



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

### Preamble

- 1 For the purposes of these Articles, Europe and European describes groups from 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 imply the members of a group recognised by the International Federation of University Women, hereinafter IFUW, as a National Federation or Association whether or not this group represents a whole nation or only part of a nation.
- 3 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 4.

<b>Chapter I</b>	<b>Name, Purpose and Affiliation, Seat</b>
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**Artikel 1.**

Sectie 1.01 The name of the organisation shall be University Women of Europe/Groupe Européen des Femmes Diplomeés des Universités, hereinafter referred to as UWE /GEFDU.

Sectie 1.02 UWE/GEFDU is a non-profit making, international organisation, created in 1981.

**Artikel 2.**

Sectie 2.01 The purpose of UWE/GEFDU shall be:

- (a) to promote action consistent with the purpose of 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 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.

Sectie 2.02 UWE/GEFDU is a regional group of IFUW, has participative NGO status with the Council of Europe and is a member of the European Women's Lobby.

**Artikel 3.**

Sectie 3.01 The legal seat of UWE/GEFDU shall be that of IFUW.

Sectie 3.02 Should the seat of IFUW be moved outside Europe, the seat of UWE/GEFDU and the place of that seat shall be determined by the Assembly

Sectie 3.03 The location of the Head Office shall be determined by the President.

**Chapter II      Membership**

**Artikel 4.**

Sectie 4.01 Any European NFA affiliated to IFUW shall be admitted as a member of UWE/GEDFDU upon application.

Sectie 4.02 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 if she is:

- (a) a member of an IFUW NFA which is not already a NFA of UWE or,
- (b) an individual member of IFUW

**Artikel 5.**

Sectie 5.01 NFA membership is lost:

- (a) if the NFA ceases to meet the requirements for membership of IFUW,
- (b) by withdrawal,
- (c) if the NFA is dissolved for any reason,
- (d) 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 or,
- (e) if a resolution to terminate membership of the NFA 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.

Sectie 5.02 Individual membership is lost:

- (a) if the individual member ceases to meet the requirements of Article 4, section 4.02,
- (b) by withdrawal,
- (c) by non-payment of dues for one year,
- (d) by death,
- (e) if a resolution to exclude the member, on the grounds of actions contrary to UWE'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      The General Meeting****Artikel 6.**

Sectie 6.01 Delegates of member NFAs constitute the Assembly.

Sectie 6.02 Each member NFA may designate voting delegates and/or alternates in accordance with the voting strength specified in the Internal Policy & Regulations.

Sectie 6.03 Delegates shall only have the right to vote provided their NFA has paid its membership dues in full.

Sectie 6.04 The Board shall draw up a list of voting delegates.

**Artikel 7.**

Sectie 7.01 The Assembly shall have the power to take all decisions necessary for activities of UWE/GEFDU.

Sectie 7.02 The Assembly shall mandate the Board to implement the decisions taken at the General Meeting of the Assembly.

**Artikel 8.**

Sectie 8.01 The Assembly shall meet at least once per calendar year (The General Meeting).

Sectie 8.02 The President shall call the Assembly.

Sectie 8.03 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.

**Artikel 9.**

Sectie 9.01 The quorum required at the General Meeting of the Assembly shall be a representation by delegates from half plus one of the fully paid up NFAs.

Sectie 9.02 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

**Artikel 10.**

Sectie 10.01 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. Abstentions shall be counted as a "No" vote.

Sectie 10.02 If there is a tied vote the proposal shall be deemed to be rejected.

Sectie 10.03 Voting involving the election of individuals shall be by secret ballot.

Sectie 10.04 Except where otherwise provided in the Constitution or By-laws postal voting is not allowed.

Sectie 10.05 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 of the Assembly.

**Artikel 11.**

Sectie 11.01 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****Artikel 12.**

Sectie 12.01 UWE/GEFDU shall have a Board consisting of five persons.

Sectie 12.02 The Board consists of members of at least three national federations or associations (NFAs).

Sectie 12.03 No more than two members shall be a member of the same national federations or associations (NFA).

Sectie 12.04 The Board shall consist of a President, two Vice-Presidents, a Secretary and a Treasurer.

**Artikel 13.**

Sectie 13.01 The Board shall be elected by the Assembly.

Sectie 13.02 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

Sectie 13.03 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.

**Artikel 14.**

Sectie 14.01 The president shall call the Board.

Sectie 14.02 The quorum shall be a majority of the members of the Board representing at least two different NFAs.

Sectie 14.03 Decisions shall be taken by a simple majority.

Sectie 14.04 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.

**Artikel 15.**

Sectie 15.01 The Board shall administer UWE/GEF DU and shall have all powers necessary to do this apart from those powers given explicitly to the Assembly.

Sectie 15.02 The Board shall be responsible for carrying out the decisions of the Assembly.

**Artikel 16.**

Sectie 16.01 The Board is acting on behalf of UWE/GEF DU.

Sectie 16.02 Two members of the Board shall sign all official documents emanating from UWE/GEF DU.

**Artikel 17.**

Sectie 17.01 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.

**Artikel 18.**

Sectie 18.01 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.

<b>Chapter V</b>	<b>Finance</b>
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**Artikel 19.**

Sectie 19.01 The financial resources and contributions of UWE/GEF DU shall consist of:

- (a) Membership dues to be paid in Euros,
- (b) Dues should be paid in full at least *four* month before the General Meeting of the Assembly,
- (c) 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.

**Artikel 20.**

Sectie 20.01 Members shall pay annual dues at a rate to be determined by the Assembly each year.

Sectie 20.02 Any member losing membership for any reason shall not be entitled to rebate on any dues paid or claim on the funds of UWE/GEF DU.

**Artikel 21.**

Sectie 21.01 The Board shall submit to the Assembly an annual financial statement for the previous year and a budget for the coming year.

Sectie 21.02 The financial statement and budget must be sent to the members at least *two* month before the Assembly.

**Chapter VI Liability; responsibility of members****Artikel 22.**

Sectie 22.01 UWE/GEFDU alone is responsible for the debts legally incurred in its name, which shall be guaranteed by its funds.

Sectie 22.02 Individual members, the NFAs, the Board, committees and staff shall not be liable for contracts, debts, or other obligations incurred by UWE/GEFDU.

**Chapter VII Modification of the Constitution****Artikel 23.**

Sectie 23.01 The power to amend the Constitution shall be vested in the Assembly.

Sectie 23.02 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.

Sectie 23.03 The Board shall notify the members of such proposed amendments at least *ninety days* in advance of the date of the General Meeting of the Assembly.

Sectie 23.04 Decisions on amendments require a two- thirds majority of the votes cast, including proxy votes.

Sectie 23.05 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.

Sectie 23.06 Unless otherwise provided, amendments to the Constitution shall come into force at the end of the General Meeting which approved them.

**Chapter VIII Dissolution****Artikel 24.**

Sectie 24.01 Any notice of proposed dissolution of UWE/GEFDU must reach the members at least six months before the General Meeting.

Sectie 24.02 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.

Sectie 24.03 Immediately after the General Meeting, NFAs shall be notified in writing of the decision to dissolve.

Sectie 24.04 Unless more than one third of the NFAs formally oppose the decision within six months after notification, the vote to dissolve shall be confirmed.

Sectie 24.05 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.

### **Artikel 25.**

Sectie 25.01 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.

Sectie 25.02 Upon its completion, they shall distribute any remaining assets to IFUW in accordance with guidelines established by the Assembly having voted the dissolution.

Sectie 25.03 Failing agreement on this point, the assets shall pass to IFUW.

<b>Chapter IX</b>	<b>General Provisions</b>
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### **Artikel 26.**

Sectie 26.01 The Constitution shall be supplemented by By-Laws to be adopted by the Assembly on the basis of an initiative from the Board. The Board takes care of the initiative of having the By-laws written.

Sectie 26.02 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 legal seat is located.

**Artikel 27.** A copy of any modifications to the constitution or By-laws must be sent to IFUW.

As accorded by the General Assembly of UWE  
September 5<sup>th</sup> 2009