



**CONSTITUTION AND RULES**  
**for**  
**COUNTY/ISLAND\* FEDERATIONS**  
**of**  
**WOMEN'S INSTITUTES**

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## **Name**

1. The name of the Federation is “The..... County/Island\* Federation of Women’s Institutes”. In this Constitution it is called “the Federation”.
  - (a) The Federation Council may decide to change the name of the Federation but only with the prior consent of the Board of Trustees of the National Federation.
  - (b) A resolution to change the name requires a three-quarters majority of the votes cast by the Council.

## **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 Women’s Institutes 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. Women’s Institutes are charitable and everything they do must be consistent with that special legal status.

## **Objects of the Women’s Institute Organisation**

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 **33** “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 Federation is an association of Women’s Institutes formed with a constitution as laid down for Federations from time to time by the National Federation.~~

## **Objects of the Individual Federation**

7.6. The objects of the Federation are to further the purposes of the Women’s Institute organisation in (*insert area served by the Federation*) and elsewhere.

## **Powers**

8.7. To further these objects the Federation may:

- (a) form and advise Women's Institutes in the Federation according to the rules and regulations laid down by the National Federation;
- (b) co-ordinate and assist the work of Women's Institutes in the Federation;
- (c) establish a link of mutual helpfulness between Women's Institutes in the Federation;
- (d) receive and consider reports from Women's Institutes in the Federation;
- (e) make reports and suggestions from time to time to the National Federation on all issues affecting Women's Institutes;
- (f) promote international understanding among women and girls interested in any aspect of the values and purposes of the Women's Institute organisation;
- (g) organise conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (h) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter in any medium;
- (i) 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;
- (j) raise funds by way of subscription, donation or otherwise, provided that the Federation may not undertake any substantial permanent trading activities in raising funds;

- (k) trade in the course of carrying out the objects of the Federation (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 any such trade;
- (l) acquire any real or personal property and any rights or privileges in and over property and construct and maintain and alter any buildings;
- (m) make regulations for any property of the Federation;
- (n) 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 Federation;
- (o) invest the moneys of the Federation 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;
- (p) subject to any consents that may be required by law, borrow or raise and secure the payment of money;
- (q) engage and pay employees and professional or other advisers (who are not Trustees);
- (r) make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their spouses and other dependants;
- (s) establish and support other charitable organisations and subscribe, lend or guarantee money for charitable purposes connected with the charitable purposes of the Federation;
- (t) undertake and execute any charitable trusts which may lawfully be undertaken;
- (u) lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company as

may be necessary or convenient for the work of the Federation;

- (v) operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (w) amalgamate, merge or join in or with any charity having charitable objects wholly or in part similar to those of the Federation;
- (x) insure the property of the Federation against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Federation;
- (y) provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011;
- (z) acquire or undertake all or any of the property, liabilities and engagements of charities with which the Federation may co-operate or federate; and
- (aa) do all such other lawful things as may further the objects.

### **Limitation on Private Benefits**

9.8. The income and property of the Federation must be applied for the purposes of carrying out the objects of the Federation and for no other purpose. No part may be paid or transferred directly or indirectly by way of profit to the members of the Federation (and no Trustee nor any person Connected to a Trustee 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 Federation), provided that:

- (a) this shall not prevent the Federation from supporting and benefiting Women's Institutes in furtherance of its objects; and
- (b) this shall not prevent any payment in good faith by the Federation:

- (i) of reasonable and proper remuneration to any member of the Federation or any member of the Council (who is not a Trustee or a person Connected to a Trustee) for any services rendered to the Federation;
  - (ii) of interest on money lent by any member of the Federation or any member of the Council at a reasonable and proper rate;
  - (iii) of any reasonable and proper rent for premises let by any member of the Federation or any member of the Council;
  - (iv) of any benefits in money or money's worth to any member of the Federation or any member of the Council in their capacity as a beneficiary of the Federation; and
  - (v) any payments to a member of the Federation or a member of the Council who is also a Trustee or a person Connected to a Trustee which are permitted under Rule ~~89~~(c);
- (c) a Trustee or any person Connected to a Trustee may receive the following benefits from the Federation:
- (i) interest on money lent by any Trustee or any person Connected to a Trustee at a reasonable and proper rate;
  - (ii) any reasonable and proper rent for premises let by any Trustee or any person Connected to a Trustee;
  - (iii) any benefits in money or money's worth conferred on a Trustee or a person Connected to a Trustee in their capacity as a beneficiary of the Federation;
  - (iv) the Federation may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Rule ~~7(y)8(y)~~; and

- (v) reasonable and proper out-of-pocket expenses and allowances for additional expenses.

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

## Membership of the Federation

### *Members*

9. ~~Subject to~~ Membership of the Federation shall consist of:
- (a) Delegates appointed in accordance with Rule ~~11~~10 below;  
the Women's Institutes in; and
  - (b) the Federation shall Trustees of the Federation.
10. Each Women's Institute in the Federation shall appoint an equal number of Delegates (the number being determined from time to time by the Council) to be its members of the Federation and to represent the Women's Institute.
- (a) The names of the Delegates, the names of the Women's Institute and the fact that they are its representatives shall be entered in the register of members.
  - (b) Any Women's Institute may replace a Delegate by notice in writing to the Federation without it being necessary for the Delegate to give notice to the Federation of her resignation. Replacement takes effect when the notice from the Women's Institute is received at the Office or by the Secretary (whichever is earlier).
11. A ~~Women's~~Women's Institute in the Federation may, with the approval of the National Federation given in accordance with the WI Constitution, ~~terminate~~withdraw its ~~membership of the Federation~~Delegates in order to ~~become a member of~~appoint Delegates to a neighbouring Federation of easier access and a ~~Women's~~Women's Institute outside the Federation may similarly ~~become a member of~~appoint Delegates to the Federation.



### Termination of Membership

12. A member ceases to be a member of the Federation if:

(a) she is a Delegate and:

(i) she dies;

(ii) the Women's Institute transfers to another federation. In such circumstances, the right of a Women's Institute to appoint a Delegate to the Federation also ceases and the Women's Institute shall have the right to appoint a Delegate to the federation that the Women's Institute has transferred to;

(iii) the Women's Institute ceases to exist, is closed or is suspended in accordance with the WI Constitution. In such circumstances the right of a Women's Institute to appoint a Delegate also ceases but if a suspended Women's Institute is revived so is its right to appoint a Delegate; or

(iv) at a meeting of the Board of Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Delegate be removed from membership on the ground that it is in the best interests of the Federation that their membership is terminated. Such a resolution may not be passed unless the Delegate has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees; or

(b) she is a Trustee and she ceases to be a Trustee.

### *Subscriptions*

~~12.~~13. The Federation shall levy subscriptions from Women's Institutes in the Federation at such rates and at such times as

the National Federation may determine in accordance with the Articles of Association of the National Federation.

## **Federation Council**

~~13.14.~~ 14.15. ~~The members of the Federation are known as the Council.~~

The Council of the Federation consists of voting members and non-voting members. Each voting member has one vote.

~~14.15.~~ 15.16. The voting members of the Council are:

~~(a) an equal number of Delegates elected by each member Women's Institute (the number being determined from time to time by the Council); and~~

~~(a) Delegates; and~~

(b) members of the Board of Trustees.

~~15.16.~~ 16.17. The non-voting members of the Council are:

(a) WI Advisers who have not been appointed as voting members in accordance with Rule ~~15.14~~ above; and

(b) any other person who may be given the right of attendance at Council meetings by the Board of Trustees.

## **Members' Meetings**

### *Federation Council*

~~16.17.~~ 17.18. Meetings of the Council are the equivalent of general meetings of the Federation.

### *Annual Meetings*

~~17.18.~~ 18.19. An Annual Meeting of the Council shall be held at a time and place to be agreed by the Council or in default by the Board of Trustees.

### *Notice of Annual Meetings*

~~18.19.~~ 19.20. At least 14 clear days' notice in writing of the Annual Meeting, giving the date, place and hour, must be sent by the Secretary of the Federation to each member Women's Institute,

to each Trustee and to each WI Adviser. The notice must include with reasonable prominence a statement informing each member Women's Institute of their right to appoint another person as their proxy at Annual Meetings.

### *Submission of resolutions to Annual Meetings*

19:20. Resolutions for consideration by the Annual Meeting may be submitted by member Women's Institutes, by the Board of Trustees or by individual Trustees in accordance with the bye-laws of the Federation.

### *Special Meetings*

20:21. All meetings of the Council, other than the Annual Meeting, are called Special Meetings. The Board of Trustees may call a Special Meeting at any time and, a Special Meeting must be called ~~on if~~ a ~~requisition signed by~~ request in writing is received from five per cent of the ~~member Women's Institutes~~ members of the Federation specifying the business to be discussed. The Special Meeting must be held within ten weeks of the receipt of such a ~~requisition~~ request.

### *Notice of Special Meetings*

21:22. At least 14 clear ~~days~~ days' notice in writing of a Special Meeting giving the date, place and hour and specifying the business to be discussed must be sent to each member Women's Institute, to each Trustee and to each WI Adviser. The notice must include with reasonable prominence a statement informing each member Women's Institute of their right to appoint another person as their proxy at Annual Meetings.

### *Quorum*

22:23. The quorum for all meetings of the Council (in person or by proxy) is one fifth of those entitled to attend and vote.

### *Votes of Delegates*

23:24. No Delegate may vote on behalf of a Women's Institute at any meeting of the Council, and no Women's Institute may vote on the election of Trustees, if that Women's Institute has failed

to make any payment to the Federation which it should have made.

### *Postponement / delay*

~~24.~~25. ~~Notwithstanding Rules 17, 18, 20 and 21, the~~The Trustees may delay or postpone Annual Meetings (including delaying or postponing them into the following year or not holding an Annual Meeting in a particular year) or 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.

### *Regulation of proceedings*

~~25.~~26. The Council may regulate its meetings 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 ~~76~~57.

### *~~Virtual participation and postal / email votes~~*

~~27.~~ A ballot may be demanded:

- ~~(a) by the chair of the meeting;~~
- ~~(b) by five persons having the right to vote on the resolution at the meeting;~~
- ~~(c) by persons representing at least ten per cent of the rights to vote on the resolution.~~

~~28.~~ A ballot must be taken as the chair of the meeting directs and she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the ballot. The result of the ballot is deemed to be the resolution of the meeting at which the ballot was demanded.

~~29.~~ A ballot demanded on the election of a chair or on a question of adjournment must be taken immediately. A ballot demanded on any other question may be taken immediately or at such time

and place as the chair of the meeting directs provided this is within thirty days of the ballot being demanded.

30. No notice need be given of a ballot not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice must be given specifying the time and place at which the ballot is to be taken.

### Participation and votes by post and electronic means

26.31. Subject to any bye-law made in furtherance of Rule ~~5776~~ expressly dis-applying this Rule ~~2631~~:

- (a) The Trustees may provide that Annual Meetings and Special Meetings can take place wholly or partly by suitable electronic means (including but not limited to telephone, web or video-conferencing facilities) where all those participating can hear each other (or equivalent). These Rules and any bye-laws made ~~thereunder~~ are then to be interpreted to allow business to be conducted by the relevant means (for example, the reference to a “place” in Rules ~~17, 18, 21 and 24~~ 18, 19, 22 and 25 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).
- (b) The Federation may, if the Trustees so decide (and subject to taking such safeguards as the National Federation shall prescribe), allow the members to vote by post or electronic ~~mail (“email”)-means~~ to make a decision on any matter that is being decided at a meeting of the members.

### Proxies

32. A member of the Federation may appoint another person who is a WI Member as her proxy to exercise all or any of her rights to attend and speak and vote at a general meeting of the Federation.
33. The appointment of a proxy (and any revocation of an appointment) must be in writing and delivered to the Federation before the commencement of the meeting.

34. In the case of a Delegate the appointment of a proxy (and any revocation of an appointment) may be signed or authenticated by or on behalf of the Delegate or the Women's Institute she represents, and in the event of a conflict between an appointment by a Delegate and an appointment by the Women's Institute she represents, the appointment by the Women's Institute shall take priority.
35. A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy appointment has been delivered to the Federation by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the proxy appointment is not valid.

### *Federation's fares pool*

- ~~27.~~36. The cost of fares of Delegates attending meetings of the Council may be shared by the Federation and member Women's Institutes if the Board of Trustees so decides.

## **Board of Trustees**

### Role and number of Trustees

37. The role of the Board of Trustees is to manage the affairs of the Federation. The Trustees are the charity trustees of the Federation as defined in the Charities Act 2011.
38. The Trustees have the same rights and responsibilities (including but not limited to voting rights) regardless of how the Trustee is appointed, elected or otherwise takes office.
39. Unless otherwise decided by resolution of the Council, the Board of Trustees shall consist of at least six and up to fifteen members in total which comprises:
- (a) up to ten elected Trustees ("**Elected Trustee**");
  - (b) Trustees who are co-opted by the Board of Trustees ("**Co-opted Trustee**") provided that the number of Co-opted

Trustees is less than one-third of the Elected Trustees at the time of any Co-opted Trustee being appointed;

- (c) chairs of designated committees of the Federation who shall be members of the Board of Trustees ex-officio (“**Ex Officio Trustees**”) provided that the number of Ex Officio Trustees is less than one-third of the Elected Trustees at the time of any Ex Officio Trustee taking office. The Board of Trustees may designate which committees this applies to, if any.

### Eligibility

40. Any WI Member, who has paid her subscription for the current year, is eligible to stand for election as an Elected Trustee and to fill a Casual Vacancy for an Elected Trustee.

41. The following are eligible for appointment as a Co-opted Trustee:

- (a) any WI Member who has paid her subscription for the current year; or
- (b) any person eligible to become a WI Member.

42. No one may become a Trustee if she is:

- (a) under the Age of Majority; or
- (b) an employee of the National Federation, any federation of Women’s Institutes (including this Federation) or any Women’s Institute.

### Election, appointment and retirement of Trustees

43. Trustees may (on condition they meet the relevant eligibility criteria and would not be disqualified under Rules 51 or 54) be:

- (a) elected as an Elected Trustee in accordance with Rules 44 to 47;
- (b) appointed, by a decision of the Trustees as a Co-opted Trustee, where they possess the required skills and experience as determined by the Trustees; or



(c) appointed, by a decision of the Trustees, on the basis that they consider the appointment is necessary to fill a Casual Vacancy amongst the Elected Trustees.

*Nomination process for Elected Trustees*

44. The Trustees shall determine a process for the nomination of candidates for election as Trustee prior to the Election Meeting.

*Election of Elected Trustees*

45. If the number of persons nominated for election as Elected Trustees does not exceed the number of vacancies to be filled, then the persons so nominated shall, as from the start of the next Special Board Meeting, be deemed to be elected as Trustees.

46. In the event that the number of persons nominated for election as Elected Trustees exceeds the number of vacancies to be filled, the election shall be undertaken by a vote (conducted by post, or by such other means (including by electronic means) as the Trustees decide), of each Women's Institute. The vote shall be held before the Election Meeting in accordance with the rules of the Federation. Each Women's Institute shall have one vote for each vacancy to be filled.

47. The results of the vote shall take effect from the start of the next Special Board Meeting.

*Terms of office - Elected Trustees*

48. All Elected Trustees shall serve until the start of the next Special Board Meeting. Subject to Rules 51 and 52 they will be eligible for re-election under Rule 43(a).

49. For the avoidance of doubt Rule 52 also applies to Elected Trustees appointed to fill a Casual Vacancy.

*Terms of office - Co-opted Trustees*

50. All Co-opted Trustees shall serve until the start of the next Special Board Meeting. Subject to Rules 51 and 52 they will be eligible for re-appointment by the Trustees.



### Long-stop

51. Subject to Rule 52, any Trustee who has served for nine years in total (regardless of the means of appointment or election) must retire from office and is ineligible to serve as a Trustee again until three years have passed.
52. The Federation may amend its bye-laws in accordance with Rule 76 to require that Trustees may serve only for a maximum of three or six years in total (regardless of the means of appointment or election). Where such amendment is made to the bye-laws, the Trustees are ineligible for re-appointment or re-election for a further term, until they have taken a break from office of three years.

### Transitional provisions

53. The term of office of each Trustee in office at the date of the adoption of this constitution shall restart on the date of the adoption of this constitution. Such date will be deemed to be the start of their first term in office for the purposes of Rules 48 to 52.

### Role and number of Trustees

- ~~28.—The role of the Board of Trustees is to manage the affairs of the Federation. The Trustees are the charity trustees of the Federation as defined in the Charities Act 2011.~~
- ~~29.—Unless otherwise decided by resolution of the Council the Board of Trustees consists of:~~
- ~~30.—at least eight and not more than fifteen elected Trustees; and~~
- ~~(a)—additional Trustees co-opted by the elected Trustees (up to one third of their own number).~~
- ~~31.—Any member of a member Women’s Institute who has paid her subscription for the current year is eligible to be elected or co-opted to the Board of Trustees, provided that she is not a member of the Board of Trustees of another Federation and provided she is not an employee of the Federation.~~

### *Appointment of Trustees*

- ~~32. The elected Trustees are to be elected by a vote conducted by post, or by such other means (including by electronic means) as the Board of Trustees may determine, with each Women's Institute having one vote. The vote shall be conducted prior to each Annual Meeting and the results of the vote shall be announced prior to or at the Annual Meeting.~~
- ~~33. Candidates must be nominated for election by a member Women's Institute or by a Trustee all of whom may submit nominations up to the number of places to be filled.~~
- ~~34. The Secretary shall invite the member Women's Institutes and Trustees to submit nominations specifying the date by which they must be received by the Secretary. All nominations must be in writing together with the name of the Women's Institute or Trustee submitting the nomination. Following receipt of a nomination, the Secretary will seek the nominee's consent in writing.~~
- ~~35. The Board of Trustees may fill any vacancy arising among the elected Trustees by co-option. The Trustee so appointed will be treated as an elected Trustee for the purposes of Rule 29 and will hold office until the next election.~~

### *Term of office*

- ~~Elected Trustees shall hold office until the second/third\* Annual Meeting following their appointment (or, if the results of the vote are announced prior to the Annual Meeting in accordance with Rule 31, at the Annual Meeting or (if different) in accordance with the terms of that announcement).~~
- ~~36. Trustees co-opted by the elected Trustees under Rule 29(b) shall hold office until the next election of elected Trustees.~~

~~All members of the Board of Trustees are eligible for re-appointment either as an elected or co-opted member unless the Federation has adopted bye-laws to restrict eligibility, provided that the bye-laws may not include restrictions on the maximum term of office that may be served by a Trustee.~~

## *Disqualification and Removal of Trustees*

~~37.54.~~ 38.54. ~~The office of a~~ A Trustee ~~shall be vacated if~~ ceases to hold office:

(a) she is disqualified under the Charities Act 2011 from acting as a trustee of a charity; or

~~(b) she becomes bankrupt or makes any arrangement or composition with her creditors generally; or~~

~~(e)~~(b) the Trustees reasonably believe she has become physically or mentally incapable of managing her own affairs and they resolve that she be removed from office; or

~~(d)~~(c) she resigns her office by notice to the Federation ~~and any period of time specified in such notice has passed~~; or

~~(e)~~(d) ~~she~~ she is an Elected Trustee and ceases to be a member of a Women's Institute in the Federation; or

~~(f)~~(e) she fails to attend a meeting of the Board of Trustees for three consecutive meetings unless the Trustees otherwise decide ~~;~~ or

~~(f)~~ at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that the Trustee is removed from office. Such a resolution shall not be passed unless the Trustee 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 her option) being heard by or making written representations to the Trustees.

## **Officers**

~~38.55.~~ 39.55. The ~~honorary~~ officers of the Federation shall be a ~~Chairman~~Chair, a Treasurer, and one or more Vice ~~Chairmen~~Chairs (up to three in number).

~~39.56.~~ 40.56. The Board of Trustees shall elect the ~~Chairman~~Chair, Vice ~~Chairmen~~Chair(s) and Treasurer from its members and may at

any time terminate the appointment of any office-holder. ~~Unless their office is terminated by the Board of Trustees the Chairman, Vice Chairmen and Treasurer will hold office until the close of the Annual Meeting in the year following the year of their election (or, if sooner, when they cease to~~The Chair must be Trustees).an Elected Trustee. Any other officer can be an Elected Trustee or a Co-opted Trustee.

~~40.57.~~57. The Board of Trustees may appoint (and may remove) either:

- (a) a Secretary who is a Trustee; or
- (b) a Secretary who is not a Trustee and who may be appointed on such terms and conditions including remuneration as the Board of Trustees thinks fit.

~~41.58.~~58. If there is no Secretary:

- (a) anything authorised or required to be given or sent to or served on the Federation by being sent to its Secretary may be given or sent to, or served on, the Federation itself, and if addressed to the Secretary shall be treated as addressed to the Federation; and
- (b) anything else required or authorised to be done by or to the Secretary of the Federation may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

## **Proceedings of the Board of Trustees**

### *Number of meetings*

~~42.59.~~59. The Board of Trustees must meet at least five times in the year.

### *Quorum*

~~43.60.~~60. The quorum at meetings of the Board of Trustees is three or one third of the Trustees (rounded up) if that is greater than three.

61. The Trustees may act regardless of whether there are any vacancies in their number but if their number falls below the quorum they may only act to increase their number.

### *Procedure*

~~44.~~62. The Board of Trustees may make rules consistent with this Constitution and any bye-laws made under Rule ~~76~~57 to govern their proceedings. The rules may relate to:

- (a) how notice of Trustees' meetings is given (for example by post or electronically);
- (b) how meetings are held;
- (c) whether decisions of the Trustees may be made without a meeting; and
- (d) any other matter relating to the proceedings of the Trustees.

~~45.~~63. Subject to any bye-laws, or rules made under Rule ~~45~~62 above:

- (a) Trustees need not be in the same place as each other during a Trustees' meeting, and some or all participants may participate electronically (including by telephone); and
- (b) A decision may also be taken outside of a meeting when all of the Trustees indicate to each other by any means (including without limitation by telephone or email) that they share a common view on a matter. The Trustees cannot rely on this provision to make a decision if one of them is precluded from voting under Rule ~~47.~~64. A suitable minute must be made of the relevant decision(s) under Rule ~~51~~68.

### *Conflicts of interest*

~~46.~~64. If a Trustee has a personal interest in a matter to be discussed at a meeting, or has an interest in another organisation whose interests are reasonably likely to conflict with those of the Federation in relation to the matter, she must:

- (a) declare the interest before discussion begins on the matter;
- (b) if the matter concerns the personal financial interests of the Trustee or a person Connected to her, the Trustee may not participate in the discussions, vote or form part of the quorum in relation to the matter.

47.65. However, Rule ~~64(b)~~~~47(b)~~ does not apply if the matter to be discussed concerns:

- (a) conferring benefits which are available to all the beneficiaries of the Federation on the same terms;
- (b) general issues surrounding trustee indemnity insurance for the Board of Trustees; or
- (c) general issues surrounding Trustees' expenses.

In these situations the Trustee concerned may participate in the discussion, vote and form part of the quorum in relation to the matter.

48.66. The Trustees must cause a register of Trustees' interests to be kept.

## **Committees**

49.67. The Board of Trustees 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. The ~~chairman~~~~chair~~ of each sub-committee or her appointed deputy must report the proceedings of each meeting of the sub-committee to the Board of Trustees.

## **Minutes**

50.68. The Board of Trustees must ensure that proper minutes are kept:

- (a) of all appointments of officers made by the Board of Trustees; and

- (b) of all proceedings at meetings of the Council and of the Board of Trustees, and of sub-committees, including the names of the Trustees and others present at each such meeting;

and any minute purported to be signed by the ~~chairman~~chair of the meeting at which the proceedings were held, or by the ~~chairman~~chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

### **Irregularities**

69. Every vote or action taken by the Board of Trustees or committee or a person acting as a Trustee is valid even if it is later discovered that there was some irregularity in the appointment of one or more of the Trustees or committee members.
70. 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**

- ~~51.~~71. The Board of Trustees must open a bank account in the name of the Federation and authorise at least three persons to ~~sign cheques and~~ authorise payments on behalf of the Federation. All ~~cheques or other~~ payments drawn on the account must be signed or authorised by at least two authorised persons.
- ~~52.~~72. The funds of the Federation must be applied for the purpose of carrying out the objects of the Federation in accordance with this Constitution and for no other purpose.
- ~~53.~~73. The Treasurer must keep proper accounts of the finances of the Federation. A statement of the accounts for the past



financial year must be independently examined or (if so required by law) audited. The accounts (independently examined or audited as appropriate) shall be made available by the Board of Trustees to the Annual Meeting of the Council.

~~54.74.~~ Members of the Federation may inspect the accounting records of the Federation during usual business hours unless restrictions on access are imposed by resolution of the Council. Any restrictions which are imposed must be reasonable.

## **Property**

~~55.75.~~ The title to all real or personal property which may be acquired by or on behalf of the Federation must be vested in at least two and not more than four individuals appointed by the Board of Trustees as Holding Trustees or in the Official Custodian for Charities or in some other corporation lawfully entitled to act as custodian trustee.

## **Bye-Laws**

~~56.76.~~ The Federation may make, repeal or alter bye-laws in addition to the Constitution by a resolution passed by two-thirds of the Council present and voting at an Annual Meeting or a Special Meeting called for the purpose.

- (a) The proposed bye-laws or resolution for the repeal or amendment of any such bye-laws must be sent to each member Women's Institute, Trustee and WI Adviser together with the notice calling the meeting.
- (b) No bye-law, repeal or amendment will be valid if it conflicts with the Articles of the National 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 first be approved by the Board of Trustees of the National Federation.

## **Membership of the National Federation**



~~57.77.~~ On signing (or otherwise authenticating) the Constitution, the Federation will become entitled to appoint Federation Representatives to the National Federation and shall ~~henceforward from that point~~ be bound by and comply with the Articles of Association for the time being of the National Federation.

~~58.78.~~ The Federation may not carry out any policy which is in any way contrary to the policy of the National Federation.

~~59.79.~~ The Federation 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.

~~60.80.~~ The Federation must furnish membership and other financial and statistical returns and reports of meetings to the National Federation whenever it is required to do so.

~~61.81.~~ The Federation must make reasonable efforts to ensure that its representatives attend meetings of the National Council.

### **Pooling of Fares**

~~62.82.~~ The cost of fares of Federation Representatives and deputies and WI Link Delegates and Proxies attending 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. In this Rule only, the reference to Proxies means a representative who has been appointed in accordance with the National Federation's Articles of Association to attend a National Federation annual meeting in place of a WI Link Delegate. The Federation and Women's Institutes in the Federation may also agree to share other costs (such as accommodation) of attending any in-person meetings of the National Federation.

### **NFWI Associates**

~~63.—The Federation will admit any NFWI Associate who resides in the area of the Federation to events organised by the Federation as though she were a WI Member.~~

~~64.—Any dispute concerning the status of a NFWI Associate is to be decided by the National Federation Board of Trustees.~~

## **Communications**

~~65.~~83. Notices of meetings and any other documents or information may be sent by the Federation to member Women's Institutes, WI Advisers and Trustees by hand, by post, or by such electronic means (such as by email or via a website) as the Board of Trustees decides. In the case of electronic communications, subject to safeguards set out in the bye-laws made under Rule ~~57~~76, the Board of Trustees may decide that the recipient must have given their prior consent (either generally or specifically) to receiving communications electronically. Electronic communications should only be used to the extent that the Trustees are satisfied that this will not prejudice any member Women's Institutes, WI Advisers or Trustees who do not wish to use this form of communication.

## **Alteration of Constitution**

~~66.~~84. This Constitution may be altered at a Companies Act Meeting of the National Federation by a resolution passed by two-thirds of the votes cast.

- (a) No such alteration may be further altered until three years have expired, unless a resolution to alter it is duly proposed at a Companies Act 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 Companies Act Meeting of the National Federation, 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.

## Amalgamation

~~67.~~85. The Federation may amalgamate with another ~~Federation~~federation of the Women's Institute provided that:

(a) The consent of the Board of Trustees of each ~~Federation~~federation has first been obtained;

(b) The consent of the Board of Trustees of the National Federation shall then be obtained by each of the relevant federations.

~~(a)~~(c) The Board of Trustees of the continuing federation and the terminating federation shall seek to agree on the name and board composition of the amalgamated federation. In the event that the continuing federation and the terminating federation fail to agree on the name and board composition within one month of the consent of the Board of Trustees of the National Federation being obtained in accordance with Rule 85(b), the Board of Trustees of the continuing federation shall determine these matters and their decision shall be final.

(d) Each of the ~~Federations~~federations at a meeting of its Council called for the purpose attended by at least one third of the Delegates and Trustees approves by secret ballot a resolution setting out the terms of the amalgamation (including the name of the ~~enlarged Federation~~continuing federation) by a majority of three-quarters of the votes cast.

(e) Subsequently, each of the terminating federation and the continuing federation at a Special Meeting called for the purpose, held in accordance with Rule 22 and attended by a WI Adviser, approves a resolution setting out the terms of the amalgamation (including the name and board composition of the amalgamated federation as agreed or determined in accordance with Rule 85(c)).

86. When the terminating federation is absorbed by the continuing federation:

- (a) the Treasurer of the terminating federation must first discharge its outstanding liabilities out of the funds of the terminating federation; and
- (b) any remaining property of the terminating federation and the records of the terminating federation must then be transferred to the continuing federation for its free and independent use.

## **Winding Up**

~~68.~~87. The Federation may be closed by a resolution of the Council passed at a Special Meeting called for that purpose by two-thirds of the votes cast and which is ratified by a resolution of the National Federation passed at a general meeting by two-thirds of the votes cast.

~~69.~~88. If the Federation is closed, any property remaining after the satisfaction of all its debts and liabilities, is to be given to the National Federation to be applied for charitable purposes similar to the purposes of the Federation.

## Definitions

~~70.~~89. In this Constitution:

(a) **“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 Federation is based.

~~(a)~~(b) **“Annual Meeting”** means the annual meeting of the Federation held in accordance with Rule ~~18~~17.

~~(b)~~(c) **“the Board of Trustees”** and **“the Trustees”** are the charity trustees of the Federation as defined in the Charities Act 2011.

(d) **“Casual Vacancy”, “Casual Vacancies”** means a vacancy which arises amongst the Board of Trustees due to an Elected Trustee ceasing to hold office before their term of office expires.

~~(e)~~(e) **“clear days”** in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

~~(d)~~(f) **“Companies Act Meeting of the National Federation”** has the meaning given to it in the Articles of Association of the National Federation.

~~(e)~~(g) **“Connected”** in relation to a Trustee means:

- (i) any spouse or civil partner of a Trustee;
- (ii) a person living with a Trustee as if they were their spouse or civil partner where there is any financial interdependency between that person and the Trustee;
- (iii) any parent, child, step-child, brother, sister, grandparent or grandchild of a Trustee where there is any financial interdependency between that person and the Trustee; and

- (iv) the spouse or civil partner of any person in (iii) above;
- (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 Trustee; or
- (vii) any company in relation to which a Trustee may exercise more than 20% of the voting power at a general meeting of the company.

(h) **“Co-opted Trustee”** means a Trustee who is co-opted in accordance with Rule 43(b).

~~(f)~~(i) **“the Council”** has the meaning prescribed by Rules ~~14~~<sup>13</sup> to ~~16~~<sup>15</sup>.

~~(g)~~(j) **“Delegates”** means the individuals appointed to represent a Women’s Institute in accordance with Rule ~~15~~<sup>14</sup>.

(k) **“Elected Trustee”** means a Trustee who is elected in accordance with Rule 43(a).

(l) **“Election Meeting”** means the Annual Meeting at which the election of the Elected Trustees is announced which occurs every three calendar years.

(m) **“Ex Officio Trustee”** means a Trustee who takes office as such in accordance with Rule 39(c).

(n) **“Federation”** means The [ ] County/Island\* Federation of Women’s Institutes.

~~(h)~~(o) **“Federation Representative”** means a Federation Representative of the National Federation appointed in accordance with the Articles of Association of the National Federation to represent a Federation.

(i)(p) **“Holding Trustees”** are the individuals appointed by the Trustees to hold the legal title of property of the Federation and who act on the instructions of the Board of Trustees.

(j)(q) **“the National Council”** means the National Council of the National Federation.

(k)(r) **“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 and to which the Federation appoints Federation Representatives.

(l) ~~“NFWI Associate” means a NFWI Associate of the National Federation.~~

(s) ~~“Special Board Meeting” means the last meeting of the Board of Trustees held before the Election Meeting and after the election of the Elected Trustees.~~

(m)(t) **“WI Adviser”** means an individual appointed by ~~the National Federation on the recommendation of a Federation~~federations to support Women’s Institutes and who has the powers and functions conferred on her by ~~a Federation’s~~the Federation or a federation’s constitution or otherwise by ~~the Federation~~or a federation.

(n)(u) **“the WI Constitution”** means the constitution and rules laid down from time to time by the National Federation for local associations within the Women’s Institute movement.

(o)(v) **“Women’s Institute”** means an association of women established in accordance with the WI Constitution and **“Women’s Institutes in the Federation”** means Women’s Institutes entitled to appoint Delegates to the Federation in accordance with this Constitution.

(p)(w) **“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.

~~(e)~~(x) **“WI Member”** means a member of a Women's Institute.

~~(r)~~(y) **“writing”** means 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

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## NOTES

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