

PROPOSED REVISED CONSTITUTION of THE WORLD YWCA (5 May 2006)

Preamble

Founded by women from Christian traditions around the world, the Young Women's Christian Association is based on faith in God the Almighty, Jesus Christ and the Holy Spirit.

Its vision is of a fully inclusive world where justice, peace, health, human dignity, freedom and care for the environment are promoted and sustained by women's leadership. The World YWCA recognises the equal value of all human beings.

Towards this end, the World YWCA advocates and supports volunteerism, membership, diversity, tolerance, mutual respect, integrity and responsible accountability.

The strength and solidarity of the World YWCA is inspired by the faithfulness of its leaders, past and present, whose service to humanity advances the purpose of the World YWCA.

Organisation Name

1. The name of the organisation is the World Young Women's Christian Association which shall be known as the World YWCA.

Organisation Logo

2. The logo of the World YWCA is a blue triangle surrounded by a circle.

Basis

3. The World YWCA is founded on and inspired by the Christian faith.

Purpose

4. The purpose of the World YWCA is to develop the leadership and collective power of women and girls around the world to achieve justice, peace, health, human dignity, freedom and a sustainable environment for all people.

Function

5. The World YWCA unites and coordinates member associations in a world movement and acts on their behalf in matters for which it has received authority.

Members

6. A full member of the World YWCA is a national association that meets all the conditions of affiliation.
7. An associate member of the World YWCA is a national association that does not meet all the conditions of affiliation.

8. An association which for special economic or political reasons is not a national association may be a full or associate member of the World YWCA.
9. Member associations of the World YWCA shall be organised into eight (8) regions approved by the World Council.

Affiliation of Members

10. The conditions for affiliation of member associations are:
 - a. The association shall use the name YWCA.
 - b. The association shall have a purpose and programmes consistent with the purpose of the World YWCA.
 - c. The association shall be led by women committed to the purpose of the World YWCA, of whom at least 25% must be aged thirty (30) years or under.
 - d. The association shall be a membership organisation composed of individual women members or of local associations which have individual women members. Individual women members shall have voting rights in their association.
 - e. The association shall be in substantial compliance with standards of good management and accountability approved by the World YWCA.
 - f. The association shall pay an annual affiliation fee.
 - g. The association shall have a legal structure recognised by the laws of its country.
 - h. The association shall have a constitution approved by the World YWCA.

Changing Membership Status

Powers of World Council

11. The World Council may affiliate, change the membership status of, suspend or disaffiliate a member association by a resolution passed by a majority of at least two-thirds (2/3) of member associations where each member association shall have one (1) vote only.
12. The World Council may suspend the membership of a member association for a specified period or disaffiliate a member association if the World Council is of the opinion that the member association no longer complies with the conditions for affiliation or has acted in a manner, which is contrary to the interests of the World YWCA.

Powers of World Board

13. The World Board may suspend the membership of a member association for a specified period no longer than until the next World Council meeting if the World Board is of the opinion that a member association has seriously infringed standards of good management and accountability.

Process for Suspension or Disaffiliation

14. Prior to giving notice of a proposed suspension or disaffiliation of a member association, the World Board shall take such steps it considers appropriate to assist the member

association to comply with the conditions for affiliation and to act in accordance with the interests of the World YWCA.

15. In the case of a proposed suspension for serious infringement of standards of good management and accountability, the World Board shall give three (3) months notice of the proposed suspension to all member associations. In all other cases, the World Board shall give one (1) year's notice of the proposed suspension or disaffiliation to all member associations.

Process for Change of Membership Status

16. The World Board may at the request of a member association or at its own initiative review the membership status of an association. The World Board may recommend a change of membership status to the World Council.

Consequences of Disaffiliation

17. If an association is disaffiliated, it shall immediately cease use of the name YWCA and the logo of the World YWCA.
18. A member association may request its own disaffiliation from the World YWCA, in which case that association shall cease use of the name YWCA and the logo of the World YWCA.

World Council

General

19. The World Council is the supreme authority of the World YWCA.
20. The World YWCA shall convene an ordinary meeting of the World Council at least once every four (4) years.
21. The business of an ordinary meeting of the World Council shall be:
 - a. to accept the minutes of the previous World Council meeting;
 - b. to accept a report of the World Board on its activities and the management of funds since the previous World Council meeting;
 - c. to accept a report of the General Secretary;
 - d. to approve a report of the Treasurer on the budget framework and on affiliation fees until the next World Council meeting;
 - e. to approve policies and guidelines until the next World Council meeting;
 - f. to conduct elections for the World Board members including Officers, and the Nominations Committee;
 - g. to provide opportunities for mutual learning and exchange between member associations;
 - h. to deal with other business.
22. Notice of an ordinary World Council meeting shall be sent to member associations at least eighteen (18) months before the meeting.
23. The agenda of an ordinary World Council meeting shall be sent to member associations at least six (6) months before the meeting.
24. An extraordinary meeting of the World Council shall be convened if:
 - a. one-fifth (1/5) of the member associations or the World Board make a written request for the extraordinary meeting, stating the objectives of the meeting; and
 - b. three (3) months notice has been given to all member associations.

25. Attendance at a World Council meeting shall be open to:
 - a. Women delegates of, and observers invited by, member associations
 - b. World Board members
 - c. Designated staff of the World YWCA
 - d. Visitors and observers invited by the World YWCA
26. The quorum for a World Council meeting shall be one (1) delegate each from at least three-fifths (3/5) of the member associations.

Voting

27. A full member association is entitled to have six (6) voting delegates at a World Council meeting, at least two (2) of whom shall be aged thirty (30) years or under at the time of the World Council meeting. The delegation shall include the President and the General Secretary of the member association. Any delegation of a full member association with less than six delegates in attendance shall include at least 25% women aged 30 years or under.
28. An associate member association is entitled to have three (3) voting delegates at a World Council meeting, at least one (1) of whom shall be aged thirty (30) years or under. The delegation shall include the President and the General Secretary of the member association.
29. The World Board may permit a member association to substitute a woman delegate of appropriate experience where a member association submits a valid reason for the inability of either its President or General Secretary to attend the World Council meeting.
30. Each World Board member shall have the right to vote at a World Council meeting, except on the acceptance of the World Board report on its activities and management of funds.
31. Each delegate has only one (1) vote and must be present to vote.
32. Resolutions of the World Council shall be passed by a majority of votes cast unless otherwise provided in the Constitution. The President has the deciding vote where there are equal votes for and against a motion.

World Board

Role

33. Between World Council meetings, the World Board is the main decision making body for the World YWCA.
34. The World Board shall:
 - a. implement the policies approved by the World Council;
 - b. present a report to the World Council on the activities and the management of funds by the World Board since the previous World Council meeting;
 - c. appoint the General Secretary;
 - d. appoint the auditors of the financial statements;
 - e. approve expenditure of capital from the endowment fund;
 - f. submit an annual audited financial statement to all member associations;
 - g. do such other things as are necessary to achieve the purpose and functions of the World YWCA.
35. The World Board may authorise the Officers to exercise its responsibilities in specific circumstances.

Composition of World Board

36. The World Board shall consist of twenty (20) members, being:
- a. two members from each region, at least one of whom shall be aged thirty (30) years or under at the time of election
 - b. one additional member from each of the four largest regions.
37. The Officers of the World Board shall be:
- a. The President;
 - b. The Treasurer, who shall be from a different country from the President;
 - c. Six (6) Vice-Presidents from the World Board members, each from a different region;
- at least two (2) of whom shall be thirty (30) years or under at the time of election.
38. On the recommendation of the Nominations Committee, the World Council shall determine the four largest regions, having regard to the number of member associations in the region, the number of individual members of member associations in the region and the programmes of member associations in the region.
39. The General Secretary is the Chief Executive Officer of the World YWCA. She shall be an ex-officio World Board member and an ex-officio Officer of the World YWCA, without the right to vote. She shall present an annual report to the World Board and a report to the World Council.
40. The immediate past World YWCA President shall be an ex-officio member of the World Board for the first full calendar year following her presidency without the right to vote.
41. World Board members shall sign an agreement declaring compliance with the ethical guidelines of the World YWCA and advise the President where circumstances may change.

Description of Officers' Roles

42. The President shall preside at meetings of the World Council and the World Board. She shall perform the other duties of the office. She shall be an ex-officio member of all committees and sub-committees.
43. The Vice-Presidents shall assist the President in her duties and may be called to perform the President's duties in the absence or at the request of the President.
44. The Treasurer shall oversee the management of the funds of the World YWCA and shall present an annual report to the World Board.

Eligibility requirements for World Board

45. A candidate for the World Board, including Officers, shall be a woman from a member association who is an active member with relevant experience at the national or local level. A candidate must be approved by her member association.

Term of office

46. A World Board member shall take office at the conclusion of the World Council meeting at which she is elected and shall serve until her successor is elected and takes office.

47. A World Board member other than the President and Treasurer may serve no more than two (2) consecutive terms on World Board.
48. A World Board member who has served one (1) term may serve no more than two (2) further consecutive terms as President or Treasurer.
49. A World Board member who has served two (2) terms may serve no more than one (1) further consecutive term as President or Treasurer.
50. The President and Treasurer may serve in that office for no more than two (2) terms.
51. In calculating eligibility for re-election, the appointment to fill a vacancy shall count as a term of service if the time in office is at least two (2) years.

Vacancies

52. In the event of a vacancy in the position of President, the World Board shall appoint a Vice-President to fill the vacancy.
53. In the event of a vacancy in the position of Treasurer, the World Board shall appoint as Treasurer a World Board member or a woman from a member association who is an active member with relevant experience at the national or local level.
54. In the event of a vacancy in the position of a Vice-President, the World Board shall appoint a World Board member to fill the vacancy.
55. In the event of a vacancy on the World Board, the World Board, on the recommendation of the Nominations Committee, shall appoint from the same region a woman from a member association who is an active member with relevant experience at the national or local level to fill the vacancy. The Nominations Committee may recommend more than one (1) candidate to fill a vacancy.

Meeting procedure

56. The World Board shall meet at least once a year.
57. The quorum for a World Board meeting shall be one half (1/2) of its members.
58. The World Board may meet face to face or by teleconference or using such other means as are available.
59. Each World Board member has one (1) vote.
60. Decisions of the World Board shall be passed by a majority of votes cast. The President has the deciding vote where there are equal votes for and against a motion.

Committees and Subcommittees

61. The World Board may set up committees and subcommittees for any purpose it considers appropriate. Women aged thirty (30) years or under shall comprise at least 25% of each committee and subcommittee. Committees and subcommittees may include women who are not World Board members.

Nominations and Elections

Nominations Committee

62. The Nominations Committee shall be comprised of five (5) members, each from a different region, at least one (1) of whom shall be aged thirty (30) years or under at the time of election. Two Nominations Committee members shall be World Board members.
63. A candidate for the Nominations Committee shall be a woman from a member association who is an active member with relevant experience at the World, national or local level who is not seeking election to the World Board at the next World Council meeting.
64. A Nominations Committee member may serve no more than two (2) consecutive terms on the Nominations Committee.
65. The functions of the Nominations Committee include:
 - a. recommending candidates for vacancies on the World Board between World Council meetings;
 - b. administering the nominations process for election of the members of the World Board including the Officers, and the Nominations Committee;
 - c. ensuring that candidates for election meet the eligibility requirements for World Board;
 - d. recommending election procedures to the World Council;
 - e. administering the election process with the assistance of election monitors.
66. The Nominations Committee may recruit individual members of the host association and observers at the World Council meeting as election monitors to administer elections at the World Council meeting.

Nominations

67. A candidate for World Board or Nominations Committee may be nominated by a member association or the World Board.
68. A member association, which has not paid its annual affiliation fee, may not nominate a candidate, unless the World Board accepts the special circumstances of the member association.
69. A list of candidates shall be distributed to member associations at least four (4) months before the World Council meeting.
70. Nominations shall not be allowed from the floor of the World Council meeting except where there are insufficient nominations in the list of candidates.

Elections

71. The World Council shall elect:
 - a. The President;
 - b. The Treasurer;
 - c. Other World Board members;
 - d. Six (6) Vice-Presidents from the World Board members;
 - e. The Nominations Committee.
72. The World Board members and the Nominations Committee members shall be elected by ballot at the World Council meeting by a majority vote.

73. Elections at the World Council meeting shall be conducted in accordance with election procedures approved by the World Council.

Powers

74. In order to achieve its purpose, the World YWCA has the following powers:
- a. Employs people whose services are necessary or desirable to achieve the purpose and functions;
 - b. Enters into agreements, arrangements and partnerships with any organisation, corporation, institution, person or group to achieve the purpose and functions;
 - c. Invests, borrows, raises and handles money;
 - d. Acquires, purchases, leases, holds, sells, mortgages, encumbers or otherwise deals with real and personal property in any part of the world;
 - e. Solicits and receives grants, donations, contributions and other financial aid and prudently plans for its financial well being and future;
 - f. Does all other things to achieve its purpose and function.

Finance and Property

75. The income of the World YWCA shall be derived from:
- a. affiliation fee payments from member associations in accordance with a plan approved by World Council and other payments from member associations;
 - b. fund raising and income generation;
 - c. individual donations;
 - d. government funding;
 - e. non-government funding; or
 - f. such other sources as the World Board determines.
76. The financial statements of the World YWCA shall be audited annually by a certified auditor.
77. The income and property of the World YWCA shall be applied solely towards the purpose of the World YWCA and no proportion shall be paid or transferred directly or indirectly to World Board members by way of dividend, bonus or otherwise.
78. The funds of the World YWCA alone guarantee the liabilities of the World YWCA to the exclusion of all personal financial responsibility of members of the World Board including Officers, and of staff and member associations.

Legal Status, Headquarters and Signatures

79. The World YWCA is an incorporated body and possesses civil personality in accordance with the laws of Switzerland.
80. The headquarters of the World YWCA shall be in Switzerland.
81. The World YWCA shall be bound by such signatures of its Officers and staff and in such circumstances as shall be determined from time to time by the World Board.

Dissolution

82. The World YWCA may be dissolved by a resolution of World Council passed by a majority of at least three-quarters ($\frac{3}{4}$) of member associations representing at least five-eighths ($\frac{5}{8}$) of the regions, where each member association shall have one (1) vote only.

83. In the event of dissolution of the World YWCA, any assets remaining after payment of all debts and liabilities shall be distributed to member associations at the time of dissolution, unless such associations waive this entitlement. The manner of distribution shall be determined by the World Board and any trustee appointed by the World Council.

Amendment

84. This Constitution may be amended by a resolution of World Council passed by a majority of at least two thirds (2/3) of member associations, where each member association shall have one (1) vote only.

85. At least twelve (12) months before the World Council Meeting, the World Board may propose an amendment, or a member association may propose an amendment to the World Board.

86. At least six (6) months notice of a proposed amendment shall be given to all member associations.

87. The proposed amendment shall be put forward as an item of business at a World Council meeting.

88. An amendment shall take effect immediately upon conclusion of the World Council meeting at which it is adopted.

Transitional provisions

89. A national association which has accepted in full the privileges and responsibilities of affiliation on 3 July 2007 shall continue as a full member of the World YWCA until its membership status is changed pursuant to this Constitution.

90. A national association which because of special circumstances in its own situation does not meet all the requirements and obligations of affiliation on 3 July 2007 shall continue as a full member of the World YWCA until its membership status is changed pursuant to this Constitution.

91. A national association working towards national status on 3 July 2007 shall continue as an associate member of the World YWCA until its membership status is changed pursuant to this Constitution.

92. The Officers, other World Executive Committee members and the Nominating Committee elected in Brisbane, Australia in July 2003 shall continue as the Officers, World Board members and Nominations Committee under this Constitution and shall serve until their successors are elected and take office.