

University Women of Europe
UWE

Groupe Européen des Femmes
des Universités
GEFDU

Proposed Amendments
to the UWE Constitution

General Remarks:

“General Meeting” replaces “Assembly”

“Board” replaces “Executive”

Proposal Title	Amended Text	Original Text
	<p>PREAMBLE</p> <p>For the purposes of these Articles, Europe and European describes groups from nations which are represented at the Council of Europe and/or the European Commission and/or have some land territory within the geographical area west of longitude 35°E, east of longitude 20°W and north of latitude 35°N.</p> <p>For the purposes of these Articles, the term ‘National Federations and Associations’, hereinafter NFAs, shall imply the members of a group recognised by IFUW as a National Federation or Association whether or not this group represents a whole nation or only part of a nation.</p> <p>1.3 Again for the purposes of these Articles the term member shall imply an individual member of a national federation or association unless described as an independent member in which case the individual must meet the requirements outlined in Article 6</p>	<p>Chapter 1. Name, seat, purpose, language</p>
	<p>CHAPTER I NAME, PURPOSE, SEAT</p>	
	<p><u>Article 1</u></p> <p>The name of the organisation shall be University Women of Europe/Groupe Européen des Femmes Diplomeés des Universités, hereinafter referred to as UWE (or GEFDU in French), a non-profit making, international organisation, created in 1981.</p> <p>The association currently has participative NGO</p>	<p><u>Article 1</u></p> <p>The University Women of Europe/ Groupe Européen des Femmes Diplomées des Universités (UWE/GEFDU) was formed according to Swiss law as a non-profitmaking, international organisation</p>

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	status with the Council of Europe.	
	<p><u>Article 2 (was Article 3)</u></p> <p>The purpose of UWE/GEFDU shall be</p> <p>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</p> <p>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 .</p> <p>c. To promote lifelong education especially for women and girls;</p>	<p><u>Article 2</u></p> <p>The constitutional seat shall be in Switzerland. The Assembly has the power to determine the locality of the seat and to decide to transfer it. The headquarters shall be at the place of residence of the President.</p>
	<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 seat of UWE/GEFDU and the place of that seat of UWE/GEFDU shall be determined by the General Meeting</p> <p>3. The place of the seat within a country shall be determined by the General Meeting.</p> <p>3. The Head Office shall be the residence of the President.</p>	<p><u>Article 3</u></p> <p>The purpose of UWE/GEFDU shall be:</p> <p>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.</p> <p>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.</p>
	<p><u>Article 4</u></p> <p>deleted</p>	<p><u>Article 4</u></p> <p>The official languages shall be English and French.</p>
	CHAPTER II MEMBERSHIP	Chapter II. Membership

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	<p><u>Article 4. Legal entities as members (was Article 5)</u></p> <p>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> <ol style="list-style-type: none"> 1. if the National Federation or Association ceases to meet the requirements for membership of IFUW; 2. by withdrawal; 3. if the NFA is dissolved for any reason 4. if the NFA has allowed arrears in payment of annual dues to accumulate over a period of three years, except in cases of circumstances beyond control. 5. if a resolution to terminate membership of the NFA is submitted by and supported by at least two member NFAs or the Board of UWE/GEFDU, is approved by at least two thirds of those eligible to vote and voting. 	<p><u>Article 6</u></p> <p>Membership is lost</p> <ul style="list-style-type: none"> - if the national federation or association is no longer affiliated to IFUW; - by withdrawal - if the national federation or association is dissolved; - by death if the member is an individual - by exclusion by the Assembly. The conditions and the procedure for such exclusion shall be set out in the By-laws.
	<p>New Article</p> <p><u>Article 6 Individual Members</u></p> <ol style="list-style-type: none"> 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 2. Women can become individual members of UWE/GEFDU if they are: <ul style="list-style-type: none"> Graduate women, being full members of national federations and associations who meet the eligibility criteria in article III of the Constitution of -members of IFUW NFAs which are not already NFA members of UWE, or women who are independent members of IFUW and in both cases are resident in countries defined by at least one of the criteria described in the preamble. 	

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	<p>2.. Individual membership shall be lost:</p> <p>a.–if the individual member no longer meets either of the eligibility criteria as mentioned in 1..</p> <p>b.. by withdrawal</p> <p>c. by non-payment of dues for one year</p> <p>d. by death</p> <p>e.if a resolution to exclude the member, on the grounds of actions contrary to UWE’s aims, is put</p> <p>to the GM by either the Board or at least two NFAs and approved by a two thirds majority of those eligible to vote and voting.</p>	
	<p>CHAPTER III. THE GENERAL MEETING</p>	<p>Chapter III. The Assembly</p>
	<p><u>Article 7</u></p> <p>1. Delegates of NFAs , defined in Article 4, constitute the General Meeting.</p> <p>2. Delegates of a member NFA as defined in Article 4 have the right to vote at the meetings of the General Meeting provided they have paid their membership dues in full.</p> <p>3. The voting strength of the NFAs defined in article 4 is specified in the Internal Policy & Regulations.</p> <p>4. A participating NFA nominates voting delegates as its representative(s) 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/GEFDU 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/GEFDU.</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/GEFDU</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>3An Extraordinary General Meeting of UWE/GEFDU shall be summoned by the President following a majority vote in support of this by the Board or by at least one fifth of the fully paid up NFAs on request to the President sent by registered post. ty 4a mt, or the members of the Board, following a vote where the President has refused, shall summon an extraordinary meeting of the General Meeting. The President and Board shall not be entitled to refuse to call an Extraordinary Meeting if the terms indicated for a request by NFAs described above are met.</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 General Meeting shall be representation by delegates from half plus one of the fully paid up NFAs.</p> <p>2. Whenever the quorum is not reached, decisions shall be deferred. For deferred decisions, a quorum is unnecessary for them to be debated and put to the vote at the next General Meeting.</p>	<p><u>Article 10</u></p> <p>The quorum required at a General Meeting shall be representation by delegates from half plus one of the fully paid up NFAs.</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>

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	<p><u>Article 11 Voting</u></p> <p><u>1. Only the delegates of NFAs which are fully paid up members of UWE shall be entitled to vote.</u></p> <p>2.1. 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. Abstentions shall be counted as a “No” vote.</p> <p>3.2. If there is a tied vote the proposal shall be deemed to be rejected.</p> <p>4.3. Voting involving the election of individuals shall be by secret ballot.</p> <p>5.4. Except where otherwise provided in the Constitution or By-laws postal voting is not allowed.</p> <p>6.5. Except where otherwise provided 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.</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>
	<p>CHAPTER IV THE BOARD</p>	<p>Chapter IV. The Executive.</p>
	<p><u>Article 13</u></p> <p>1. UWE/GEFDU shall have a Board consisting of President, two Vice-Presidents, a Secretary and a Treasurer.</p> <p>2. The Board shall consist of members from at least three national federations or associations.</p> <p>3. No more than two members shall be members of the same NFA.</p>	<p><u>Article 13</u></p> <p>1. UWE/GEFDU shall have a Board consisting of President, two Vice-Presidents, a Secretary and a Treasurer.</p> <p>2. The Board shall consist of members from at least three national federations or associations.</p> <p>3. No more than two members shall be members of the same NFA.</p>
	<p><u>Article 14</u></p> <p>1.The Board shall be elected by the General Meeting</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>

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	<p>2. The terms of office for members of the Board shall run for three years from the close of the Annual General Meeting at which they are elected until the end of the Annual General Meeting three years later notwithstanding that at times this period may not be a full three years and at other times it may slightly exceed three years.</p> <p>3. The members of the Board shall serve a term of three years, renewable once.</p> <p>4. The members of the Board can be removed from office by a resolution presented by at least two NFAs present at a General Meeting and which is approved by a majority of two-thirds of the delegates entitled to vote and voting.</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> deleted</p>	<p><u>Article 15</u> deleted</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 representing at least two different NFAs</p> <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>4. In the case of a tied vote the President does not have a deciding vote but the Board should give develop a consensus view on the matter which is acceptable by a majority 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> <p>The Executive shall be responsible for carrying out the decisions of the Assembly and is empowered to act on behalf of UWE/GEF DU, 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/GEF DU 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/GEF DU, 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/GEF DU 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/GEF DU.</p>	<p><u>Article 18</u></p> <p>Official documents emanating from UWE/GEF DU shall be signed by two members of the Executive.</p>

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	<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 therefore in an emergency, an ExtraordinaryGeneral Meeting shall be called.</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 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>
	<p>CHAPTER V. FINANCE</p>	
	<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><u>3. An NFA withdrawing from UWE/GEFDU shall not be entitled to rebate on dues paid for the year in which withdrawal takes place nor for any preceding year.</u></p> <p>4. The financial year shall run from 1 January to 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> <ul style="list-style-type: none"> a. payments by the members b. private or public subsidies, donations and any other resources not prohibited by current legislation and rules in force. 	<p><u>Article 23</u></p> <p>The funds of UWE/GEFDU shall consist of:</p> <ul style="list-style-type: none"> a. payments by the members; 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.

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	<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 a former member shall have no claim on the funds of UWE/GEFDU.</p>	
	<p>CHAPTER VI (NEW) RESPONSIBILITY OF MEMBERS</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><u>CHAPTER VII (was CHAPTER VI) MODIFICATION OF THE CONSTITUTION</u></p>	<p><u>CHAPTER VI.</u></p>

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	<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 shall be proposed by an NFA and seconded either by the Board or by another NFA. proposed by at least one third of the national federation and associations.</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, including proxy votes.</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, amendments 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/GEFUDU 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>
	<p><u>CHAPTER VIII (new)</u> <u>DISSOLUTION.</u></p>	

Proposal Title	Amended Text	Original Text
	<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>	
	<p>CHAPTER IX (new) GENERAL PROVISIONS</p>	<p>CHAPTER VII By-Law, final dispositions</p>

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	<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.</p> <p>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 5, 2009</p>	<p><u>Article 27</u></p> <p>This Constitution comes into force immediately after the approval by the Assembly, November 28th 1981</p>