded to all candidates, or to all candidates for a particular office, by the Board, the maximum length of each of which shall have been determined and published by the Committee.
3. The Board shall determine the election rules no later than the date the Election Committee is appointed.
4. The Committee shall cause to be published, no later than November 1 preceding the election, a notice to the members inviting nominations for the offices of International Chairman, International Director-Administration, International Director -Development, and International Treasurer and specifying that nominations must be received by the Committee no later than February 1, what format they shall follow, and where they must be sent.
5. Candidates shall be members in good standing and shall be nominated as follows:

- a. Members may nominate a candidate or a slate of candidates for any or all offices by submitting the name or names of such candidates to the Election Committee together with nominating petitions signed by at least 100 members in good standing as of January 1 prior to the election;
- b. National Mensa Committees may nominate a candidate or a slate of candidates for any or all offices by submitting the name or names of such candidates to the Election Committee.

In addition, each candidate must submit written evidence to the Election Committee to accept nominations for a specific position. The petitions and acceptances of nomination shall follow the format prescribed by the Election Committee.

6. Each national Mensa is obliged to publish the invitations to nominate and to send out the ballots in a timely manner. A national Mensa must submit a statement to the Election Committee as to whether a candidate is a member in good standing or not.
7. If there is only one valid nomination for an office, the Election Committee shall declare that candidate elected. The names of all valid nominees for contested offices shall be placed on the ballot, provided they are members in good standing at that time.
8. The ballot shall list the candidates for each office in order determined by lot by the Committee. The Committee shall designate on the ballot those candidates who are running jointly.
9. Each candidate or group of candidates on the ballot may designate a representative to observe the counting of the votes at each location where they may be counted.
10. The Election Committee shall notify the Board and all the candidates of the final tabulation of the votes no later than June 15.

#### B. INTERNATIONAL DIRECTOR-SMALLER NATIONAL MENSAS

1. The term of office shall be a period of two years, from July 1 of an odd-numbered year to June 30 two years later.
2. All National Representatives of all national Mensas that are entitled to four or more votes as of February 1 in the year of election shall comprise the Election Committee Smaller National Mensas (SNM) for this position. Members of the Election Committee SNM for this position are not eligible to nominate candidates for International Director-Smaller National Mensas, nor to vote in the election.
3. All members of the Board, other than members of the Election Committee SNM and International Elected Officers, are eligible to nominate candidates. Nominations must be received no later than February 1. Only members of a Full National Mensa with three or fewer votes as of February 1 in the year of election are eligible for this position.

4. If there is only one valid nomination, the Election Committee SNM shall declare that candidate elected. If there is more than one valid nomination, the Election Committee SNM shall prepare a ballot containing the names of all candidates in random order no later than March 1. Each candidate may submit a biographical statement, a campaign statement, and answers to any questions asked of all candidates by the Board for inclusion on the ballot, the maximum length of each of which shall have been determined and published by the Election Committee SNM.
5. All members of the Board, other than members of the Election Committee SNM and International Elected Officers, are eligible to vote.
6. Voting shall occur by May 31.

## XI. FINANCE

### A. AUTHORITY TO LEVY ASSESSMENTS

The Board may finance all or any part of the operations of Mensa and Mensa International Limited by levies on the national Mensas, provided:

1. the assessments are no more frequent than annual;
2. the assessments are based upon a budget approved by the Board and substantially in balance as regards revenues and expenses;
3. the assessments, whether a per-member amount or a percentage of dues, are applied uniformly to all national Mensas.

### B. RESTRICTION ON INCREASING ASSESSMENT

Notwithstanding the provisions of Paragraph XI.A, the rate of assessment shall not be increased unless the motion for such increase receives the affirmative votes of national representatives of national Mensas whose combined memberships constitute at least 51 percent of the worldwide membership of Mensa.

### C. LIMITATIONS ON LIABILITY

1. Mensa and Mensa International Limited shall be exclusively liable for their respective obligations. No national Mensa and no Direct International Member shall have any liability to Mensa and Mensa International Limited above the amount of any unpaid assessment or dues, except as modified by contract.
2. The obligations of the national Mensas are exclusively theirs and not those of Mensa or Mensa International Limited or any other national Mensa.

### D. LIMITATIONS ON PAYMENTS

Members of the Board, and of the national Mensa Committees, shall not be paid by Mensa except for reimbursement of reasonable expenses incurred on Mensa business.

## XII. MISCELLANEOUS

### A. GOVERNING LAW

This Constitution shall be construed according to the laws of the State of New York, in the United States of America.

### B. SEVERABILITY OF PROVISIONS

A determination that a provision of this Constitution is invalid or unenforceable under the laws of a specific country shall not affect the validity or enforceability of the remaining provisions, nor shall it affect the validity or enforceability of this Constitution in any other countries.

### C. VOTING REQUIREMENT

All elections and referenda conducted by international Mensa or by national Mensas in which all members are eligible to vote shall be by postal ballot or another method that allows participation by all members regardless of their physical location. For these elections and referenda, at no stage of the process shall voting be limited to those persons physically present at a meeting. .

### D. CONDUCT OF REFERENDA

In all elections and referenda conducted by or within Mensa and by or within national Mensas:

1. proponents and opponents shall be given reasonable opportunity to state their positions, and
2. no recommendations on how to vote shall appear on the ballot.

## XIII. AMENDMENTS

A. This Constitution may be amended only as a result of a ballot among all individual members of Full and Provisional National Mensa and Direct International Members, provided that, of the members from whom completed ballots are received:

1. more than one-half vote in favour of the amendment and the amendment is favoured by the voters in at least one-third of the national Mensas, or
2. more than two-thirds vote in favour of the amendment.

B. Any proposal for an amendment which is recommended by the Board, or by a national Mensa Committee or a number of national Mensa Committees representing 20 percent of the worldwide membership of Mensa, shall be submitted to a ballot among all members of Mensa.

C. The Board shall promptly provide for the distribution, receipt, and counting of the ballots.

