

**University Women of Europe****Groupe Européen des Femmes****UWE****des Universités****GEFDU****Proposed Amendments  
to the UWE Constitution****General Remarks:****“General Meeting” replaces “Assembly”****“Board” replaces “Executive”**

July 2008

Proposal Title	Amended Text	Original Text
	<b>CHAPTER I NAME, PURPOSE, SEAT, LANGUAGE</b>	Chapter 1. Name, seat, purpose, language
	<u>Article 1</u>  The name of the organisation shall be University Women of Europe/Groupe Européen des Femmes Diplômées des Universités, hereinafter referred to as UWE (or GEFDU in French), a non-profit making, international organisation, created in 1981. The association currently has participative NGO status with the Council of Europe.	<u>Article 1</u>  The University Women of Europe/ Groupe Européen des Femmes Diplômées des Universités (UWE/GEFDU) was formed according to Swiss law as a non-profitmaking, international organisation
	<u>Article 2 (was Article 3)</u>  The purpose of UWE/GEFDU shall be a. to promote action consistent with the purpose of the International Federation of University Women (IFUW) by encouraging cooperation between its European members at various levels and to enable them to collaborate with European International Organisations as well as to promote in Europe the programme of IFUW  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 all other European governmental and non-governmental organisations dealing with European	<u>Article 2</u>  The constitutional seat shall be in Switzerland. The Assembly has the power to determine the locality of the seat and to decide to transfere it. The headquarters shall be at the place of residence of the President.

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	<p>problems, particularly those affecting women.</p> <p>c. To promote lifelong education especially for women and girls;</p> <p>To achieve these aims, UWE/GEFDU shall:</p> <ul style="list-style-type: none"> <li>• provide an interdisciplinary approach to issues;</li> <li>• enable graduate women to use their expertise to effect change at all levels;</li> <li>• represent and advocate the views of graduate women in international fora;</li> <li>• promote cooperation, networking, support and understanding among graduate women</li> </ul>	
	<p><u>Article 3 (was Article 2)</u></p> <p>1. The seat of UWE/GEFDU shall be that of IFUW, currently in Geneva, Switzerland.</p> <p>2. Should the seat of IFUW be moved outside Europe, the General Meeting of UWE/GEFDU would decide on a new seat.</p> <p>3. The General Meeting has the power to determine the locality of the seat and to decide to transfer it.</p> <p>4. The Head Office shall be at the place of residence of the President.</p>	<p><u>Article 3</u></p> <p>The purpose of UWE/GEFDU shall be:</p> <ol style="list-style-type: none"> <li>a. to promote action consistent with the aims of the International Federation of University Women (IFUW) by cooperation with its European affiliates at various levels and to enable them to collaborate with European International Organisations as well as to promote in Europe the programme of IFUW.</li> <li>b. To participate in the progressive development of European society, by working to achieve the programmes of the Council of Europe and all other European governmental and non-governmental organisations dealing with European problems, particularly those affecting women.</li> </ol>
	<p><u>Article 4</u></p> <p>Moves to the new document Internal Policies &amp; Regulations.</p>	<p><u>Article 4</u></p> <p>The official languages shall be English and French.</p>

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	<b>CHAPTER II MEMBERSHIP</b>	Chapter II. Membership
	<p><u>Article 4. Legal entities as members (was Article 5)</u></p> <p>1. Any European federation or association affiliated to IFUW being incorporated under its national law shall be admitted as a member of UWE/GEFDU upon application.</p> <p>2. Any European federation or association affiliated to IFUW and not being incorporated under its national law but in the process of becoming so can appoint an individual from among its members to be admitted as an observer of UWE/GEFDU upon application. This observer does not have the right to vote.</p>	<p><u>Article 5</u></p> <p>Any European affiliate of the IFUW, being incorporated under its national law, shall be admitted as a member of UWE/GEFDU upon application.</p> <p>Any European affiliate of IFUW not being incorporated shall appoint an individual from among its members to be admitted as a member of UWE/GEFDU upon application.</p>
	<p><u>Article 5. Loss of membership (was Article 6)</u></p> <p>Membership as a legal entity is lost:</p> <p>1. if the national federation or association is no longer affiliated to IFUW;</p> <p>2. by withdrawal;</p> <p>3. if the national federation or association is dissolved;</p> <p>4. upon non-payment of dues for three consecutive years except in case of force majeure.</p> <p>5. by confirmation by the General Meeting of a decision made by the Board to exclude a member. The conditions and procedure for such exclusion shall be set out in the By-laws.</p>	<p><u>Article 6</u></p> <p>Membership is lost</p> <ul style="list-style-type: none"> <li>- if the national federation or association is no longer affiliated to IFUW;</li> <li>- by withdrawal</li> <li>- if the national federation or association is dissolved;</li> <li>- by death if the member is an individual</li> <li>- by exclusion by the Assembly. The conditions and the procedure for such exclusion shall be set out in the By-laws.</li> </ul>
	<p><b>New Article</b></p> <p><u>Article 6 Individual Members</u></p> <p>1. An individual member must conform to the criteria of IFUW with regard to university qualification in order to become a member of UWE/GEFDU</p> <p>2. Persons can become an individual member of UWE/GEFDU if they are:</p> <ul style="list-style-type: none"> <li>a. Graduate women, being full members of national federations and associations who meet the eligibility criteria in article III of the Constitution of IFUW;</li> </ul>	

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	<p>b. other graduate women who meet the eligibility criteria in article III of the Constitution of IFUW and are admitted by the IFUW Board of Officers as independent members</p> <p>3. Individual membership shall be lost:</p> <p>a. if the individual is no longer a member of a national federation or association of IFUW or</p> <p>b. if the individual member no longer meets the eligibility criteria as mentioned in 2b.</p> <p>c. by withdrawal</p> <p>d. by non-payment of dues for one year</p> <p>e. by death</p> <p>f. by confirming by the General Meeting of a decision made by the Board to exclude a member subject to the condition and procedure set out in the By-laws.</p>	
	<p><b>CHAPTER III. THE GENERAL MEETING</b></p>	<p>Chapter III. The Assembly</p>
	<p><u>Article 7</u></p> <p>1. Members defined in article 4 constitute the General Meeting.</p> <p>2. A member as defined in article 4 has the right to vote at the meetings of the General Meeting.</p> <p>3. The voting strength of the members defined in article 4 is specified in the Internal Policy &amp; Regulations.</p> <p>4. A participating Federation/Association nominates voting delegates as its representative at the annual General Meeting .</p> <p>5. National affiliates are entitled to nominate alternates to the voting delegates for the annual General Meeting</p> <p>6. The Board of UWE/GEF DU shall draw up a list of voting members.</p>	<p><u>Article 7</u></p> <p>1. The members defined in Article 5 constitute the Assembly and have the right to vote at the meetings of the Assembly. Each member shall be allowed one vote.</p> <p>2. The participating federations/associations shall appoint one of their members as their representative in the Assembly and shall give this member authority in writing.</p>
	<p><u>Article 8</u></p> <p>1 The General Meeting shall have the power to take all decisions necessary for activities of UWE/GEF DU.</p> <p>2. The General Meeting shall mandate the Board to implement the decisions taken at the General Meeting</p>	<p><u>Article 8</u></p> <p>The Assembly shall have power to take all decisions necessary for the activities of UWE/GEF DU</p>

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	<p><u>Article 9</u>                      1 The General Meeting shall meet at least once per calendar year.</p> <p>2.The President shall summon the General Meeting.</p> <p>3. On request, sent to the seat by registered post, of at least one fifth of the members, the President, or the members of the Board, following a vote where the President has refused, shall summon an extraordinary meeting of the General Meeting.</p>	<p><u>Article 9</u>                      The Assembly shall meet at least once per calendar year.</p> <p>The President shall summon the Assembly.</p> <p>On the request, by registered post, of at least one -third of the members, the President shall summon the Assembly for an extraordinary meeting.</p>
	<p><u>Article 10 The Quorum</u></p> <p>1. The quorum required at a meeting of the General Meeting shall be half plus one of the members.</p> <p>2. Whenever the quorum is not reached, decisions shall be deferred. For these decisions, no quorum is required in the next meeting of the General Meeting.</p>	<p><u>Article 10</u></p> <p>The quorum required at a meeting of the Assembly shall be half plus one of the members.</p> <p>Whenever the quorum is not reached, decisions shall be deferred. For these deferred decisions no quorum is required in the next meeting of the Assembly.</p>
	<p><u>Article 11 Voting</u></p> <p>1. Except where otherwise provided in the Constitution or By-laws decisions of the General Meeting shall be taken by a simple majority of the delegates entitled to vote and voting.</p> <p>2. If there is a tied vote the proposal shall be deemed to be rejected.</p> <p>3. Voting involving the election of individuals shall be by secret ballot.</p> <p>4. Except where otherwise provided in the Constitution or By-laws postal voting is not allowed.</p> <p>5. Except where otherwise provided in the Constitution or By-laws a proxy vote is allowed for those members that cannot be present.</p>	<p><u>Article 11</u></p> <p>1. Except where otherwise provided in the Constitution or By-laws, decisions of the Assembly shall be taken by a simple majority of the delegates entitled to vote and voting.</p> <p>2. If there is a tied vote the proposal shall be deemed to be rejected.</p> <p>3. Voting involving the election of individuals shall be by secret ballot.</p> <p>4. Except where otherwise provided in the Constitution or By-laws postal voting is not allowed.</p>
	<p><u>Article 12</u></p> <p>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.</p>	<p><u>Article 12</u></p> <p>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.</p>

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	<p><b>CHAPTER IV THE BOARD</b></p>	<p>Chapter IV. The Executive.</p>
	<p><u>Article 13</u></p> <p>1. UWE/GEFDU shall have a Board consisting of at least three persons and a maximum of five persons.</p> <p>2. The Board shall consist of members of at least three national federations or associations.</p> <p>3. No more than two members shall be a member of the same national federation or association.</p> <p>4. The Board shall in any case consist of a President, a Secretary and a Treasurer.</p> <p>5. With mutual consent the Board shall divide the Offices of Vice-President.</p>	<p><u>Article 13</u></p> <p>UWE/GEFDU shall have an Executive consisting of three persons. No two members of the Executive shall have the same nationality. The Executive shall consist of the President, the Vice-President and the Treasurer.</p>
	<p><u>Article 14</u></p> <p>1. The Board shall be elected by the General Meeting</p> <p>2. The President serves for a term of three years, not renewable.</p> <p>3. The other members of the Board serve for a term of three years, renewable once.</p> <p>4. The members of the Board can be removed from office by decision of the General Meeting taken by a majority of two-thirds of the delegates entitled to vote and voting.</p>	<p><u>Article 14</u></p> <p>The Executive shall be elected by the Assembly and shall serve for a term of three years, renewal once.</p> <p>The members of the Executive 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.</p>
	<p><u>Article 15</u></p> <p>deleted</p>	<p><u>Article 15</u></p> <p>The president shall nominate a Secretary from her own federation/association. The Secretary shall attend the meetings of the Executive and the Assembly. She is entitled to speak but not to vote.</p>
	<p><u>Article 15 (was 16)</u></p> <p>1. The president shall summon the Board.</p> <p>2. The quorum shall be a majority of the members of the Board</p>	<p><u>Article 16</u></p> <p>1. The president shall summon the Executive.</p> <p>2. The quorum shall be a majority of the Executive members.</p> <p>3. Decisions shall be taken by a simple majority.</p>

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	<p>3. Decisions shall be taken by a simple majority.</p> <p>4. In case of a tied vote the Presidents' vote decides.</p>	<p>The Executive shall be responsible for carrying out the decisions of the Assembly and is empowered to act on behalf of UWE/GEFDU, if it takes no action involving financial commitments without prior authority of the Assembly.</p>
	<p><u>Article 16 (was 17)</u></p> <p>1. The Board shall administer UWE/GEFDU and shall have all powers necessary to do this apart from those powers given explicitly to the General Meeting.</p> <p>2. The Board shall be responsible for carrying out the decisions of the General Meeting.</p> <p>3. The Board is empowered to act on behalf of UWE/GEFDU, provided that it makes no financial commitments involving amounts greater than Euro 1.000,- without prior authority of the General Meeting</p>	<p><u>Article 17</u></p> <p>The Executive shall administer UWE/GEFDU and shall have all powers necessary to do this apart from those powers given explicitly to the Assembly.</p>
	<p><u>Article 17 (was article 18)</u></p> <p>Two members of the Board shall sign official documents emanating from UWE/GEFDU.</p>	<p><u>Article 18</u></p> <p>Official documents emanating from UWE/GEFDU shall be signed by two members of the Executive.</p>
	<p><u>Article 18( was article 19)</u></p> <p>Only the General Meeting can take the decision whether to take or defend any legal action, except in an emergency. In the latter case, the President must immediately inform the Board of any legal action being taken against UWE/GEFDU or which should be taken to defend its interests and take a decision with the Board on the best strategy to adopt.</p>	<p><u>Article 19</u></p> <p>Only the Assembly can take the decision whether to take or defend any legal action.</p>
	<p><u>Article 19 (was article 20)</u></p> <p>1. UWE/GEFDU will be represented in legal actions both as plaintiff and as defendant by the President, following agreement by the Board and one member of the Board, who shall be designated to that effect by the General Meeting.</p> <p>2. Legal actions must be conducted through the courts of the Canton of Geneva have local jurisdiction by virtue of the seat being based in Geneva.</p>	<p><u>Article 20</u></p> <p>The association will be represented in legal actions both as plaintiff and as defendant by the president and one member of the Executive designated to that effect by the Assembly. Legal actions must be conducted through the courts of the Canton of Vaud.</p>

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	<b>CHAPTER V. FINANCE</b>	
	<p><u>Article 20 (was Article 21)</u></p> <p>1. Members shall pay annual dues at a rate to be determined by the General Meeting each year.</p> <p>2. Annual dues shall be paid in Euros.</p> <p>3. In the event of withdrawal the dues for that year must be paid.</p> <p>4. The financial year shall be 1 January – 31 December inclusive</p>	<p><u>Article 21</u></p> <p>Members shall pay annual; dues at a rate to be determined by the Assembly each year.</p> <p>In the event of withdrawal the dues for that year must be paid.</p>
	<p><u>Article 22</u></p> <p>deleted</p>	<p><u>Article 22</u></p> <p>The financial year shall be 1 January – 31 December inclusive .</p>
	<p><u>Article 21 (was Article 23)</u></p> <p>The financial resources and contributions of UWE/GEFDU shall consist of:</p> <p>a. payments by the members</p> <p>b. private or public subsidies, donations and any other resources not prohibited by current legislation and rules in force.</p>	<p><u>Article 23</u></p> <p>The funds of UWE/GEFDU shall consist of:</p> <p>a. payments by the members;</p> <p>b. donations, subsidies and/or other legitimate sources. Every year, the Executive shall submit to the Assembly a financial statement for the past and a provisional budget for the coming year. In the event of loss of membership the former member shall have no claim on the funds of UWE/GEFDU.</p>
	<p><u>Article 22 (new Article)</u></p> <p>1. Every year , the Board shall submit to the General Meeting a financial statement for the past year and a provisional budget for the coming year</p> <p>2. The financial statement and the provisional budget must be sent to the members by the Internet at least one month before the General Meeting.</p> <p>3. In the event of loss of membership the former member shall have no claim on the funds of UWE/GEFDU.</p>	

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	<p><b>CHAPTER VI (NEW) RESPONSIBILITY OF MEMBERS</b></p>	
	<p><u>Article 23 (new Article)</u></p> <p>1. UWE/GEFDU alone is responsible for the debts legally incurred in its name, which shall be guaranteed by its funds.</p> <p>2. Individual members, the national federations and associations of UWE/GEFDU, its Board, committees and staff shall not be liable for contracts, debts, or other obligations incurred by UWE/GEFDU.</p>	
	<p><b><u>CHAPTER VII (was CHAPTER VI) MODIFICATION OF THE CONSTITUTION</u></b></p>	<p><u>CHAPTER VI.</u></p>
	<p><u>Article 24</u></p> <p>1. The power to amend the Constitution shall be vested in the General Meeting.</p> <p>2. Proposals for amendments to the Constitution shall be submitted by the Board or by at least one-third of the members.</p> <p>3. The Board shall inform the members at least ninety days in advance of the date of the General Meeting at which there is to be discussion of proposed amendments.</p> <p>4. Decisions on these subjects require a quorum of two-thirds of the members and a two-thirds majority of the votes cast.</p> <p>5. If the quorum for the meeting is not reached, a new meeting shall be summoned as stipulated in section 3 of this article ; in this case no quorum is required, but there must be a two thirds majority of the votes cast.</p> <p>6. Unless otherwise provided an amendment to the Constitution shall come into force at the end of the General Meeting, which approved them.</p>	<p><u>Article 24</u></p> <p>1. Proposals for amendments to the Constitution and/or dissolution of UWE/GEFDU shall be submitted by the Executive or by at least one-third of the members. The Executive shall inform the members at least ninety days in advance of the date of the meeting of the Assembly at which there is to be discussion of proposed amendments or dissolution.</p> <p>2. Decisions on these subjects require a quorum of two-thirds of the members and a two-thirds majority of the votes cast. If the quorum for the meeting is not reached, a new meeting shall be summoned as stipulated in Section 1 of this article and no quorum is required but there must be a two-third majority of the vote cast.</p> <p>3. Unless otherwise provided an amendment to the Constitution shall come into force immediately after approval by the Assembly.</p>

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	<p><b><u>CHAPTER VIII (new)</u></b>  <b><u>DISSOLUTION.</u></b></p>	
	<p><u>Article 25</u></p> <p>1. Any notice of proposed dissolution of UWE/GEFDU must reach the members at least six months before the General Meeting.</p> <p>2. A vote to dissolve UWE/GEFDU can be passed only:</p> <p>a. by a General Meeting at which at least one third of the national federations and associations are represented.</p> <p>b. if three fourths of the delegates entitled to vote and present vote in favour of dissolution;</p> <p>c. If the vote to dissolve UWE/GEFDU is later ratified by two thirds of the national federations and associations.</p> <p>3. Immediately after the General Meeting, national federations and associations shall be notified of the decision to dissolve.</p> <p>4. Unless more than one third of the national federations and associations formally oppose the decision within six months after notification, the vote to dissolve shall be confirmed.</p> <p>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.</p>	<p><u>Article 25.</u></p> <p>In the event of dissolution, the Assembly shall allocate the assets to the members defined in Article 5 for purposes similar to those of UWE/GEFDU</p>
	<p><u>Article 26 (new)</u></p> <p>1. In case of dissolution, the General Meeting, which votes to dissolve, shall appoint one or more liquidators, charged with overseeing the liquidation process.</p> <p>2. Upon its completion, they shall distribute any remaining assets to national federations and associations who have paid their current subscriptions for international fellowships for higher education for women in accordance with guidelines established by the General Meeting having voted the dissolution.</p> <p>3. Failing agreement on this point, the assets shall revert to IFUW.</p>	

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	<p><b>CHAPTER IX (new)</b>  <b>GENERAL PROVISIONS</b></p>	<p>CHAPTER VII                      By-Law, final dispositions</p>
	<p><u>Article 27</u></p> <p>1. The Constitution shall be supplemented by By-Laws to be adopted by the General Meeting on the basis of a proposal from the Board.</p> <p>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 IFUW and, failing that, in accordance with the legislation in force in the place where the seat is located.</p> <p>3. A copy of any modifications to the constitution or By-laws must be sent to IFUW</p>	<p><u>Article 26</u></p> <p>1. The Constitution shall be supplemented by By-laws.                      2. Anything not covered by the Constitution and its By-laws shall be settled in accordance with Swiss law</p>
	<p><u>Article 28</u></p> <p>This Constitution comes into force immediately after the approval by the General Meeting , September 13<sup>th</sup> 2008</p>	<p><u>Article 27</u></p> <p>This Constitution comes into force immediately after the approval by the Assembly, November 28<sup>th</sup> 1981</p>