



# The Constitution of University Women of Europe (UWE)/ Groupe Européen des Femme Diplômées des Universités (GEFDU)

Graz, 26 August 2017

## **Preamble**

1. For the purposes of these Articles, Europe/ European refers to groups located in nations which are members of the Council of Europe and/or of the European Union.
2. For the purposes of these Articles, the term 'National Federations and Associations', hereinafter NFAs, shall mean a group which is a member of the Graduate Women International, hereinafter GWI, as a National Federation or Association whether or not this group represents a whole nation or only part of a nation and/or a NFA which supports the mission of GWI and UWE/GEFDU and consists of Graduate Women located in Europe.
3. For the purposes of these Articles the term 'member' shall mean an individual member of a NFA unless described as an independent member in which case the individual must meet the requirements outlined in Article 4.

## **Chapter I Name; Purpose and Affiliation; Seat**

### Article 1.

1 The name of the organisation shall be University Women of Europe/Groupe Européen des Femme Diplômeés des Universités, hereinafter referred to as UWE /GEFDU.

2 UWE/GEFDU is a non-profit making, international organisation, created in 1981 as a regional group of the International Federation of University Women (now GWI).

### Article 2.

1. The purpose of UWE/GEFDU shall be:

- (a) to promote action consistent with the purpose of GWI by encouraging cooperation between its members in Europe at various levels and to enable them to collaborate with European International Organisations as well as to promote in Europe the programme of GWI,
- (b) to participate in the progressive development of European Civil Society, by working to achieve the programmes of the Council of Europe and the European Women's Lobby and other European governmental and non-governmental organisations as is deemed appropriate by the aims and programmes of UWE,
- (c) To promote lifelong education, especially for women and girls.

2. UWE/GEFDU is a regional group of GWI, has participative INGO status with the Council of Europe and is a member of the European Women's Lobby.

### Article 3.

The seat of UWE shall be in Amsterdam. The location of the Head Office shall be determined by the President.

### Article 4.

1. Any European NFA affiliated to GWI or supporting the mission of UWE/GEFDU shall be admitted as a member of UWE/GEFDU upon application.

2. A woman, resident in a country meeting at least one of the criteria described in the Preamble, may become an individual member of UWE/GEFDU upon application.

#### Article 5

1. NFA membership is lost:

- a. by withdrawal, or
- b. if the NFA is dissolved for any reason, or
- c. if the NFA has allowed arrears in payment of annual dues to accumulate over a period of three years, or
- d. if a resolution to terminate membership of the NFA is submitted by and supported by at least two members NFAs or the Board, put to the Assembly and approved by at least two-thirds majority of those eligible to vote and voting.

2. Individual membership is lost:

- a. if the individual member ceases to meet the requirements of Article 4.2, or
- b. by withdrawal, or
- c. by non-payment of dues for one year, or
- d. by death, or
- e. if a resolution to exclude the member, on the grounds of actions contrary to UWE/GEFDU's aims, is submitted by and supported by at least two member NFAs or the Board, put to the Assembly and approved by a two-thirds majority of those eligible to vote and voting.

#### Chapter III Article 6

##### **The General Meeting**

1. Delegates of member NFAs constitute the Assembly.
2. Each member NFA may designate voting delegates and/or alternates in accordance with the voting strength specified in the Internal Policy & Regulations.
3. Delegates shall only have the right to vote provided their NFA has paid its membership dues in full.
4. Only an NFA which is a member of GWI shall vote on matters concerning GWI and/or matters relating to UWE/GEFDU's relationship with GWI.
5. The Board shall draw up a list of voting delegates.

#### Article 7

1. The Assembly shall have the power to take all decisions necessary for activities of UWE/GEFDU.
2. The Assembly shall mandate the Board to implement the decisions taken at the General Meeting of the Assembly.

#### Article 8

1. The Assembly shall meet at least once per calendar year (The General Meeting).
2. The President shall call the Assembly.
3. The President shall call an Extraordinary General Meeting of the Assembly at the request of a majority of the Board or of one fifth of the fully paid up NFAs in accordance with the Internal Policy and Regulations.

#### Article 9

1. The quorum required at the General Meeting of the Assembly shall be representation by delegates from half plus one of the fully paid up NFAs.
2. Whenever the quorum is not reached, subjects may be debated but decisions must be deferred to the next General Meeting.

#### Article 10

1. Except where otherwise provided in the Constitution or By-laws, decisions of the General Meeting of the Assembly shall be taken by a simple majority of the delegates entitled to vote and voting.
2. If there is a tied vote the proposal shall be deemed to be rejected.
3. Voting involving the election of individuals shall be by secret ballot or by electronic voting as provided for in Article 23.6.
4. Except where otherwise provided for in the Constitution or By-laws postal voting is not allowed.
5. Except where otherwise provided for in the Constitution or By-laws a proxy vote is allowed for those fully paid up NFAs which are unable to be represented at the General Meeting of the Assembly.

#### Article 11

1. Except where otherwise provided in the Constitution or By-laws, no decisions can be taken on items not included in the agenda of the meeting unless, in cases of emergency; such items are added at the meeting with the consent of a two-thirds majority of members entitled to vote.

### **Chapter IV The Board**

#### Article 12

1. UWE/GEFDU shall have a Board consisting of five persons.
2. The Board shall consist of members of at least three national federations or associations (NFAs), at least two of which must be two fully paid up members of GWI.
3. No more than two members shall be a member of the same national federation or association (NFA).
4. The Board shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer.

#### Article 13

1. The Board shall be elected by the Assembly.
2. All members of the Board shall serve for a term of three years, renewable once. The term starts at the closure of the General Meeting
3. The members of the Board can be removed from office by decision of the Assembly taken by a majority of two-thirds of the delegates entitled to vote and voting.

#### Article 14

1. The president shall call the Board.
2. The quorum shall be a majority of the members of the Board representing at least two different NFAs.
3. Decisions shall be taken by a simple majority.
4. In the case of a tied vote the President does not have a deciding vote but the Board should develop a consensus view on the matter which is acceptable by a majority of the Board.

#### Article 15

1. The Board shall administer UWE/GEFDU and shall have all powers necessary to do this apart from those powers given explicitly to the Assembly.
2. The Board shall be responsible for carrying out the decisions of the Assembly.

#### Article 16

1. The Board is empowered to act on behalf of UWE/GEFDU.
2. Two members of the Board shall sign all official documents emanating from UWE/GEFDU.

#### Article 17

Only the Assembly can take the decision whether to take or defend any legal action. In an emergency an Extraordinary General Meeting of the Assembly shall be called.

#### Article 18

The Assembly will be represented in legal actions both as plaintiff and as defendant by the president and one member of the Board designated to that effect by the Assembly, who do not, by such representation, accept any personal liability in relation to any such actions.

#### Chapter V Finance

##### Article 19

1. The financial resources and contributions of UWE/GEFDU shall consist of:
2. Membership dues to be paid in Euros,
3. Dues should be paid in full by 30<sup>th</sup> April of each year or two months (60 days) before the General Meeting of the Assembly whichever is the earlier..
4. Private or public subsidies, donations and any other resources not prohibited by current legislation and rules in force. The financial year shall run from 1 January to 31 December inclusive.

##### Article 20

1. Members shall pay annual dues at a rate to be determined by the Assembly each year.
2. Any member losing membership for any reason shall not be entitled to rebate on any dues paid or claim on the funds of UWE/GEFDU.

##### Article 21

1. The Board shall submit to the Assembly an annual financial statement for the previous year and a budget for the coming year.
2. The financial statement and budget must be sent to the members at least two months before the Assembly.

#### Chapter VI Liability; Responsibility of members

##### Article 22

1. UWE/GEFDU alone is responsible for the debts legally incurred in its name, which shall be guaranteed by its funds.
2. Individual members, the NFAs, the Board, committees and staff shall not be liable for contracts, debts, or any other obligations howsoever incurred by UWE/GEFDU.

#### **Chapter VII Modification of the Constitution Article 23**

1. The power to amend the Constitution shall be vested in the Assembly.
2. Proposals for amendments to the Constitution shall be submitted by the Board or shall be proposed by an NFA and seconded either by the Board or by another NFA.
3. The Board shall notify the members of such proposed amendments at least 60 days in advance of the date of the General Meeting of the Assembly.
4. Decisions on amendments require a two- thirds majority of the votes cast, including proxy votes.

5. If the quorum for the General Meeting is not reached, a new meeting shall be called in accordance with section 3 of this Article; in this case no quorum is required, but there must be a two thirds majority of the votes cast.
6. Electronic voting may be used if the resolution has been discussed in a AGM before.

## Chapter VII Dissolution

### Article 24

1. Any notice of proposed dissolution of UWE/GEFDU must reach the members at least six months before the General Meeting.
2. A vote to dissolve UWE/GEFDU can be passed only:
  - (a) by a General Meeting at which at least one third of the NFAs are represented,
  - (b) if three fourths of the delegates entitled to vote and present vote in favour of dissolution,
  - (c) if the vote to dissolve UWE/GEFDU is later ratified by two thirds of the NFAs.
3. Immediately after the General Meeting, NFAs shall be notified in writing of the decision to dissolve.
4. Unless more than one third of the NFAs formally oppose the decision within six months after notification, the vote to dissolve shall be confirmed.
5. UWE/GEFDU will be considered lawfully dissolved in case of bankruptcy or when its governing bodies can no longer be constituted in accordance with this Constitution.

### Article 25

1. In case of dissolution, the Assembly which votes to dissolve shall appoint one or more liquidators, charged with overseeing the liquidation process in accordance with the internal policy and regulations.
2. Any remaining assets shall pass to an institution/body with formal charitable status for the purposes consistent with the promotion of lifelong education, especially for women and girls

## Chapter IX General Provisions

### Article 26

1. The Constitution shall be supplemented by By-Laws to be adopted by the Assembly.
2. Anything not covered by the Constitution and its By-Laws shall be settled in the first place in accordance with the constitutional provision and By-Laws of GWI and, failing that, in accordance with the legislation in force in the place where the legal seat is located.
3. A copy of any modifications to the constitution or by laws will be sent to all NFAs and published on the UWE website

As adopted by the Assembly of UWE on the 26 August 2017