

## **GW I BOARD OF OFFICERS**

### **2014 Terms of Reference**

#### **1. Purpose**

The Board of Officers

- shall be responsible for carrying out the decisions of the General Assembly and the overall policy direction of GWI; and
- is empowered to act on behalf of GWI between meetings of the General Assembly, provided that it takes no action involving financial commitments without prior consultation with the Finance Committee.

#### **2. Duties and responsibilities**

1. The duties and responsibilities of the Board of Officers are laid down in the Constitution and By-laws, of which Article VI expresses in the most comprehensive manner the powers and limitations.
2. The Board determines the manner of implementation of policy and all decisions of the General Assembly, within the limits imposed by the Constitution and any guidelines established by the General Assembly.
3. The Board works to promote the harmonious development of GWI policy and programme, always bearing in mind the international character of the Federation.
4. Among its duties, the Board of Officers
  - oversees, through the Executive Director, the administration of GWI, including the legal affairs of GWI, the office staff and premises;
  - approves amendments to the terms of reference of all GWI standing and special committees and guidelines for GWI representatives to international organisations;
  - approves the time and place of meetings of committees and their special expenses;
  - receives and considers recommendations from committees and GWI representatives to international organisations and decides upon proposals for action between meetings of the General Assembly;
  - appoints, when necessary and after consultation with the committee concerned, one or two members to serve on a voluntary basis as consultants to complement the expertise of a committee for specific tasks;
  - appoints and sets the terms of reference for special working groups and committees;
  - designates the person or persons authorised to sign agreements, contracts or accounts in the name of GWI;
  - designates the persons entitled to serve as signatories on GWI accounts;
  - considers the annual estimates submitted by the Finance Committee before they are proposed for approval by the General Assembly, and if alterations are deemed necessary consults with the Finance Committee;

- receives audited accounts before they are presented annually for final approval by the General Assembly and sends a copy to all national affiliates;
- authorises printed and electronic publications, documents and appeals issued in the name of GWI;
- determines the theme of each Conference;
- sets the final agenda for the Conference to be sent to national federations and associations;
- approves the estimates prepared by the Finance Committee and sets the conference fee for each Conference;
- determines the procedure in case there is a need to postpone the meeting of the Conference or to change the place thereof;
- determines the procedure for a written vote of the General Assembly when an urgent item, which is outside the jurisdiction of the Board of Officers, requires a decision between General Assembly meetings;
- reports to national federations and associations at regular intervals and prepares a written report on the work of the Board since the last meeting of the General Assembly which shall be circulated to the General Assembly members; and
- takes all other actions necessary to the smooth functioning of GWI, within the limits imposed by the Constitution and By-laws and any guidelines established by the General Assembly.

### **3. Methods of Work**

1. The President of the GWI is the presiding officer of the Board. She may call on another officer to preside.
2. Decisions are taken by consensus, but if apparent that consensus is not possible, by majority opinion. In order to take decisions the quorum for all physical and virtual meetings shall be a majority of all the Board members. Those dissenting can ask to have this recorded.
3. In cases of emergency, after notifying the Board of Officers and the Executive Director, the President may take action to deal provisionally with the situation. In such cases, she reports to the Board as soon as appropriate following resolution of the emergency.
4. In mutual consultation specific portfolio responsibilities may be assigned to each officer, including, but not limited to:
  - appointing an officer to serve on each of the standing and special committees of GWI;
  - dividing work between officers;
  - requesting an officer to assume responsibility for the execution of certain tasks on behalf of GWI;
  - taking over the work of any officer by one of the other officers, when need arises.
5. If it deems necessary, the Board may consult an advisory group, as provided under By Law 27.

#### **4. Meetings**

1. The Board of Officers shall meet before and after the Conference and yearly at the same time as the GWI Committees and at other times if considered necessary.
2. The proposed agenda shall be drawn up by the Executive Director in consultation with the President. Any Board member may propose items for inclusion in the agenda.
3. A summary of decisions taken by the Board during its meeting shall be circulated to national federations and associations.
4. Board meetings shall, at appropriate times, accept observers who may speak but shall not vote.
5. The Executive Director shall attend all meetings. She may designate another member of her staff to attend a meeting in her stead.
6. A special Board Meeting may be convened by the President.

#### **5. Amendments to Terms of Reference**

The Board of Officers may amend these Terms of Reference as needed, subject to the provisions of the GWI Constitution and By-laws.

These terms of reference are further completed by the undertakings attached.

*Draft adapted to new Constitution  
Approved by the Board of Officers  
February 2014*