

# UNITED NATIONS WOMEN'S GUILD OF VIENNA

## CONSTITUTION

Amended 2006

### **ARTICLE I. NAME**

The name of the organisation shall be the United Nations Women's Guild of Vienna, hereinafter referred to as the Guild.

### **ARTICLE II. PURPOSES**

The purpose of the Guild shall be to assist children in need and/or mother-child care programmes throughout the world, and to serve as a mutual bond and centre of interest for women connected with the United Nations, its Specialised Agencies, the International Atomic Energy Agency (IAEA) and the Comprehensive Nuclear Test Ban Treaty Organisation (CTBTO) in Vienna, hereinafter referred to as "The United Nations Organisations in Vienna."

### **ARTICLE III. ADMINISTRATION**

The Guild shall be administered by a Board of eleven officers.

### **ARTICLE IV. MEMBERSHIP**

1. Membership in the Guild shall be open to any woman officially connected by work with, or related to a staff member of, the United Nations Organisations or Permanent Missions to these Organisations in Vienna.
2. A member whose association with the United Nations Organisations and the Permanent Missions in Vienna has ceased, or a member who joined the Guild under earlier membership criteria, may retain or renew her membership.
3. Any female Chief Executive or wives of the Chief Executives of the United Nations Organisations in Vienna may become Honorary Members. All ex-Presidents of the Guild, on their retirement from Guild membership, shall become Honorary Members.
4. Women officially connected by work with, or related to a member of the diplomatic staff of Embassies in Vienna whose countries are members of the United Nations, but who are not qualified to be members under Article IV, Number 1, may be Associate Members of the Guild. They may participate in all activities, but they may not vote or hold office.

5. Persons who are not connected with the United Nations but whose contribution would be considered valuable to the Guild may be invited to participate in specific activities on the invitation of a Board member or group chairwoman.

## **ARTICLE V. THE BOARD**

### 1. Composition:

The eleven officers of the Board shall be President, First Vice-President, Second Vice- President, Treasurer, Secretary, Newsletter Editor, Welcoming Chairwoman, Information and Publicity Chairwoman, Bazaar Chairwoman, Activities Chairwoman and Membership Chairwoman.

### 2. Election and Term of Office:

The officers of the Board, representing as wide a geographical distribution as possible, shall be elected by closed ballot at the Annual General Meeting of the Guild. Each officer shall serve for a term of one year. Officers may serve on the Board for a maximum of three consecutive years. No officer may serve more than two consecutive terms in the same position. The Board shall have the power to appoint a member to fill a vacancy occurring between Annual Elections for the unexpired term of office. A partial term served as an appointed Board member shall not count towards the above limit. Under special circumstances the Board shall have the power to co-opt a member for a limited period.

### 3. Meetings:

Meetings of the Board shall be held before each General Meeting and may be called at any time by the President or the First Vice-President or at the request of four of its members. The Board shall have the power to act for the Guild in any matter which requires immediate attention and which is within the framework of the Constitution and By-Laws. Decisions must be passed by a majority vote of the Board, a quorum consisting of seven members.

### 4. Voting:

Each member of the Board or her alternate, in the Board member's absence, shall have one vote.

### 5. Policies and Procedures;

A written list of policies and procedures for all Board members as well as committees appointed by the Board shall be maintained and reviewed annually by the Board.

## **ARTICLE VI. ANNUAL AND OTHER GENERAL MEETINGS**

1. There shall be at least seven General Meetings annually.
2. An Annual General Meeting of the Guild shall be held in November when the Officers shall be elected for the coming year.
3. The newly elected Board shall be installed at the January meeting.
4. An Extraordinary General Meeting can be called at any time by the Board. In addition, a meeting can be called through a petition of six members in good standing.
5. Action at the General Meetings may be taken by an absolute majority vote of the members present, except as provided under Article X.

## **ARTICLE VII. FINANCE**

### **1. Dues:**

Membership dues shall be paid annually by new and renewing members. The amount of the subscription shall be approved by an absolute majority of members present at a General Meeting. All new members shall pay the full annual dues for the year in which they register.

### **2. Funds:**

- a. All net profits from any fund-raising project of the Guild (with the exception of such funds deemed necessary for future fund-raising expenses) shall be divided into three parts between:
  - i. UN-sponsored children's charities;
  - ii. children in need in Austria, and/or Austrian-based charities;
  - iii. charity organisations working for children in the developing countries.

Each year, the Charity Review Committee shall determine the proportion of the funds to the various charities for that year.

- b. The distribution of profits from fund-raising projects to children's charity organisations shall be approved by an absolute majority of members present at a General Meeting.
- c. Administrative expenses shall be met from membership income only. After such expenses are met and a suitable deposit is left for future operations, monies accruing from membership income may be used for charitable purposes at the discretion of the Board.
- d. The Board shall approve the selection of a qualified and recognised auditor. The account books of the Guild shall be audited as soon as possible following their closure at the end of the fiscal year.

3. Financial Year:

The financial year of the Guild shall begin on January 1 and end on December 31.

**ARTICLE VIII. VOTING**

Every full member in good standing shall be qualified to vote at all meetings. A member in good standing shall be defined as a paid-up member. There shall be no voting by proxy.

Provision shall be made for absentee voting.

**ARTICLE IX. REPRESENTATION**

All statements made on behalf of the UNWG must have the prior approval of the current Board.

**ARTICLE X. AMENDMENTS**

This Constitution may be amended by a two-thirds majority vote at any General Meeting of the whole Guild with a quorum of one-fifth of the members in good standing in attendance, provided that the proposed amendment shall have been considered by the Board and a copy circulated to each Guild member at least two weeks before the meeting.

**BY-LAWS**

**ARTICLE I. OFFICERS**

Each officer, with the exception of the President, shall notify and seek the approval of the Board of her chosen alternate for the year. In the officer's absence, the alternate will attend meetings with the right to vote.

1. The President:

The President, or in her absence the First Vice-President, shall preside at General Meetings, shall chair the Board, and be a member 'ex-officio' of all standing and other committees, except in the case of the Nominating Committee, but without the right to vote. She shall be the co-ordinator of all Guild activities so that consistency and continuity are preserved in the operation of the Guild. At the January meeting she shall present a synopsis of her report on the activities taken up during her one-year term of office.

2. The First Vice-President:

The First Vice-President shall act for the President in her absence. She shall, in co-

operation with the Board, be responsible for the arranging of speakers and programmes or special features for General Meetings.

3. The Second Vice-President:

The Second Vice-President shall appoint and chair a committee of at least five members (originating from different geographical regions) who shall thoroughly investigate and explore all potential charities for the Guild. She shall serve as a liaison between the Guild and its selected charities and monitor the use of funds upon completion of the respective projects. She shall present a proposed distribution of charity funds to the Board for consideration by June and at other times as requested.

4. The Treasurer:

The Treasurer shall be responsible for all funds paid to the Guild and pay out all monies as directed by the Board. She shall report all receipts and disbursements and present monthly itemised statements of both accounts to the Board. She shall make detailed financial information available to any member on request. She shall be the treasurer of the Bazaar and any other fund-raising activities. Her alternate may act for her in financial matters. The Treasurer shall present a financial report at the January General Meeting.

5. The Secretary:

The Secretary shall be responsible for handling official correspondence as requested by the President. She shall keep a record of all Board Meetings. She shall record the minutes of the General Meetings and present them on request to the members at the following meeting for approval. She shall prepare a copy of these minutes for inclusion in the monthly Newsletter. She shall be responsible for the running of the Guild Office.

6. The Newsletter Editor:

The Newsletter Editor shall be responsible for coordinating and issuing the monthly Newsletter of the Guild. She may recruit a committee to assist. She shall co-operate with the Membership Chairwoman in keeping the address list up to date.

7. The Activities Chairwoman:

The Activities Chairwoman shall be responsible for the establishment and co-ordination of interest groups, tours, trips, and special events in co-operation with the Board. She shall keep up-to-date activity lists available for the members.

8. The Bazaar Chairwoman:

The Bazaar Chairwoman shall be in charge of the annual Guild Bazaar. She shall set up a working committee to assist her in co-ordinating all activities of the Bazaar. She shall keep the President, Board and membership fully informed about all plans and activities with respect to the Bazaar by regular progress reports.

9. The Membership Chairwoman:

The Membership Chairwoman shall collect dues and register all memberships. She shall keep accurate records of address changes and pass on the necessary information to the Newsletter Editor and the printing office. She shall have primary responsibility for preparing and issuing the annual Directory of members. She shall organize an annual membership drive.

10. The Welcoming Chairwoman:

The Welcoming Chairwoman shall appoint and chair a committee of at least three members who shall be in charge of any hospitality or newcomers' function. Her committee shall keep in touch with the Personnel Offices of the United Nations Organisations in Vienna concerning new arrivals.

11. Information and Publicity Chairwoman:

The Information and Publicity Chairwoman shall collect and disseminate information useful to members and be in charge of all publicity matters pertaining to the Guild. She shall specifically assist in publicising the Bazaar and any other fund-raising activities. She shall be in charge of the Guild notice boards. If desired, she shall keep a scrapbook and shall supervise the taking and sale of photographs. She shall be responsible for finding shops willing to give members discounts and updating this list periodically. She shall attend personnel orientation meetings.

**ARTICLE II. COMMITTEES**

1. Standing and Ad-Hoc Committees:

Standing and Ad-Hoc committees may be established as required. All committee members must be paid-up members of the Guild. Chairwomen of such committees shall be appointed by the President with the prior approval of the Board. If a committee chairwoman resigns, the President shall appoint a new chairwoman with the prior approval of the Board.

2. Nominating Committee:

A minimum of five active members of the Guild shall be appointed to the Nominating Committee by the President with the prior approval of the Board at least three months before the Annual General Meeting. The Committee shall be responsible for preparing a slate of officers for the next year, following the "Policies and Procedures for the Nominating Committee." The slate shall be presented to the membership in writing at least two weeks before the November General Meeting.

In addition to the slate of candidates presented by the Nominating Committee, nominations for each office may be made from the floor at the October and November General Meetings.

3. Fund-Raising Committee:

A Fund-Raising Chairwoman may be appointed by the Board. The Chairwoman shall appoint and chair a committee of at least three members and shall organize fund-raising activities other than the Bazaar. She shall be directly responsible to the Board and may attend Board meetings. She shall co-ordinate her activities with the Treasurer and the Information and Publicity Chairwoman. She shall report regularly to the Board and keep them informed on all fund-raising projects. She shall submit an annual report to the Board.

4. No one person or committee has the right to pledge the financial credit of the Guild without the prior approval of the current Board.

**ARTICLE III. AMENDMENTS**

These by-laws may be amended by a two-thirds majority vote at any General Meeting of the whole Guild with a quorum of one-fifth of members in good standing in attendance, provided that a copy of the proposed amendment shall have been considered by the Board and circulated to each Guild member at least two weeks before the meeting.