

CONSTITUTION AND RULES
for
WOMEN'S INSTITUTES

Name

1. The name of the Institute is “The..... Women’s Institute”. In this Constitution it is called “the WI”. The WI Members may decide to change the name of the WI but only with the consent of the Federation Board of Trustees. A resolution to change the name requires a three-quarters majority of the votes cast by the WI Members.

Values and Objects of the Women’s Institute Organisation

Values

2. The Women’s Institute organisation is based on the ideals of fellowship, truth, tolerance and justice. With its original roots in rural and agricultural communities, it now embraces the interests of women in both rural and urban communities. All women who are interested in the values and purposes of the Women’s Institute organisation may join, no matter what their views on religion or politics may be. The organisation is non-sectarian and non-party political. This does not prevent WIs from concerning themselves with matters of political and religious significance, provided the views and rights of minorities are respected and provided the organisation is never used for party-political or sectarian purposes. WIs are charitable and everything they do must be consistent with that special legal status.

Objects

3. The main purposes of the Women’s Institute organisation are:
 - (a) to advance the education of women and girls for the public benefit in all areas including (without limitation):
 - (i) local, national and international issues of political and social importance;
 - (ii) music, drama and other cultural subjects; and
 - (iii) all branches of agriculture, crafts, home economics, science, health and social welfare;

- (b) to promote sustainable development for the public benefit by:
 - (i) educating people in the preservation, conservation and protection of the environment and the prudent use of natural resources; and
 - (ii) promoting sustainable means of achieving economic growth and regeneration;
 - (c) to advance health for the public benefit; and
 - (d) to advance citizenship for the public benefit by the promotion of civic responsibility and volunteering.
4. In Rule 3 “sustainable development” means development which meets the needs of the present generation without compromising the ability of future generations to meet their needs.
5. The Women’s Institute organisation seeks to give women the opportunity of working together through the Women’s Institute organisation in their communities, of developing their capacity and skills, and of putting into practice those ideals for which the Women’s Institute organisation stands.

Constitution

6. A Women’s Institute is an association of women with a constitution in the form laid down from time to time for Women’s Institutes by the National Federation.
7. A Women’s Institute may be formed anywhere where the Federation considers that there is a need for an organisation for women interested in the values and purposes of the Women’s Institute organisation. No Women’s Institute may be formed unless a WI Adviser is present at the opening.

Objects of the WI

8. The objects of the WI are to further the purposes of the Women’s Institute organisation.

Powers of the WI

9. To further its objects, the WI may:

- (a) provide a centre for social engagement and activities and organise courses of instruction, lectures and other educational activities;
- (b) publish and distribute educational material via any medium;
- (c) develop co-operative enterprise;
- (d) promote international understanding among women and girls interested in any aspect of the values and purposes of the Women's Institute organisation;
- (e) alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions (both nationally and internationally) regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to those which a charity governed by the law of England and Wales may properly undertake;
- (f) raise funds by way of subscription, donation or otherwise, provided that the WI may not undertake any substantial permanent trading activities in raising funds;
- (g) trade in the course of carrying out the objects of the WI (including making reasonable charges for any services) or as an ancillary activity to carrying out the objects (and incorporate any wholly owned company to carry on such trade);
- (h) acquire any property and any rights and privileges in and over property and construct, maintain and alter any buildings;
- (i) make regulations for any property of the WI;

- (j) subject to any consents that may be required by law, dispose of or turn to account all or any of the property or assets of the WI;
- (k) subject to any consents that may be required by law, borrow or raise and secure the payment of money;
- (l) set aside funds for special purposes or as reserves against future expenditure;
- (m) accept (or disclaim) gifts of money and any other property;
- (n) invest the moneys of the WI not immediately required for its objects in or upon such investments, securities or property as may be thought fit and as may be appropriate for the investment of charitable funds;
- (o) insure the property of the WI against any foreseeable risk and take out other insurance policies as are considered necessary by the Committee to protect the WI;
- (p) provide indemnity insurance for the Committee in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011; and
- (q) do all such other lawful things as may further the objects of the WI.

Limitation on Benefits

10. The income and property of the WI must be applied for the purposes of carrying out the objects of the WI and for no other purpose. No Committee Member nor any person Connected to a Committee Member may be appointed to any office paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the WI unless the payment is permitted by Rule 11.
11. A Committee Member or any person Connected to a Committee Member may receive the following benefits from the WI:

- (a) a Committee Member or any person Connected to a Committee Member may receive any benefits in money or money's worth in their capacity as a beneficiary of the WI;
- (b) a Committee Member or any person Connected to a Committee Member may be paid reasonable and proper out-of-pocket expenses and allowances for additional expenses; and
- (c) the WI may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Rule 9(p).

A Committee Member shall be treated as receiving remuneration or other benefits in money or money's worth from the WI if they or a person Connected to them receives such remuneration or benefits, but not otherwise.

Membership

Admission to Membership

12. Membership of the WI is open to women who have reached the Age of Majority.
 - (a) They may join by paying the required subscription.
 - (b) The WI may adopt a bye-law in accordance with Rule 69 below to limit membership.
 - (c) A WI Member is bound by the rules of the National Federation and of the WI for so long as she is a member.

Termination of Membership

13. Membership is terminated if:
 - (a) she dies;
 - (b) any sum due from the member to the WI is not paid in full within the relevant timeframe as decided by the National Federation from time to time;
 - (c) the Committee resolves, acting in good faith, that it is in the best interests of the WI to terminate her membership

of the WI. For the avoidance of doubt, this right does not allow the Committee to terminate her membership of any other Women's Institute. A resolution to remove her from membership may only be passed if:

- i. she has been given at least 28 days' notice in writing of the Committee meeting at which the resolution will be proposed and the reasons why it is to be proposed;
- ii. she or, at her option, the member's representative (who need not be a member of the WI) has been allowed to make verbal or written representations to the Committee meeting, and

any other processes, including the right to appeal to the Federation Board of Trustees, prescribed by the WI Handbook must be followed; or

- (d) the Federation Board of Trustees resolve that it is in the best interests of the WI to terminate her membership. A resolution to remove a member from membership may only be passed if:

- i. the member has been given at least 28 days' notice in writing of the board meeting of the Federation at which the resolution will be proposed and the reasons why it is to be proposed;
- ii. the member or, at the option of the member, the member's representative (who need not be a member of WI) has been allowed to make verbal or written representations to the meeting, and

any other processes prescribed by the WI Handbook must be followed.

- 14. A WI Member whose membership is terminated ceases to have any of the rights or privileges of membership.

Membership of multiple Women's Institutes

15. A WI Member may be a member of other Women's Institutes.
16. Every member of multiple Women's Institutes will have a Primary WI. The National Federation shall maintain a central record which states each WI Member's Primary WI. For the avoidance of doubt a WI Member can only have one Primary WI.
17. A member of multiple Women's Institutes may only be appointed a delegate in accordance with Rule 51 if this WI is her Primary WI. Otherwise she may hold any position, fully participate and vote at the meetings of any WI that she is a member of.

Subscriptions

18. Each WI Member must pay a subscription. The National Federation Board of Trustees, in prior consultation with the National Council, will decide the rate or rates of the subscription, the timing and method of payment of the subscription, and, subject to Rule 19, the manner of apportionment of the subscription between the WI, the Federation and the National Federation.
19. The Committee may determine the portion of the subscription for the WI payable by each WI Member, provided that such fee is not higher than the maximum set by the National Federation and is applied equally across all WI Members of this WI.
20. For the avoidance of doubt, the subscription of a member of multiple Women's Institutes comprises:
 - (a) the Women's Institute portion of the subscription for each Women's Institute that they are a member of in accordance with Rule 19 regardless of how many memberships she holds;
 - (b) the Federation and the National Federation portion of the subscription for her Primary WI. A member of multiple

Women's Institutes does not pay the Federation or National Federation portion of a subscription for any Women's Institute which is not her Primary WI.

Committee

Role and number of Committee Members

21. The role of the Committee is to manage the affairs of the WI. The Committee Members are the charity trustees of the WI as defined in the Charities Act 2011. Their role includes but is not limited to managing the affairs of the WI, arranging the time and place (or equivalent electronic means) of meetings, outlining the programme and presenting it to the WI Members for approval, and administering the funds of the WI in consultation with the WI Members.
22. The Committee Members have the same rights and responsibilities (including but not limited to voting rights) regardless of how the Committee Member is appointed or elected.
23. The Committee shall consist of at least three Committee Members. The Committee may decide on the maximum number of Committee Members from time to time as they see fit.
24. The Committee:
 - (a) must comprise at least three elected Committee Members ("Elected Committee Members"); and
 - (b) may include Committee Members who are co-opted by the Committee ("Co-opted Committee Members") provided that the number of Co-opted Committee Members is less than one-third of the Elected Committee Members at the time of any Co-opted Committee Member being appointed.

Eligibility for Committee Members

25. Any WI Member who has paid her subscription for the current year is eligible to stand for election as an Elected Committee

Member, to fill a Casual Vacancy for an Elected Committee Member or to be appointed as a Co-opted Committee Member.

26. No one may be a Committee Member if she is:

- (a) under the Age of Majority; or
- (b) employed by the WI.

Election, appointment and retirement of Committee Members

27. Committee Members may (on condition they meet the eligibility criteria and would not be disqualified under Rule 43) be:

- (a) elected as an Elected Committee Member in accordance with Rules 28 to 31;
- (b) appointed as a Co-opted Committee Member, by a decision of the Committee where they possess the required skills and experience as determined by the Committee Members; or
- (c) appointed, by a decision of the Committee Members, on the basis that they consider the appointment is necessary to fill a Casual Vacancy amongst the Elected Committee Members.

Nomination process

28. The Committee shall determine a process for the nomination of candidates for election as an Elected Committee Member.

Election by ballot for Elected Committee Members

29. If the number of persons nominated for election as Elected Committee Members does not exceed the number of vacancies to be filled, then the persons so nominated shall, as from the conclusion of the next Annual Meeting, be deemed to be elected as an Elected Committee Member.

30. In the event that the number of persons nominated for election as Elected Committee Members exceeds the number of

vacancies to be filled, a vote shall be conducted at the Annual Meeting.

31. The results of the vote shall be announced at and shall take effect from the conclusion of the Annual Meeting.

Terms of office - Elected Committee Members

32. All Elected Committee Members shall serve until the end of the next Annual Meeting following their election and they will be eligible for re-election under Rule 27(a).
33. For the avoidance of doubt Rule 32 also applies to Elected Committee Members appointed to fill a Casual Vacancy.

Terms of Office - Co-opted Committee Members

34. All Co-opted Committee Members shall serve until the end of the next Annual Meeting following their appointment and they will be eligible for re-appointment by the Committee under Rule 27(b).

Officers

35. The Officers of the WI shall be:
 - (a) the President;
 - (b) a Vice President or Vice Presidents (up to three);
 - (c) the Secretary; and
 - (d) the Treasurer.
36. The WI may combine the offices of Treasurer and Secretary or the offices of Treasurer and Vice President if the Federation Board of Trustees consents. No other offices may be combined.
37. At the Annual Meeting, the WI Members shall elect a President from the incoming Elected Committee Members.
38. The Vice President(s), the Secretary and the Treasurer are elected by the Committee from its members.

39. The Committee may at any time terminate the appointment of the Vice President(s), the Secretary and the Treasurer.
40. The President, Vice-President(s), Secretary and Treasurer will hold office until the end of the Annual Meeting following their election (or, if sooner, when they cease to be Committee Members or if their office is terminated in accordance with Rule 39).
41. If the office of President becomes vacant the WI Members may elect a Committee Member to fill the vacancy. If the office of Vice President, Secretary or Treasurer becomes vacant the Committee may elect one of their members to fill the vacancy.

Re-election of Officers and Committee Members

42. All Officers and Committee Members may be re-elected subject to any bye-law of the WI limiting terms of office.

Disqualification and Removal of Committee Members

43. A Committee Member ceases to hold office if:
 - (a) she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - (b) the Committee Members reasonably believe she has become physically or mentally incapable of managing her own affairs and they resolve that she be removed from office;
 - (c) she resigns her office by notice to the WI;
 - (d) she fails to attend a meeting of the Committee for three consecutive meetings unless the Committee Members decide otherwise;
 - (e) at a meeting of the Committee at which at least half of the Committee Members are present, a resolution is passed that the Committee Member is removed from office. Such a resolution shall not be passed unless the Committee Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been

afforded a reasonable opportunity of either (at their option) being heard by or making written representations to the Committee Members; or

- (f) she ceases to be a WI Member.

Meetings of the Committee

General

- 44. The Committee must meet at least six times in the year.
- 45. The quorum at Committee meetings is three or one third of the Committee Members (rounded up) if that is greater than three. (If there are fewer than three Committee Members, the quorum for making decisions to appoint additional Committee Members is the number of Committee Members at that time.)
- 46. The Committee must keep minutes of its meetings.
- 47. The Committee may make rules consistent with this Constitution and any bye-laws made under Rule 69 to govern their proceedings. The rules may relate to:
 - (a) how notice of Committee meetings is given (for example verbally, by post or electronically);
 - (b) how meetings are held;
 - (c) whether decisions of the Committee may be made without a meeting; and
 - (d) any other matter relating to the proceedings of the Committee.

Conflicts of Interest

- 48. The Committee must ensure that any potential conflicts between the best interests of the WI and the interests of the individual Committee Members (including their personal financial interests and any duties of loyalty they may owe to other individuals or organisations) are properly managed. The Committee must observe guidelines about how to manage these potential conflicts which are issued from time to time by the

National Federation. These guidelines will deal with declaring potentially conflicting interests, keeping a record of those interests and when the Committee Members may or may not vote on relevant issues at Committee meetings.

Proceedings

49. Subject to any bye-laws, or rules made under Rule 47 above:

- (a) Committee Members need not be in the same place as each other during a Committee meeting, and some or all participants may participate electronically (including by telephone) provided that all participants may hear and be heard (or equivalent) by all the other participants; and
- (b) A decision may also be taken outside of a meeting when all of the Committee Members indicate to each other by any means (including without limitation by telephone or email) that they share a common view on a matter. The Committee Members cannot rely on this provision to make a decision outside of a meeting if one of them is precluded from voting under guidelines referred to in Rule 48. A suitable minute must be made of the relevant decision(s).

Sub-committees

50. The Committee may appoint sub-committees of such persons as it thinks fit and determine the terms of reference, powers, duration and composition of any such sub-committee, and may specify how that sub-committee may conduct business.

- (a) The chair of each sub-committee or someone appointed for the purpose must report the proceedings of each meeting of the sub-committee to the WI Committee.
- (b) Sub-committees may not hold funds or have power to dispose of the funds of the WI.

Delegates

51. At the Annual Meeting or at any other appropriate meeting the WI shall appoint from amongst the WI Members, who have this WI as their Primary WI, delegates to attend meetings of the Federation Council and of the National Federation in accordance with Rule 61.
52. Delegates (and deputies and proxies) are entitled to all reasonable and proper out-of-pocket expenses incurred in representing the WI in accordance with guidelines issued from time to time by the Federation Board of Trustees. Any dispute concerning the entitlement to or the amount of expenses is to be decided by the Federation Board of Trustees.

Meetings of the WI

WI Meetings

53. A minimum of eleven meetings open to all WI Members should be held each year in whatever month or months and at whatever hour and place as is decided upon by the WI Members or, if necessary, by the Committee. Suitable electronic means (including telephone, web or video-conference) may be used instead of / in addition to a physical meeting, if considered appropriate taking into account the intended business at the meeting and the desire to maximise inclusivity.

Annual Meeting

54. An Annual Meeting must be held within 15 months of the establishment of the WI and afterwards once in every calendar year.
 - (a) The Committee will decide on the date, place and time of the Annual Meeting.
 - (b) The date and time of the Annual Meeting must be agreed with the Federation Board of Trustees.
 - (c) Notice of the Annual Meeting giving the date, place and hour of the meeting must be either:

- (i) included in the programme of meetings given to each WI Member; or
 - (ii) given to each WI Member at least 21 days in advance.
- (d) The retiring Committee must make available to the Annual Meeting for adoption a report of the work of the year and a signed statement of accounts under Rule 67.

Special Meeting

55. The Secretary must convene a Special Meeting whenever directed to do so by the Committee, or at the written request of at least one-quarter of the WI Members who have paid their subscription for the current year.
56. Notice of a Special Meeting must be sent by the Secretary to each WI Member at least ten days in advance, setting out the date, place and hour of the meeting and a note of the purpose for which it is called. A quorum for a Special Meeting shall be one-quarter of the WI Members unless the Special Meeting is called for the purpose of passing a resolution on the enlargement or termination of the WI under Rule 76, a transfer of the WI's property under Rule 78, or a closure or suspension of the WI under Rule 79, in which case Rule 62 shall apply as to the number of WI Members who must vote for the resolution to be passed.

Procedure

Voting

57. No person may vote at WI meetings unless she is a WI Member who has paid her subscription for the current year.
58. The Committee may delay or postpone Annual Meetings (including delaying or postponing them into the following year), decide not to hold an Annual Meeting in a particular year, or delay or postpone Special Meetings where they reasonably consider that this is necessary for the safety of the attendees or the public, or to comply with law or regulation. In such a case where applicable they shall give as much notice of the revised date, place and hour of the meeting as reasonably practicable.

For the avoidance of doubt, where this Rule 58 is applied to an Annual Meeting, the existing Committee Members will stay in place until the next Annual Meeting which occurs (unless their position is vacated under Rule 43).

Electronic participation

59. The Committee Members may provide that Annual Meetings and Special Meetings can take place wholly or partly by suitable electronic means (including telephone, web or video-conferencing facilities). This Constitution is then to be interpreted to allow business to be conducted by the relevant means (for example, the reference to a “place” in Rules 54 and 56 should be construed as a reference to providing details of any physical place (if there is one) and suitable telephone / electronic details to allow members to participate; a person participating remotely is present at the meeting and forms part of the quorum thereof).
60. Without prejudice to Rules 30, 61 and 62 , the WI may, if the Committee Members so decide (and subject to taking such safeguards as the National Federation shall prescribe), allow the WI Members to vote by post or suitable electronic means (including email) to make a decision on any matter that is being decided at an Annual Meeting or Special Meeting.

Delegates for Federation and National Federation Meetings

61. The delegates to attend meetings of the Federation and National Federation must be elected if there are more nominations than vacancies. The Committee may organise the elections as it thinks fit, provided that nothing may be done which is inconsistent with the provisions of this Constitution or any bye-law made in furtherance of Rule 69.

Enlargement, transfer and suspension

62. At Special Meetings called for the purpose of passing a resolution on the enlargement or termination of the WI under Rule 76, a transfer of the WI’s property under Rule 78, or a closure or suspension of the WI under Rule 79:
 - (a) voting will be conducted by secret ballot;

- (b) WI Members may vote at the meeting or may vote in advance by either:
 - (i) sending their vote by post or email (or other suitable electronic means agreed by the Committee) to the President or Secretary to be received by the end of the day before the meeting; or
 - (ii) arranging for their vote to be given to the chair of the meeting by hand before the start of the meeting;
- (c) at least one-quarter of the WI Members must vote on the resolution;
- (d) the resolution must be approved by a majority of three-quarters of the WI Members voting on the resolution.

Irregularities

- 63. Every vote or action taken by the Committee or sub-committees or a person acting as a Committee Member is valid even if it is later discovered that there was some irregularity in the appointment of one or more of the Committee Members or sub-committee members.
- 64. The validity of the proceedings at any meeting or the passing of a resolution (in writing or otherwise) or the making of any decision shall not be affected by any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any lack of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

Finance

- 65. The Committee must open a bank account in the name of the WI and authorise at least three Committee Members, one of whom must be an Officer, to authorise payments on behalf of the WI. All payments drawn on the account must be signed or authorised by at least two authorised persons.

66. The funds of the WI must be applied for the purpose of carrying out the objects of the WI in accordance with this Constitution and for no other purpose.
67. The Treasurer must keep proper accounts of the finances of the WI. A statement of the accounts for the last financial year must be independently examined or (if so required by law) audited. The accounts (independently examined or audited as appropriate) must be made available by the Committee to the Annual Meeting and be available to all WI Members.

Property

68. The title to all real or personal property which may be acquired by or on behalf of the WI must be vested in at least two and not more than four individuals as Holding Trustees or in the Official Custodian for Charities or in some other corporation lawfully entitled to act as custodian trustee.

Bye-Laws

69. The WI may make, repeal or alter bye-laws in addition to the Constitution by a resolution passed by two-thirds of the WI Members present and voting at an Annual Meeting or a Special Meeting called for the purpose.
 - (a) The proposed bye-laws, or any resolution for the repeal or amendment of such bye-laws, must be sent to every WI Member together with the notice calling the meeting.
 - (b) No bye-law is valid if it conflicts with the constitution of the National Federation or of the Federation, or with this Constitution.
 - (c) Before being put into action, a bye-law, or any resolution for the repeal or amendment of a bye-law, must be approved by the Board of Trustees of the Federation.
 - (d) Bye-laws may relate to membership, tenure of office, the holding of meetings and any other matter approved by the National Federation Board of Trustees.

Federation Membership

70. On signing (or otherwise authenticating) the Constitution the WI will become a member of the Federation, or if the Federation is incorporated the WI will become entitled to appoint a delegate or delegates to the Council of the Federation, in whose area the WI is situated and must from that time comply with the constitutions for the time being of the National Federation and of the Federation.
- (a) After one year the WI may, if desired, be transferred by the National Federation Board of Trustees on the recommendation of the Boards of Trustees of the federations concerned to whichever federation is easiest of access.
 - (b) A transfer may only be authorised in cases of exceptional difficulty.
71. The WI must comply with the following conditions:
- (a) *Reports:* The WI must supply membership, financial and statistical returns and reports of meetings to the National Federation and the Federation whenever required to do so.
 - (b) *Affiliation:* The WI must obtain the sanction of the Board of Trustees of the National Federation before affiliating to the county or central headquarters of any organisation outside the National Federation.

Pooling of Fares

72. The cost of fares of delegates and proxies attending meetings of the Federation Council may be shared by the Federation and Women's Institutes in the Federation if the Federation Board of Trustees so decides.
73. The cost of fares of the Federation Representatives and deputies and WI Link Delegates and proxies attending any in-person meetings of the National Federation shall be shared by all federations and Women's Institutes in such manner as the Board of Trustees of the National Federation may decide. The

Federation and the WI may also agree to share other costs (such as accommodation) of attending any in-person meetings of the National Federation.

Communications

74. Notices of meetings and any other documents or information may be sent to WI Members by hand, by post, or by such electronic means (such as by email or via a website) as the Committee decides.
- (a) In the case of electronic communications, the recipient must have given their prior consent (either generally or specifically) to receiving communications electronically.
 - (b) Electronic communications should only be used to the extent that the Committee is satisfied that this will not prejudice any WI Members who do not wish to use this form of communication.

Alteration of Constitution

75. This Constitution may be altered at a meeting of the National Federation by a resolution passed by two-thirds of the votes cast by or on behalf of the members of the National Federation at that meeting.
- (a) No such alteration may be further altered until three years have expired unless a resolution to alter it is duly proposed at a meeting of the National Federation by the National Federation Board of Trustees, or at least seven Federation councils.
 - (b) If a proposed alteration of the Constitution is defeated at a meeting, neither the proposed alteration nor an alteration which in the opinion of the Chair of the National Federation is similar in substance may be brought forward for three years except by the National Federation Board of Trustees or at least seven Federation Councils.

Enlargement

76. A Women's Institute ("the continuing WI") may be enlarged by absorbing a Women's Institute ("the terminating WI") provided that:
- (a) The consent of the Federation Board of Trustees to the enlargement has first been obtained.
 - (b) The committees of the continuing WI and the terminating WI shall seek to agree on the name of the continuing WI and the composition of its committee. In the event that the continuing WI and the terminating WI fail to agree on the name and committee composition within one month of the consent the Federation Board of Trustees being obtained in accordance with Rule 76(a), the committees shall refer this matter to the Federation for its determination. Any questions as to which federation is to determine this matter (for example, where the continuing WI and terminating WI fall under different federations) shall be determined by the continuing WI.
 - (c) Subsequently, each of the terminating WI and the continuing WI at Special Meetings called for the purpose, held in accordance with Rule 62 and attended by a WI Adviser, approves a resolution setting out the terms of the enlargement (including the name and committee ~~board~~ composition of the continuing WI as agreed or determined in accordance with Rule 76(b)).
77. When the terminating WI is absorbed by the continuing WI:
- (a) the Treasurer of the terminating WI must first discharge its outstanding liabilities out of the funds of the terminating WI; and
 - (b) any remaining property of the terminating WI and the records of the terminating WI must then be transferred to the continuing WI for its free and independent use.

Transfer of Property

78. The WI may transfer property of any kind to a newly formed Women's Institute (which WI Members are to transfer or have transferred their membership to, or which potential WI Members are to become members of) provided that:
- (a) the consent of the Federation Board of Trustees has first been obtained; and
 - (b) subsequently, the WI at a Special Meeting called for the purpose, held in accordance with Rule 62 and attended by a WI Adviser, approves a resolution to transfer the property.

Closure or Suspension

79. The WI may be closed or its activities suspended provided that:
- (a) the Federation Board of Trustees has first been informed of the intention to close or suspend activities; and
 - (b) subsequently, the WI at a Special Meeting called for the purpose, held in accordance with Rule 62 and attended by a WI Adviser, approves a resolution to close or suspend activities.
80. The WI may be closed or its activities suspended on the grounds that its conduct has been contrary to its objects or detrimental to the best interests of the movement by the Federation Board of Trustees after consultation with and in accordance with an authority from the National Federation Board of Trustees having first given the WI the opportunity to submit a written representation for consideration by the Federation Board of Trustees and National Federation Board of Trustees before a final decision is made.
81. If the WI decides at a Special Meeting to close or suspend its activities, or if the Federation Board of Trustees closes or suspends the activities of the WI:
- (a) the Treasurer of the WI must discharge its outstanding liabilities out of the funds of the WI;

- (b) a scheme approved by the majority of the WI Members for the care or disposal of any property owned by the WI other than money or investments, must be submitted to the Federation Board of Trustees for its approval. The scheme cannot provide for the distribution of any property or funds to WI Members and it must comply with Rules 10 and 11. If the Federation Board of Trustees objects to the scheme, the matter must be referred to the National Federation Board of Trustees, which may amend or alter the scheme as it thinks fit. The decision of the National Federation Board of Trustees is final;
- (c) the WI records must be forwarded for safe custody to the Federation Board of Trustees; and
- (d) the balance of the funds remaining after the payment of all outstanding liabilities shall be handed over to the Board of Trustees of the Federation, to be held by them until the WI is reformed, or for three years or until a new WI is established which in the opinion of the Federation Board of Trustees serves the area formerly served by the WI, whichever is the shorter period. If the WI is reformed within that time, the funds (excluding interest) will be passed to the reformed WI. If at the end of that time the WI has not been reformed, the funds (including interest) are to be retained by the Federation.

Definitions

82. In this Constitution:

- (a) **“the Age of Majority”** means the age at which a person is entitled to vote in national elections in the country or Crown Dependency in which the WI is based .
- (b) **“the Annual Meeting”** means the annual meeting of the WI Members held in accordance with Rule 54.
- (c) **“Casual Vacancy”, “Casual Vacancies”** means a vacancy which arises amongst the Committee due to an Elected Committee Member ceasing to hold office before their term of office expires.
- (d) **“the Committee”** and **“Committee Members”** are the charity trustees of the WI as defined in the Charities Act 2011.
- (e) **“Connected”** in relation to a Committee Member means:
 - (i) any spouse or civil partner of a Committee Member;
 - (ii) a person living with a Committee Member as if they were their spouse or civil partner where there is any financial interdependency between that person and the Committee Member;
 - (iii) any parent, child, step-child, brother, sister, grandparent or grandchild of a Committee Member where there is any financial interdependency between that person and the Committee Member;
 - (iv) the spouse or civil partner of any person in (iii);
 - (v) a person living with a person in (iii) as if they were their spouse or civil partner where there is any financial interdependency between that person and the person in (iii);
 - (vi) any partnership or firm controlled by a Committee Member; or

- (vii) any company in relation to which a Committee Member may exercise more than 50% of the voting power at a general meeting of the company.
- (f) **"Co-opted Committee Member"** means a Committee Member who is co-opted in accordance with Rule 27(b).
- (g) **"Elected Committee Member"** means a Committee Member who is elected in accordance with Rule 27(a).
- (h) **"the Federation"** means the Federation of Women's Institutes with a constitution in the form laid down from time to time for Federations by the National Federation and of which the WI is to be a member in accordance with Rule 70 of this Constitution.
- (i) **"the Federation Board of Trustees"** means the board of trustees of the Federation.
- (j) **"Holding Trustees"** are the individuals appointed by the Committee to hold the legal title of property of the WI and who act on the instructions of the Committee.
- (k) **"the National Council"** means the National Council of the National Federation.
- (l) **"the National Federation"** means the National Federation of Women's Institutes of England, Wales, Jersey, Guernsey and the Isle of Man, a body incorporated under the Companies Act 1985.
- (m) **"the National Federation Board of Trustees"** means the board of trustees of the National Federation.
- (n) **"Officers"** means Committee Members elected as the officers of the WI in accordance with Rules 35 to 41.
- (o) **"Primary WI"** means the Women's Institute that a member of multiple Women's Institutes pays a full subscription to and is recorded as their primary Women's Institute in accordance with Rule 16.
- (p) **"Special Meeting"** means a special meeting of the WI held in accordance with Rule 55.

- (q) **“WI Adviser”** means an individual appointed by the federations to support Women’s Institutes and who has the powers and functions conferred on her by a federation’s constitution or otherwise by a federation.
- (r) **“WI Handbook”** means the rules adopted by the National Federation from time to time on the operations and governance of Women’s Institutes which has been called the WI Handbook or another name.
- (s) **“WI Member”** means a member of the WI admitted in accordance with Rule 12.
- (t) **“WI Link Delegate”** refers to a representative appointed in accordance with the Articles of Association of the National Federation to represent Women’s Institutes at annual meetings of the National Federation.
- (u) **“Women’s Institute”** has the meaning prescribed by Rule 6 and **“the WI”** means this Women’s Institute as named in Rule 1.
- (v) **“written”** refers to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied electronically or otherwise.

References in this Constitution to any legislation include a reference to that legislation as re-enacted or amended from time to time and to any subordinate legislation made under it.

Notes

Signed on behalf of

_____ WI

_____ Federation

_____ President

_____ Secretary

Date: _____ WI Reference: _____

NATIONAL FEDERATION OF WOMEN'S INSTITUTES

104 New Kings Road, London SW6 4LY

Tel: 020 7371 9300 **Fax:** 020 7736 3652

Website: www.theWI.org.uk

Incorporated in England and Wales as a Company Limited by
Guarantee – No. 251 7690

Charity Registration No. 803793. VAT No. 239 4128 57