

### Introduction

All national members of Graduate Women International (GWI) have undertaken a formal application process. This involved submitting their constitution to the GWI Membership Committee, in order to check that the association meets the criteria for membership of GWI. GWI uses the term “constitution” for the essential rules that govern its operation, while it uses the term “by-laws” for secondary rules.

National federations or associations (NFAs) of graduate women that would like to join GWI as a full member must have a constitution in place. This Constitution must be compatible with the aims and purposes of GWI and with the qualifications for membership. In other respects you have considerable freedom to design your Constitution to suit the particular circumstances of your Association.

A Constitution is the set of essential rules that all members of the organisation agree to abide by so that the organisation can function in an orderly manner. It is meant to enable your aims and actions, not impede them. Please note that these guidelines do not cover individual national legalities. It deals only with how to build up a Constitution that should be acceptable to GWI and useful to you. Further research will be required on any legal requirements in your country for setting up and running your organisation.

### Writing your Constitution

When beginning an association, it is important to keep your Constitution as simple and clear as possible and addressed to essentials. Because it applies to all members, it is important that all members be involved in any changes. This means that the procedures for constitutional change can be cumbersome. It is usually easier to add new clauses if need arises, than to change existing ones.

Keep your Constitution straightforward without too much detail on the **procedures** by which its intentions are to be put into action. These are better dealt with in procedural documents such as By-Laws that can be more easily adapted to changing circumstances. For instance, some of GWI’s older Associations have had to spend time amending their constitutions because they included detailed specifications for using postal services to communicate with members and found that they had to go through the full process of constitutional change when they wanted to change to email and internet communication.

You will need to research whether official local or national approval is required for your association to exist as a non-governmental organisation – for instance, to be legal, registered or incorporated or to gain tax-free status. You should explore the regulations that govern non-governmental organisations in your country before going too far with devising your Constitution, so that you do not waste time on developing clauses that you will not be able to put into practice. You may need to have a legal address for your organisation’s Office or Headquarters; it is better not to have it in your Constitution unless national regulations require you to do so, as it may change.

The following articles (in constitutional language, each numbered section that covers a particular item is called, in English, an “Article”, while its subsections are called “Clauses”) can be developed to create your constitution. You will need to consider whether there are any additional articles that your association requires. This is not an exhaustive list; it is rather the fundamental elements for a membership association.

## Article 1. Your Name

Your name will need to define your group's nationality, gender and qualifications for membership. With regard to the latter, existing associations use either "university or graduate" – either is acceptable. For example, among affiliates we have the British Federation of Graduate Women; Indian Federation of University Women's Associations; University Women's Association (Singapore); Nigeria Association of University Women; New Zealand Federation of Graduate Women.

The term Federation usually indicates that a number of already existing groups came together to form a single GWI affiliate. For a new group, association is likely to be the more suitable name. Add the abbreviated form of your chosen name in brackets on the first occasion you mention it. Do not repeat the name of the association in every subsequent Article – you may change your name later and that will involve a lot of correction to your Constitution. In most cases it is sufficient to refer to "the Association".

### Sample Article 1:

The name of the association shall be the [X] Association of [Graduate] Women [XAGW]

**OR:** The name of the association shall be the [X] Association of University Women [XAUW]

Note that the term "University Women" can be limiting as in some countries it is taken to mean "women working at a university" and hence has limited membership numbers. Many of our affiliates have changed from University Women to Graduate Women or Women Graduates to avoid such misunderstanding.

## Article 2. The Purpose or Mission of your Association

You need a statement of purpose or mission. This must be compatible with the purpose of GWI, which is to:

- Promote lifelong education for women and girls
- Promote international cooperation, friendship, peace and respect for human rights for all, irrespective of their age, race, nationality, religion, political opinion, gender and sexual orientation or other status
- Advocate for the advancement of the status of women and girls
- Encourage and enable women and girls to apply their knowledge and skills in leadership and decision-making in all forms of public and private life.

As a starter, you may decide simply to adopt some or all of that mission statement, but it is open to you to add other elements that seem particularly important in your local situation provided that these are likely to be long-term and not adequately covered by the more wide-ranging dot points above. For example, one of your purposes might be to offer scholarships, although this could be considered covered by dot point 1. Below, however, is a sample suitable for a group forming in a country where girls and women have such poor access to advanced levels of employment that you think this issue is not sufficiently covered by dot points 3 and 4. Below is an example of an Article that expands the GWI statement of purpose:

### Sample Article 2: The purpose of the Association shall be to:

- Promote lifelong education for women and girls
- Promote international cooperation, friendship, peace and respect for human rights for all, irrespective of their age, race, nationality, religion, political opinion, gender, sexual orientation or other status

- Advocate for the advancement of the status of women and girls, especially in relation to opportunities to reach senior positions in paid employment
- Encourage and enable women and girls to apply their knowledge and skills in leadership and decision-making in all forms of public and private life.

### **Article 3. Affiliation to GWI**

This should cover your affiliation to GWI. Here you are bound by GWI's requirements and a suitable wording would be as below. The "dues" of clause 2 are composed of a "capitation fee" paid per member to GWI.

1. [X] shall affiliate with Graduate Women International (GWI)
2. The annual affiliation dues to be paid shall be as determined by a formula approved by the GWI General Assembly
3. Subject to the payment by of these annual dues, each member of [X] shall be a member of GWI.

### **Article 4. Membership**

There are two essential items to be included here to meet GWI requirements:

- Your members must be holders of a higher education qualification that meets the specifications prescribed in the GWI Constitution and By-laws;
- Any such person residing in your national territory has a right to membership irrespective of ethnic group, nationality, political opinion, religion or sexual orientation or the disciplinary area in which they are a graduate.

Here are two sample constitutional clauses to cover these points:

1. Academic eligibility is the sole criterion for full membership in the Association. Membership is irrespective of ethnic group, nationality, religion, political opinion or sexual orientation or subject of degree.
2. Membership of the Association is open to any woman graduate residing in the country whose degree, diploma or equivalent qualification from a university or other institution of comparable academic standing satisfies GWI's qualification for membership. Women who have been accepted for a Master's or Doctoral programme at a recognised tertiary institution on grounds other than the holding of a prior degree are also eligible.

You may wish to provide other limited forms of membership such as student, Honorary or visiting membership as in the examples below. Such memberships should have a special title to distinguish them, as they will be ineligible to be members of GWI. For that reason, to protect the special identity of the Association a limitation needs to be placed on their numbers. The process of granting such memberships and any limitations on their participation in the Association is best dealt with in a By-law.

3. Special memberships: As provided in the By-laws, the Association may grant special membership to persons who do not meet the criteria for GWI membership but subscribe to the purpose and mission of the Association. No GWI capitation fee is due for these members. The number of such memberships granted at any time may not exceed 20% of the total membership of the Association.

## **Article 5. Rights and Obligations of Members**

Membership of an organisation involves both rights and obligations. Their description in a Constitution should be limited to essentials. Below are some suggestions for possible clauses:

### 1. Members of the Association have an obligation:

- (a) to comply with its Constitution and By-laws as established by due process
- (b) to pay annual membership dues as determined by due process.

### 2. Members of the Association have the right:

- (a) to propose, oppose, and be informed of the activities, policies and decisions of the Association
- (b) to participate, directly, by proxy or by delegation, in the decision-making of the Association as provided in Article 9.

### 3. The policies and programmes of the Association shall be binding on all members in that no member shall use the name of the Association to oppose such policies or programme. This does not abridge the right of individual members to present personal opinions under their own names.

## **Article 6. Cessation of Membership**

Constitutions normally provide for cessation of membership. If this involves deprivation of membership, then natural justice and, in many countries, the law requires a method of appeal. This is best dealt with by a clause as provided in your national legal code or by a by-law designed to meet the needs of your association.

1. A member may resign from the Association by communicating her resignation in writing.
2. The Association may strike from the membership roll a member who has failed to pay her dues for a period of one (1) financial year. A member thus struck off shall be reinstated upon payment of the outstanding dues.
3. The [insert here the name chosen for your Association's Board of Officers or Executive Committee] may strike from the membership roll a member who has brought the organisation into disrepute or hindered its functioning.
4. In the event of termination of membership, a member has the right to appeal within thirty days to [insert here name chosen for your Association's supreme governing body].
5. Termination shall take effect only after such appeal has been heard.

## **Article 7. Governing Bodies**

Every Constitution requires a governance system. In GWI, these are the supreme authority: a triennial General Assembly (previously called the Conference) and the Board of Officers who, between meetings of the General Assembly, have delegated authority to conduct the affairs of the organisation in all respects except those that constitutionally require an electronic vote to be taken by the General Assembly.

You will need to decide how the supreme authority of your association is to be constituted, its name and how often it is to meet. In the past many affiliates modelled their procedures and nomenclature

on the GWI Conference held triennially. GWI recommends following the trend towards a shorter period between major decision-making and investing the power to alter the Constitution and determine policy and dues in an annual meeting, for which the title could be General Assembly or Annual General Meeting.

Regardless of name or frequency, it is imperative that all members have the right to attend meetings of the supreme governing body and have the right to vote either directly or via a system of delegates. The latter is usually practised in federated associations or large associations with a system of branches that have a degree of autonomy.

You will also need a smaller elected body with delegated authority to administer the organisation and oversee its affairs between meetings of the membership. This could be called the Board, the Executive, the Executive Committee, or another name that is appropriate and easily understood in your national circumstances. This body is dealt with in Article 10 below.

The sample Article below offers you the opportunity to choose your preferred titles:

1. The governing bodies of the Association shall be the [insert one of General Assembly/ Annual General Meeting etc] and [Insert one of the Board of Officers/ the Executive Committee/ the Executive].

NB: For the rest of this document the terms General Assembly and Board of Officers have been used in order to make the text easy to follow, but it is acceptable to substitute equivalent terms throughout if they are more suitable for your association.

#### **Article 8. The General Assembly**

1. The General Assembly is the supreme authority of the Association and is open to all members of the Association. Its rules of procedure shall be as set out in the By-laws.
2. The General Assembly has the power to:
  - (1) set the policies of the Association in accordance with the Constitution
  - (2) accept or reject amendments to the Constitution
  - (3) elect the members of the Board of Officers according to the provisions of Articles 9, 10 and the By-laws
  - (4) approve the budget and financial accounts and balances
  - (5) approve reports of the activities of the Association
  - (6) set the membership dues
  - (8) decide upon the dissolution of the Association.
3. The General Assembly shall meet at least once each year.
4. An extraordinary session of the General Assembly may be called by the Board of Officers or at the request of 30% of the members.

6. An announcement of the General Assembly shall be sent by the Board of Officers to the members at least three weeks in advance, specifying the agenda and place and date of the meeting.
7. In order for the General Assembly to take decisions, a quorum of 1/3 (one third) of the total members must be present or represented.
8. In the event of exceptional circumstances preventing the holding of the General Assembly, the Board of Officers shall provide for the conduct of necessary business until such a General Meeting can be held.
9. An official record of each General Assembly shall be kept.

#### **Article 9. Voting**

It is important to have clear guidelines on eligibility to vote and on any special conditions applying in particular circumstances. The sample Article below defines the different rules relating to voting for amendments to the Constitution and other situations.

1. Full members and members of the Board of Officers shall be entitled to vote at all meetings of the Association or on occasions when a written vote is called for.
2. A member unable to be present may designate another member to vote on her behalf. The procedure for certification of proxy votes shall be set out in the By-laws.
3. Special members shall have the right to speak at meetings, but not to vote.
4. Amendments to the Constitution shall require a two-thirds majority of those present and voting at the General Assembly. On all other matters, including amendments to the By-laws, decisions will be taken by a simple majority of those present and voting or of those voting in writing if a written vote has been called for.
5. There shall be a voting committee appointed by the General Assembly to supervise the voting thereat. The decisions of the voting committee shall be final.

#### **Article 10. Election of Officers**

Your Board of Officers will be crucial to the success of the association. The sample Article below has a minimum number of persons for essential functions and could be larger if desired. It uses the titles commonly used in associations and could be changed if your association is familiar with other terms for the functions. The term Coordinator for International Relations should not be changed, however, as this person has the special role of acting as liaison between your NFA, GWI and the other NFAs and the term is common to all affiliates of GWI.

The sample here proposes a two-year term of Office; some associations believe that more stability is gained with a three-year term. Either two or three years is acceptable.

1. There shall be a Board of Officers composed of the President, Vice-President, Secretary, Treasurer and the Coordinator for International Relations.
2. The duties of each member of the Board shall be as defined in the Terms of Reference for each position.

3. Members of the Board of Officers shall be elected by the General Assembly for a term of two years. No member shall serve on the Board for more than two consecutive terms except to accede to the presidency for one further term.
4. A call for nominations shall be circulated to members two months prior to the election. Candidates must be full members and may be proposed by any individual member, provided the written consent of the candidate is obtained in advance.
5. No member shall hold more than one elected position on the Board at the same time.
6. In the event that there are not enough candidates to fill all positions, the Board of Officers may call for candidates at the time of the General Assembly.
7. Any vacancies occurring during the period between elections may be filled by the Board of Officers by co-opting someone onto the Board of Officers to fill the vacancy for the remaining term of office.