



Circular 8/2025
14 May 2025

To: National Federations and Associations (NFAs) Presidents and CIRs
From: Graduate Women International (GWI) Board of Officers
Subject: 2025 Proposed Amendments to the GWI Constitution

The GWI constitution provides the legal and structural foundation for our work in advancing the rights and education of women and girls worldwide. Periodic review and amendment are essential to ensure that our Constitution remains aligned with the evolving needs of our organisation, reflects contemporary governance standards, and strengthens our ability to advocate effectively at the international level.

As per Circular 7/2025 distributed 30 March 2025, constitutional amendments were received until 10 April 2025. The proposed amendments are detailed in the table below.

Proposed Constitutional Amendment 1

Proposed by VP Governance

Proposed:

1. addition of a new Article VII Clause 3 and subsequent renumbering of the clauses which follow (current Clause 3 becomes Clause 4)
2. renumbering of clauses related to the Finance Committee (currently Clause 3 which will be renumbered as Clause 4) to create one section related to this committee:
Current Clause 4 becomes Clause 4 (1), current Clause 5 becomes Clause 4 (2), current Clause 6 becomes Clause 4 (3).
3. addition to current Article VII Clause 8, which will also be renumbered Clause 6, to align with the new Clause 3.
4. additions to current Article VII Clause 9 which will also be renumbered as Clause 7.
5. revision to current Clause 11 which will also be renumbered as Clause 9.
6. The addition of the new Clause 3 will result in the renumbering of clauses as follows:
 - Clause 3 becomes Clause 4
 - Clause 4 becomes Clause 4 (1)
 - Clause 5 becomes Clause 4 (2)
 - Clause 6 becomes Clause 4 (3)



- Clause 7 becomes Clause 5
- Clause 6 becomes Clause 4
- Clause 7 becomes Clause 5
- Clause 8 becomes Clause 6
- Clause 9 becomes Clause 7
- Clause 10 becomes Clause 8
- Clause 11 becomes Clause 9
- Clause 12 becomes Clause 10
- Clause 13 becomes Clause 11
- Clause 14 becomes Clause 12
- Clause 15 becomes Clause 13

Rationale for change:

In reviewing the GWI Constitution it was determined that the description of Committees in Article VII Clauses 3-9 and Clause 11, which describe “committees”, “standing committees” and “special committees”, creates some confusion as to the differences between “Committees” and “Standing Committees.” In addition, three committees of GWI, the Resolutions Committee, the Hegg Hoffett Fund and the Fellowships Committee, are not described in the constitution yet past practice demonstrates that these are ongoing committees, of which the members are elected, and are not special committees with a limited purpose and timeframe.

The VP Governance and the Governance Committee propose that this can be made clearer by defining the three committees in current Clauses 3-8 as “Executive” Committees and add the three committees, Resolutions Committee, Hegg Hoffet Fund and Fellowships Committee, as “Standing” Committees into current Clause 9.

In defining the three committees in the new Clause 3 as “Executive” Committees there is a change proposed to the current Clause 8 re: Nominations to add the words “executive and” to include these committees in the Nominations Committee purpose.

In addition, in review of the clauses related to the Finance Committee it would be more efficient to include all clauses related to this committee in one clause rather than as currently written as clauses 4-6, thus aligning this committee description with the format of the Governance and Nominations Committees.

The resulting addition of a new Clause 3 and renumbering of subsequent clauses is as described above.



Graduate Women International (GWI)

35th TRIENNIAL GENERAL ASSEMBLY AND CONFERENCE



**Building the Future: Integrating Culture,
Education and Empowerment for
Sustainability**

11-13 September 2025
Lusaka, Zambia

Proposed Amended Text	Original Text
<p>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.</p> <p>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.</p> <p>3. There shall be three Executive Committees - the Finance Committee, the Governance Committee and the Nominations Committee.</p> <p>3.4. There shall be a Finance Committee.</p> <p>4. (1)The purpose of the Finance Committee shall be to:</p> <ul style="list-style-type: none"> • (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 	<p>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.</p> <p>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.</p> <p>3. There shall be a Finance Committee.</p> <p>4. The purpose of the Finance Committee shall be to:</p> <ol style="list-style-type: none"> (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. <p>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</p>



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<p>necessary changes to the constitution specified.</p> <p>5- (1) (2) The Finance Committee shall consist of (a) (a) 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.</p> <p>(2) (b) three or five elected members; and</p> <p>(3) (c) the Treasurer as the non-voting member.</p> <p>6- (3) The members shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nominations Committee.</p> <p>7- 5. There shall be a Governance Committee</p> <p>(1) The purpose of the Governance Committee shall be</p> <ul style="list-style-type: none"> • To develop governance policies and procedures • To provide oversight for the Board’s performance • To assist with Board succession planning and Board transitions <p>(2) The Governance Committee shall consist of 3-5 elected members and Vice President Legal & Governance as the non-voting member</p> <p>(3)The Governance Committee shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nomination Committee</p> <p>8- 6. There shall be a Nominations Committee.</p> <p>(1) The purpose of the Nominations Committee shall be to scrutinise all nominations put forward for the Board of Officers and GWI executive and standing committees and make such recommendations to the General</p>	<p>headquarters are located, and one shall be from the largest NFA.</p> <p>(2) three or five elected members; and</p> <p>(3) the Treasurer as the non-voting member.</p> <p>6. The members shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nominations Committee.</p> <p>7. There shall be a Governance Committee</p> <p>(1) The purpose of the Governance Committee shall be</p> <ul style="list-style-type: none"> • To develop governance policies and procedures • To provide oversight for the Board’s performance • To assist with Board succession planning and Board transitions <p>(2) The Governance Committee shall consist of 3-5 elected members and Vice President Legal & Governance as the non-voting member</p> <p>(3)The Governance Committee shall be elected by delegates at the triennial General Assembly from a slate of nominees recommended by the Nomination Committee</p> <p>8. There shall be a Nominations Committee.</p> <p>(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.</p> <p>(2) The Nominations Committee shall be appointed by the Board of Officers during the triennium with due regard for regional representation.</p>
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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.~~ 7. 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
- **Hegg Hoffett Fund**
- **Resolutions Committee**
- **Fellowships Committee**

~~10.~~ 8. 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.~~ 9. 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.~~ 10. 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.~~ 11. 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.

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.

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



<p>14. 12. The President of GWI shall be an ex officio member of all Executive and standing committees.</p> <p>15. 13. 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.</p>	<p>electronic means regularly to discuss the work of the committee.</p>
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Proposed Constitutional Amendment 2

Proposed by the Canadian Federation of University Women

Proposed addition of a new Article V. Clause: 3 (4) Meetings

Rationale for change:

This new clause would provide an opportunity for GWI members to enhance dialogue and communication, provide a platform for sharing of information and NFA priorities, strategies, challenges and successes, network within the membership and introduce new members and other updates. Although facilitated by GWI headquarters and the Board, these virtual meetings may be co-hosted by an NFA or GWI regional group. Annual Member meetings are intended to supplement the activity undertaken during a Triennial General Assembly but do not substitute for the business meetings of a General Assembly. No voting will be held during the annual member meeting and all members, including independent members, may participate.

Proposed Amended Text	Original Text
<p>Article V Clause 3(4)</p> <p>GWI Annual Virtual Member Meeting</p> <p>In the non-triennial General Assembly years, a virtual meeting may be held of GWI members to enhance dialogue and communication, providing a platform for but not limited to the following:</p>	<p>N/A</p>



<p>GWI headquarters and Board sharing of information on progress regarding strategic priorities and implementation strategies, NFA sharing of priorities, strategies, challenges and successes, networking within the membership, and new NFA members will be introduced together with updates and progress reports from associate academic institutions and or corporate members.</p> <p>At minimum, 6-month notice of the Annual Virtual Membership Meeting will be given.</p>	
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Proposed Constitutional Amendment 3

Proposed by the Canadian Federation of University Women

Proposed addition of a new Article VII Clause 14

The current Clause 14 will become Clause 15 and the current Clause 15 will become Clause 16.

Rationale for change:

The purpose of this amendment, to include a young member on every GWI Committee, is to encourage young members to become actively involved in strategic areas of GWI’s work, specifically committees. Young members will hold a position on each committee which will encourage involvement and participation in decision making and potentially interest in sitting on the GWI Board of Officers. The proposed amendment does not preclude any young member from being nominated to the Board of Officers nor the Nominations Committee from recommending young members for election to the Board of Officers.

Proposed Amended Text	Original Text
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<p>New Article VII Clause 14</p> <p>The composition of all Committees shall include at least one elected young member defined as up to the age of 40 years. In the event, that a young member is not elected to a Committee at the Assembly, the GWI Board of Officers shall appoint a young member to the Committee.</p>	<p>The current Clause 14 will be renumbered Clause 15 and the current Clause 15 will be renumbered Clause 16.</p>
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Proposed Constitutional Amendment 4

Proposed by the Canadian Federation of University Women

Proposed revision of Article VII Clause 8 (1)

Rationale for change:

In addition to the proposed new Article VII, Clause 14, an amendment is proposed in the Constitutional responsibilities of the Nomination Committee, Article VII, Clause 8 (1), to ensure that every committee includes a young member. The proposed amendment does not preclude the Nominations Committee from including in the Call for Nominations an encouragement for young members to be nominated for all positions on the Board of Officers.

Proposed Amended Text	Original Text
<p>Article VII Clause 8 (1)</p> <p>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, including at least one young member for every Committee, is provided for election or appointment.</p>	<p>Article VII Clause 8 (1)</p> <p>There shall be a Nominations Committee. 1. (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.</p>



CFUW Proposed Constitutional Amendment 5

Proposed by the Canadian Federation of University Women

Proposed revision of Article VII, Clause 9

Rationale for change:

Three additional Standing Committees are proposed - Fundraising, Marketing and Advocacy. It is important that all VPs have a Standing Committee with which they work. Currently two VPs do not have a Standing Committee, and it is proposed that having a Standing Committee will result in more being accomplished for the organization. In addition, while the VP Advocacy liaises with the Resolutions Committee, the responsibilities in advocacy go beyond the formulation of the resolutions alone and encompass the broader work of the organization. Therefore, an Advocacy Committee would be added, and the VP Advocacy would be responsible and accountable for liaison to the Board for the Advocacy Committee and ~~the~~ Resolutions Committee.

The Fundraising Committee will be responsible to the VP Fundraising and will provide resource and support, conduct research into available funding sources and develop a long-term strategy for fiscal responsibility.

The Marketing Committee will be responsible to the VP Marketing and will provide resource and support, conduct research into marketing opportunities and develop strategies for marketing of GWI.

Proposed Amended Text	Original Text
<p>Article VII Clause 9</p> <p>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:</p> <ul style="list-style-type: none"> - Education Committee - Membership Committee - Projects Development Committee 	<p>Article VII Clause 9</p> <p>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:</p> <ul style="list-style-type: none"> - Education Committee - Membership Committee - Projects Development Committee



<ul style="list-style-type: none">- Resolutions and Advocacy Committee- Fundraising Committee- Marketing Committee	
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A formal discussion of the proposed amendments will be held during a webinar on **14 July 2025 at 3:00 PM CEST**. This session will provide an opportunity for NFAs to seek clarification and to suggest refinements to the text before the General Assembly (GA). We invite registration to the discussion here: https://us02web.zoom.us/meeting/register/rtxp2XXwT9q2y_ozlSRc7g

Please be reminded that no further discussions or amendments to the constitutional amendments proposed will be permitted during the GA itself. The aforementioned webinar is the opportunity for formal discussion.

At the 35th GWI General Assembly, the proposed amendments, including any revisions resulting from the webinar, will be formally presented for a vote.

We encourage all NFAs to participate actively in this important stage of the constitutional review process.

Please address any questions to 2025GAGovernance@gwi.graduatewomen.org

Kind regards,
Board of Officers