



GRADUATE WOMEN INTERNATIONAL (GWI)

GRADUATE WOMEN INTERNATIONAL CONSTITUTION

As accepted by the General Assembly July 2019 and Updated November 2022 following the addition of Constitutional Amendments adopted at the Virtual Triennial General Assembly through Electronic Vote on 12 November 2022

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Article I NAME AND PURPOSE

1. The name of the organisation shall be Graduate Women International (previously known as International Federation of University Women – IFUW), hereinafter referred to as GWI.
2. GWI, founded in 1919, is a worldwide, non-governmental, organisation of women graduates, whose purpose is to:
 - promote lifelong education to the highest levels for 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;
 - advocate for the advancement of the status of women and girls; and
 - promote international cooperation, friendship, peace and respect for human rights for all, irrespective of their age, ethnicity, nationality, religion, political opinion, gender and sexual orientation or other status.
3. GWI is owner of its name, its acronym, its logo and any resulting trademarks. Their use in all printed and electronic media, other than by the Headquarters, is subject to written authorisation of the Board of Officers.

Article II MEMBERSHIP

1. A national federation or association (hereinafter referred to as: “NFA”, “national federation or association”, or “federation or association”) of graduate women comprising at least twenty (20) individual members who fulfil the membership requirements stated in Article III may become a member of GWI as provided in Article II.4.
2. Unless a recommendation from the Board of Officers for recognition of a special situation is accepted by the General Assembly:
 - (i) A federation or association shall be representative of a country; and
 - (ii) Only one federation or association in any country shall be admitted to membership.
3. Graduate women in two or more small countries unable to meet the numbers requirement for membership may join together to apply for membership as a federation or association. Such federations or associations shall comprise at least twenty members and shall have the same status, rights and obligations as all national federations and associations.
4. A new federation or association can be admitted to GWI membership by the Board of Officers provided that its constitution has been found to be consistent with that of GWI, especially with respect to its purpose, its membership qualifications and its commitment to pay such dues as are set by the General Assembly.
5. Each GWI national federation or association shall appoint or elect a member of its executive body as Coordinator for International Relations (CIR), for a term not normally exceeding six years. She shall have responsibility for stimulating interest in international relations and for



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cooperating with the other national federations and associations and shall be the liaison officer between her national federation or association and GWI Headquarters.

6. Independent membership is open to all who meet the academic requirements for membership but reside in a country where there is no GWI affiliate or who, for a reason acceptable to the Board of Officers, are unable to participate in an existing national affiliate.

The rights and obligations of Independent members, other than those specified in this Constitution, shall be determined by the Board of Officers.

7. Individual members are:

- (1) all full members of national federations and associations who meet the eligibility criteria in Article III; and
- (2) other graduates who meet the eligibility criteria in Article III and are admitted by the Board of Officers as independent members.

8. 8.1 Associate members in the following categories may be invited to join GWI by the Board of Officers and their membership shall be subject to regular review by the Board of Officers:

- (1) Universities or other institutions of higher or continuing education who seek to promote gender equality and education for women;
- (2) Corporations that promote equal opportunities for women and men in the workplace and whose workplace practices reflect the vision and mission and values of GWI; and
- (3) Other groups, associations or federations whose activities are linked to or aligned with those of GWI.

8.2 Associate members may attend sessions of the General Assembly other than those designated as closed. They do not have voting rights.

8.3 The rights and obligations of Associate members, other than those specified above and elsewhere in this Constitution, shall be determined by the Board of Officers.

9. Voting rights:

- (1) A national federation or association shall attain voting rights to the triennial General Assembly or any mid-term electronic voting after three years of consecutive membership of GWI.
- (2) Notwithstanding paragraph 9 (1) above, an NFA which has joined GWI for the first time during the triennium may participate in a triennial General Assembly or any mid-term electronic voting without the need for three years of consecutive membership.

10. A national federation or association loses membership immediately if:

- (1) in the opinion of the General Assembly, it ceases to meet the requirements for membership as laid down in this Constitution;



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- (2) (a) it has not paid at least 50% (fifty percent) of its annual dues by 31 March each year and the remainder of the dues owed by 30 June of the same year;
 - (b) Where circumstances affect the capacity of an NFA to meet all requirements for the payment of dues the Finance Committee shall have the power to negotiate arrangements to enable the NFA to retain membership. The plan must be approved by the Board of Officers because of its fiduciary responsibility.
 - (3) it resigns;
 - (4) it is dissolved for any reason.
11. An independent member loses membership immediately:
- (1) (a) if she has not paid her dues within two months of the annual renewal date;
 - (b) Where circumstances affect the capacity of an independent member to meet all requirements for the payment of dues the Finance Committee shall have the power to negotiate arrangements to enable the independent member to retain membership. The plan must be approved by the Board of Officers because of its fiduciary responsibility.
- (2) in case of resignation.
12. Subject to the provisions of 10.2 and 11.1 above, loss of membership for reason of non-payment of dues takes effect automatically at the end of the periods stated above except where the provision of Clause (10) (2b) and Clause (11) (1b) above have been activated. A rejoining fee is payable.
13. In the case of failure to meet the requirements for membership other than for non-payment of dues, the Board shall make a written recommendation to the General Assembly for termination of membership. The NFA shall be given the opportunity to present a written defense to the General Assembly. The voting period shall open seven days after distribution of the defense. The General Assembly's decision shall take effect immediately and requires no further justification.
14. A national federation or association may have its membership terminated if it brings GWI, its brand or its reputation into disrepute. A recommendation for such removal may be made to the General Assembly by the President and at least three other members of the Board of Officers or by at least three of the national federations and associations. 28 days-notice of the recommendation shall be given, and the voting period shall be 7 days thereafter. The General Assembly's decision shall take effect immediately and requires no further justification.

Article III ACADEMIC REQUIREMENTS FOR MEMBERSHIP

1. The requirements for individual membership in a national federation or association and for independent members shall be study at a recognised institution of higher education followed by the award of a degree, diploma or equivalent qualification.
2. Notwithstanding any requirements in paragraph 1, all women who have been accepted for a



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master's or doctoral programme at a recognised tertiary institution are eligible for GWI membership.

3. Notwithstanding any requirement in paragraph 1, an NFA may invite to full membership a person who has demonstrated a commitment to promoting education for women and to the principles of GWI.

Article IV ADMINISTRATION

1. The governing bodies of GWI shall be the General Assembly and the Board of Officers, with the powers and duties provided for in Articles V and VI below.
2. A record of the meetings of these bodies shall be kept electronically and shall be available to members, except where material is confidential.

Article V THE GENERAL ASSEMBLY (GA)

1. The supreme authority of GWI shall be vested in the General Assembly, which shall have authority to make decisions at meetings in person and by electronic means.
2. The quorum of the General Assembly shall be one third of the registered members having the right to vote and representing one third of the national federations and associations, together with two members of the Board of Officers.
3. Meetings:
 - (1) The General Assembly shall meet in person every third year (the triennial General Assembly). If an in-person meeting is not possible, the meeting shall be virtual. The time and place and/or platform shall be determined by the Board of Officers.
 - (2) The General Assembly shall meet electronically at such intervening times as necessary for the conduct of GWI business. An electronic meeting may be called by the Board of Officers or by written request of one third of the member federations and associations eligible to vote under V.4 and V.5.
 - (3) In the event of exceptional circumstances which prevent the meeting of the triennial General Assembly, the Board of Officers is empowered to postpone the meeting or to change the place thereof. Such decision shall be taken by an electronic vote of the General Assembly. If this is not possible the decision shall be taken by a vote of the Board of Officers.
4. Electronic Voting
 - (1) If the purpose is to take an electronic vote of the General Assembly, the call shall specify the date by which it is to be taken, including a scheduled virtual forum to present the rationale for the vote and provide sufficient information and time, not less than 60 days, for the national federations and associations to make an informed decision.



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- (2) Where the decision to be taken by electronic vote is a constitutional amendment, the procedure must be in accord with the provisions of Article XII (Amendments).
 - (3) An electronic vote shall be taken according to the voting regulations provided in paragraph 5 of this Article.
 - (4) The Board of Officer shall determine the voting system to be used for electronic voting.
5. Except where otherwise provided in the Constitution, the decisions of the General Assembly shall be taken by a simple majority of the members of the General Assembly entitled to vote and voting. If there is a tied vote, the proposal shall be deemed to be rejected.
6. Delegates:
 - (1) Delegates of a national federation or association may participate in an in-person or electronic vote of the General Assembly only if their federation or association has paid its dues up to and including the year of that in-person or electronic General Assembly.
 - (2) Subject to paragraph 6.(1) above, national federations and associations may accredit voting delegates to the General Assembly. Voting entitlements of each national federation or association shall be determined relative to the number of its individual members, according to the table set out at the end of the Constitution.
 - (3) Each voting delegate shall be an individual member of her national federation or association and shall be appointed according to the constitution of her national federation or association.
 - (4) National federations and associations shall notify GWI Headquarters of the names and contact details of their voting delegates annually and whenever changes occur during that year. They shall notify GWI Headquarters of the names of alternates for face-to-face General Assemblies when called for by GWI Headquarters.
7. The following members of the General Assembly shall be entitled to vote:
 - (1) the voting delegates of the national federations and associations as provided for in paragraph 6 of this Article above;
 - (2) the President, the Vice-Presidents and the Treasurer of GWI.
8. No member of the General Assembly may vote in more than one capacity.
9. All individual members of NFAs and independent members may attend a triennial General Assembly, but without the right to vote.
10. Speaking rights for non-voting members present at a triennial General Assembly shall be as provided for in the Rules of Procedure.
11. Agenda:
 - (1) The draft Agenda for the triennial General Assembly shall be circulated by the Board at least six months before the date set for the Assembly. NFAs shall thereby be invited to



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- submit items for the Agenda at least four months before the date set for the Assembly.
- (2) A final Agenda shall be circulated at least two months before the date set for the Assembly.
 - (3) No further items may be placed on the Agenda except by decision of the General Assembly in matters of urgency or by a two-thirds majority of the members of the General Assembly entitled to vote and voting.
12. The Rules of Procedure for each triennial General Assembly shall be circulated in advance by the Board. They may be varied at the General Assembly if a simple majority of those present and voting agree to a resolution for variation. A resolution for variation may be proposed by the Board or by any three national federations and associations.
 13. The President of GWI shall be the presiding officer of the General Assembly. She may call on another officer to preside.

Article VI THE BOARD OF OFFICERS

1. There shall be a Board of Officers composed of the President, seven (7) Vice-Presidents, each of equal ranking, and the Treasurer of GWI, all of whom shall be elected by the triennial General Assembly for a term of office which begins immediately following the conclusion of that General Assembly and any associated GWI Conference and continues until the conclusion of the next General Assembly and any associated GWI Conference. No individual shall serve on the Board for more than two consecutive terms except to accede to the presidency.
2. Members of the Board of Officers serve without remuneration, and shall not, directly or indirectly, receive profit from the Board position. An Officer of the Board may be reimbursed for reasonable expenses incurred in the performance of her duties.
3. Responsibilities of the Board of Officers:
 - (1) The Board of Officers is responsible for providing leadership to GWI. Members must at all times work to implement and uphold the mission and values of GWI and act so as to protect and further the Federation's interests.
 - (2) The Board of Officers is responsible for the administration of the affairs of GWI. To this end it shall work in conjunction with the Finance Committee, Governance Committee and with the Executive Director, whom it shall have the power to appoint.
4. Responsibilities of the President:
 - (1) The President shall be the presiding officer of the Board. She may call on another officer to preside when appropriate. In the absence or disability of the President, the Board may designate one of the Vice-Presidents to act in her place. Should this absence or disability extend for three months or beyond, the General Assembly will be required to ratify such delegation.



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- (2) The President shall represent GWI in all legal proceedings and may be replaced only by a representative duly authorised by the Board of Officers. The President must inform the Board immediately of any actions brought against GWI before initiating any legal action. She must inform the Board regularly of developments in any litigation.
5. The Board of Officers is empowered to:
 - take all actions necessary to implement the decisions of the General Assembly, provided that it takes no action involving financial commitments not already approved by the budget without prior consultation with the Finance Committee;
 - determine the overall policy direction of GWI in accordance with the policy resolutions approved by the General Assembly;
 - protect GWI's brand and reputation, and ensure best practices within GWI.
6. A member of the Board of Officers may be removed for failure to meet her obligations to GWI. A recommendation for such removal may be made to the General Assembly by at least four other members of the Board of Officers or by at least three of the national federations and associations.
7. Such recommendation must be made at least 28 days before the date on which the recommendation is to be put to the vote either in person or electronically. The member concerned shall have the right to make a response to the General Assembly before the vote is to be taken.
8. The recommendation must be approved by the General Assembly by a two thirds majority vote of those eligible to vote and voting.
9. Election of Board members:
 - (1) Six months before the triennial General Assembly, the Executive Director shall inform each national federation and association which members of the Board of Officers are ineligible to stand for re-election and shall invite nominations from the national federations or associations for the offices of President, the Vice-Presidents and Treasurer.
 - (2) Nominees may be either existing Board members eligible for another term or new names. Nominations must reach the Executive Director four months before the date of the General Assembly.
10. In the case of failure on the part of the national federations and associations to nominate candidates for election to the Board of Officers, or in the case of withdrawal of candidates, the Board of Officers, acting on the advice of the Nominations Committee, may propose to the General Assembly the names of candidates for election to the Board.
11. Nominations shall be scrutinised by the Nominations Committee to determine whether they meet the requirement of offering the membership an adequate number of nominees suitably qualified to fulfil the tasks required of the Board. The Committee shall make



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recommendations to the Board for the full slate of nominees to be presented for election at the General Assembly.

12. In the case of a vacancy occurring between triennial General Assemblies, the Board is empowered to make an appointment to fill such vacancy. The appointment shall run until the next triennial General Assembly.
13. Meetings of the Board may be called by the President or by any 4 members of the Board. Meetings may be held in person or electronically. A quorum shall be a majority of all the Board members. Minutes of meetings shall be kept in accordance with Article IV.2.

Article VII COMMITTEES

1. The purpose of GWI Committees shall be to work to implement the mission and policies of GWI in conjunction with the Board of Officers, to whom they are responsible. Committees shall examine questions within their terms of reference as well as all matters referred to them by the Board of Officers and shall make recommendations to the Board of Officers.
2. The terms of reference for each committee shall be determined by the Board of Officers. They may be modified at any time by agreement between a committee and the Board.
3. There shall be a Finance Committee.
4. The purpose of the Finance Committee shall be to:
 - (1) monitor the finances and investments of GWI and ensure that the triennial expenditure remains within reasonable limits of the triennial budget approved by the General Assembly
 - (2) work with the Executive Director to prepare the triennial budget for the approval of the General Assembly
 - (3) (a) recommend to the Board for the approval of the General Assembly the rate of annual dues payable to GWI by the national federations and associations.

(b) develop appropriate and flexible procedures & rules to handle the issue of special arrangements for unpaid dues. If these affect the rights of an NFA that is not fully paid up, these should be brought to the General Assembly with any necessary changes to the constitution specified.
5. The Finance Committee shall consist of
 - (1) two Assistant Treasurers appointed by the General Assembly, and one shall be from the country where the GWI headquarters are located, and one shall be from the largest NFA.
 - (2) three or five elected members; and
 - (3) the Treasurer as the non-voting member.
6. The members shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nominations Committee.



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7. There shall be a Governance Committee
 - (1) The purpose of the Governance Committee shall be
 - To develop governance policies and procedures
 - To provide oversight for the Board's performance
 - To assist with Board succession planning and Board transitions
 - (2) The Governance Committee shall consist of 3-5 elected members and Vice President Legal & Governance as the non-voting member
 - (3) The Governance Committee shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nomination Committee
8. There shall be a Nominations Committee.
 - (1) The purpose of the Nominations Committee shall be to scrutinise all nominations put forward for the Board of Officers and GWI standing committees and make such recommendations to the General Assembly and the Board as will ensure that an appropriate and balanced slate of names is provided for election or appointment.
 - (2) The Nominations Committee shall be appointed by the Board of Officers during the triennium with due regard for regional representation.
9. There shall be the following standing committees elected at the triennial General Assembly from a slate of nominees recommended by the Nominations Committee. Their terms of reference shall be established by the Board of Officers in consultation with the respective committees:
 - Education Committee
 - Membership Committee
 - Projects Development Committee
10. Six months before the triennial General Assembly, Executive Director shall invite nominations from each national federation or association for membership of the standing committees.
11. Special purpose committees may be established, appointed and dissolved by the Board of Officers, which shall lay down their initial terms of reference. All special purpose committees shall report to the Board of Officers unless otherwise stated in their terms of reference.
12. Committees shall examine questions within their terms of reference as well as all matters referred to them by the Board of Officers, and shall make recommendations to the Board of Officers.
13. The Board of Officers may replace a convener or any member of a committee who, without giving a satisfactory explanation, fails to exercise her functions for a period of three months.



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14. The President of GWI shall be an ex officio member of all standing committees.
15. Meetings: The Board of Officers shall call meetings of committees as it considers necessary. The time, place and manner of such meetings shall be determined by the Board in consultation with the Convener and members of the relevant committee. The Convener of a committee shall call for the Committee to meet by Skype or other electronic means regularly to discuss the work of the committee.

Article VIII EXECUTIVE DIRECTOR

1. There shall be a salaried Executive Director who shall be appointed by the Board of Officers, who shall determine the terms of reference of her position. The Executive Director is responsible to the Board.
2. The Executive Director shall in consultation with the Board of Officers, when appropriate, represent GWI on matters of relevance to GWI.
3. The Executive Director shall attend all meetings of the General Assembly, the Board of Officers and committees whenever possible to do so. She may designate another member of the Headquarters staff to attend a meeting in her stead.
4. During her tenure of office the Executive Director shall not be entitled to vote at any meetings of GWI.

Article IX HEADQUARTERS

1. The Headquarters of GWI shall be in a country designated by the General Assembly. The place of the Headquarters within a country shall be determined by the Board of Officers in consultation with the Executive Director and the Finance Committee.
2. The Headquarters shall work to
 - promote the purpose of GWI
 - support the national federations and associations in such ways as agreed with the Board of Officers

Article X FINANCIAL RESOURCES AND DUES

1. The financial resources of GWI shall consist of dues, private or public grants, donations and all other resources not prohibited under current law and regulations of the Headquarters country.
2. National federations and associations shall pay annual dues to GWI at a rate to be determined by the triennial General Assembly. The amount of dues shall be reviewed at every triennial General Assembly.
3. The annual dues payable by the national federations and associations shall be fixed on a per



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capita basis by the General Assembly, on the advice of the Finance Committee, The per capita basis paid by each national federation and association shall be calculated using a formula approved by the General Assembly and reviewed on a regular basis.

4. Any proposal affecting the rate of the annual dues shall be sent out to national federations and associations four months before the meeting of the triennial General Assembly at which a vote on the proposal is taken.
5. The dues of independent and associate members shall be determined by the Board of Officers.
6. Dues shall be expressed and payable in the currency of the country in which the Headquarters of GWI are situated.
7. The financial year of GWI shall be 1st January to 31st December inclusive
8. GWI annual dues shall become payable on the 1st day of January each year.
9. The dues payable by each NFA at the beginning of GWI financial year shall be based on its number of members at the close of the immediately preceding GWI financial year.
10. In the event of an appreciable change in the rate of exchange between the currency of the Headquarters country and the currency of the country of a national federation or association, the Board of Officers may grant alleviation of full dues based on the percentage of depreciation between the two currencies during the year. This alleviation shall not exceed 40% of full dues. The Board shall report the matter to the General Assembly.
11. The funds of GWI or any part thereof may be invested in the purchase of or at interest upon the security of such stocks, shares, securities or other investments or property of whatsoever nature and wheresoever as the General Assembly shall, in its absolute discretion, have approved in principle.
12. Restricted Funds cannot be used for any other purpose than that specified unless approved by a two thirds majority of the Board of Officers and the Finance Committee and a two-thirds majority vote of the General Assembly. Changes may be made only where the financial viability is under threat and providing there are no legal restrictions or impediments to the use of said Restricted fund.⁵
13. The expenses of the General Assembly shall be met by GWI by enrolment fees and contributions. Estimates for each General Assembly shall be prepared by the Finance Committee and submitted to the Board of Officers for approval.
14. All members of the triennial General Assembly shall pay an enrolment fee.
15. An annual audit shall be carried out by a reputable audit firm every year, according to the law and accounting requirements of the Headquarters country.

Article XI RESPONSIBILITY OF MEMBERS



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1. GWI alone is responsible for the debts legally incurred in its name, which shall be guaranteed by its funds.
2. Individual members and NFAs may not contract, incur debts or otherwise engage the financial or legal responsibility of GWI.
3. Financial and legal responsibility for GWI rests with the Board of Officers according to the laws of the country in which GWI is headquartered.

Article XII AMENDMENTS

1. Power to amend the Constitution shall be vested in the General Assembly, meeting in person or electronically.
2. A two-thirds majority of the members of the General Assembly entitled to vote and voting shall be required for the adoption of any amendment.
3. Except where otherwise provided in this Constitution, amendments may be proposed by the Board of Officers or any national federation and association.
4. Except in the case of an amendment proposed as urgent, proposed amendments must be notified in writing to the Executive Director five months before the date at which a vote is to be taken and be circulated to national federations and associations at least four months before that date.
5. Urgent amendments may be put to a vote in the following circumstances:
 - (1) When moved on the first day of the triennial General Assembly. They must be accepted for voting by a simple majority of those present and voting and put to the vote at a time determined by the presiding officer, which shall be no sooner than twenty-four hours after such approval.
 - (2) Within the period between triennial General Assemblies, an amendment for urgent electronic voting may be moved by the Board. Provided that the General Assembly agrees by a simple majority vote to treat the amendment as urgent, the notice required before the taking of the vote shall be one month. Should the vote on urgency be negative, the amendment may be put to an electronic vote at the expiry of four months notice.
6. Unless otherwise provided, an amendment shall come into effect immediately after its adoption.

Article XIII DISSOLUTION

1. Notice of proposed dissolution of GWI must reach the Executive Director at least six months before the date of a General Assembly. A copy of the proposal shall be circulated to the national federations and associations four months before the date at which a vote is to be



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taken.

2. A vote to dissolve GWI can be passed only:
 - (1) by a General Assembly at which (according to Article V.1) at least one third of the national federations and associations are represented;
 - (2) if three fourths of the voting delegates present vote to dissolve GWI;
 - (3) if the vote to dissolve GWI is later ratified by two thirds of the national federations and associations. Immediately after the General Assembly, national federations and associations shall be notified of the decision to dissolve. Unless more than one third of the national federations and associations formally oppose the decision within four months after notification, the vote to dissolve shall be confirmed.
3. GWI will be considered lawfully dissolved in case of bankruptcy or when its governing bodies can no longer be constituted in accordance with this Constitution.
4. In case of dissolution, the General Assembly which votes to dissolve shall appoint one or more liquidators charged with overseeing the liquidation process. Upon its completion, the liquidators shall distribute any remaining assets to an institution pursuing a public interest purpose similar to that of GWI the organisation benefiting from the tax exemption. In no event will the assets be returned to the founders or members, nor be used to their advantage in whole or in part, in any manner whatsoever.

Voting Entitlement - Article V 6 (2)

Number of Members	Number of Voting Delegates
20 - 50	1
51-100	2
101-200	3
201-500	4
501-1 000	5
1 001 – 1 500	6
1 501 – 2 000	7
2 001 – 3 000	8
3 001 - 5 000	9
5 000 +	10