

The Companies Acts 1985 to 2006

**Company Limited by Guarantee and
Not Having a Share Capital**

Articles of Association

of

**The National Federation
of Women's Institutes of England,
Wales, Jersey, Guernsey
and The Isle of Man**

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of
The National Federation of Women's Institutes
of England, Wales, Jersey, Guernsey
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VALUES AND OBJECTS

Values

1. 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

2. 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.
3. In Article 2 “sustainable development” means development which meets the needs of the present generation without compromising the ability of future generations to meet their needs.
 4. The National Federation 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.

POWERS

5. To further the objects the National Federation may:
 - (a) form, assist and advise Federations;
 - (b) form, assist and advise Women’s Institutes in England, Wales, Jersey, Guernsey and the Isle of Man;

- (c) formulate guidance and regulations to promote unity of purpose and consistency of activities among Federations and Women's Institutes;
- (d) promote international understanding among women and girls interested in any aspect of the values and purposes of the Women's Institute organisation;
- (e) organise conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (f) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter in any medium;
- (g) 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;
- (h) acquire any real or personal property and any rights or privileges in and over property and construct and maintain and alter any buildings;
- (i) subject to any consents that may be required by law, dispose of any part of the property of the National Federation;
- (j) raise funds by way of subscription, donation or otherwise, provided that the National Federation may not undertake any substantial permanent trading activities in raising funds;
- (k) trade in the course of carrying out the objects of the National Federation (including making reasonable charges for any services) or as an ancillary activity to the carrying out of the objects and incorporate any wholly owned company to carry on any such trade;

- (l) subject to any consents that may be required by law, borrow or raise and secure the payment of money;
- (m) engage and pay employees and professional or other advisers (who are not Trustees);
- (n) make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their spouses and other dependants;
- (o) establish and support other charitable organisations and subscribe, lend or guarantee money for charitable purposes connected with the charitable purposes of the National Federation;
- (p) undertake and execute any charitable trusts which may lawfully be undertaken;
- (q) invest the moneys of the National Federation not immediately required for its own purposes in or upon any investments, securities or property as may be thought fit;
- (r) 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 National Federation;
- (s) operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (t) amalgamate, merge or join in or with any charity having charitable objects wholly or in part similar to those of the National Federation;
- (u) insure the property of the National Federation against any foreseeable risk and take out any other insurance policies as are considered necessary by the Trustees to protect the National Federation;

- (v) acquire or undertake all or any of the property, liabilities and engagements of charities with which the National Federation may co-operate or federate;
- (w) provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011;
- (x) do all such other lawful things as may further the objects.

LIMITATION ON BENEFITS

6. The income and property of the National Federation must be applied solely towards the promotion of its objects and no part may be paid or transferred directly or indirectly by way of profit to the Members of the National Federation (except as provided below) 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 National Federation provided that:
 - (a) this shall not prevent the National Federation from supporting and benefitting Women's Institutes and Federations in furtherance of its objects; and
 - (b) this shall not prevent any payment in good faith by the National Federation:
 - (i) of reasonable and proper remuneration to any Member of the National Federation (not being a Trustee or a person Connected to a Trustee) for any services rendered to the National Federation;
 - (ii) of interest on money lent by any Member of the National Federation at a reasonable and proper rate;
 - (iii) of any reasonable and proper rent for premises let by any Member of the National Federation;
 - (iv) of any benefits in money or money's worth to a Member of the National Federation in their capacity as a beneficiary of the National Federation;

- (v) of any payments to a Member of the National Federation who is also a Trustee or a person Connected to a Trustee which are permitted under Article (c);
- (c) a Trustee or any person Connected to a Trustee may receive the following benefits from the National 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 National Federation;
 - (iv) the National Federation may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 5(w);
 - (v) any payments or benefits conferred in accordance with the indemnity provisions set out at Article 156; and
 - (vi) 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 National Federation if they or a person Connected to them receives such remuneration or benefit, but not otherwise.

- 7. A Trustee or any person Connected to a Trustee may receive the following benefits from any Subsidiary Company:
 - (a) interest on money lent by any Trustee or any person Connected to a Trustee at a reasonable and proper rate, provided this is approved by the Board of Trustees;

- (b) any reasonable and proper rent for premises let by any Trustee or any person Connected to a Trustee, provided this is approved by the Board of Trustees;
- (c) 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 National Federation or of any Subsidiary Company;
- (d) any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers;
- (e) any payments or benefits received under an indemnity in accordance with the constitution of any Subsidiary Company; and
- (f) 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 any Subsidiary Company if they or a person Connected to them receives such remuneration or benefit, but not otherwise.

LIMITED LIABILITY

- 8. The liability of the Members of the National Federation is limited.
- 9. Every Member of the National Federation undertakes to contribute a sum not exceeding £1 to the assets of the National Federation if it is wound up during their membership, or within one year afterwards, for payment of the debts and liabilities of the National Federation contracted before the time when membership ceased, for the costs, charges and expenses of winding-up the National Federation, and for the adjustment of the rights of the contributories among themselves.

MEMBERSHIP OF THE NATIONAL FEDERATION

Federation Representatives

Unincorporated Federations

10. Each unincorporated Federation shall appoint its chair and treasurer (provided that the treasurer is a WI Member) as its Federation Representatives to be Members of the National Federation on its behalf and to represent the Federation. If the treasurer is not a WI Member, the trustees of the unincorporated Federation shall appoint one of their number who is a WI Member to be a Federation Representative. Beneficial and substantial membership shall be and belong to the Federation.

Incorporated Federations

11. Each incorporated Federation shall be a Member of the National Federation and shall appoint its chair and treasurer (provided that the treasurer is a WI Member) as its Federation Representatives to act on its behalf. If the treasurer is not a WI Member, the trustees of the incorporated Federation shall appoint one of their number who is a WI Member to be a Federation Representative.

Register of Members

12. The name of an incorporated Federation or the names of the Federation Representatives of an unincorporated Federation and the fact that they are representatives shall be entered in the register of members.

Ceasing to be a Member

13. An incorporated Federation or in the case of an unincorporated Federation its Federation Representatives shall cease to be a Member of the National Federation if:
 - 13.1 the Federation is closed or ceases to exist; or
 - 13.2 (being a Federation Representative of an unincorporated Federation) the Federation Representative dies.

WI Link Delegates

14. WI Link Delegates shall be appointed in accordance with the rules of the National Federation to represent a number of Women's Institutes at Annual Meetings of the National Federation.
 - (a) The Board of Trustees will decide the total number of WI Link Delegates who may attend each such meeting, allocating to each Federation the number of WI Link Delegates which is proportionate to the number of Women's Institutes in the Federation as compared with the total number of Women's Institutes in the organisation.
 - (b) The Board of Trustees may also make rules to govern the linking of Women's Institutes with WI Link Delegates.
 - (c) Any WI Link Delegate must be a WI Member.
 - (d) WI Link Delegates shall have such rights and be subject to such obligations as may be conferred or imposed by these Articles.
 - (e) A WI Link Delegate is not a Member of the National Federation for the purposes of these Articles or the Act but shall have such rights and be subject to such obligations as may be conferred or imposed by these Articles.

Subscriptions

15. Each WI Member must pay a subscription. The subscription amount to be paid is determined in accordance with Article 16.
16. The Board of Trustees, in consultation with the National Council, or otherwise in accordance with the rules of the National Federation, will decide the rate or rates of the subscription, the timing and method of payment of the subscription and the manner of apportionment of the subscription between the National Federation, each Federation and the maximum amount that may be levied by each Women's Institute upon its WI Members.

17. Each Women's Institute has discretion to determine the rate (if any) payable by each WI Member with regard to the WI portion of the subscription only, provided that the rate levied is not higher than the maximum set by the National Federation and is applied equally across all WI Members of that Women's Institute.

MEETINGS OF THE NATIONAL FEDERATION

General

Annual Meetings

18. Once in each calendar year the National Federation shall call an annual meeting of the National Federation which shall not be a general meeting of the National Federation for the purposes of the Act.
 - (a) This meeting will be known as the Annual Meeting.
 - (b) The agenda of each Annual Meeting shall be decided by the Board of Trustees and will include discussion of Public Affairs Resolutions.
 - (c) The Trustees may decide when and how the Annual Meeting will be held.
 - (d) The Trustees may decide, in any year, to hold the Annual Meeting on the same day as a Companies Act Meeting called in accordance with Article 20 below.
19. The Trustees may at their discretion suspend the requirement to hold an Annual Meeting within a particular calendar year, (holding it later in the calendar year, or not holding it in a particular calendar year), if they consider that this is necessary for the safety of the Attendees or the public, or to comply with law or regulation. In those circumstances they must make such arrangements as they think fit to deal with any business ordinarily dealt with at the Annual Meeting.

Companies Act Meetings

20.

- (a) The Trustees may call a general meeting for the purposes of the Act at any time.
- (b) A general meeting for the purposes of the Act will be known as a Companies Act Meeting.
- (c) A Companies Act Meeting must be called in accordance with the Act on a request in writing by Federation Representatives representing at least five per cent of the voting rights at the meeting.

Electronic approval of Public Affairs Resolutions

21. The Board of Trustees may submit Public Affairs Resolutions to those entitled to attend Annual Meetings, for approval by electronic means, in accordance with the rules of the National Federation. For the avoidance of doubt, Public Affairs Resolutions referred to in this Article 21 are not written resolutions as defined in the Act.

Annual Meetings

Length of Notice

22. Annual Meetings must be called by giving at least 14 clear days' notice in writing.

Contents of Notice

23. Every notice calling an Annual Meeting must specify the day and time of the meeting, any arrangements necessary to allow attendance (for example, the place of the meeting and/or any access codes / URLs) ("**Access Arrangements**") and the general nature of the business to be transacted.

Service of Notice

24. Notice of Annual Meetings must be given to Federation Representatives, WI Link Delegates, the Trustees and WI Advisers .

Attendance

25. The following persons are entitled to attend Annual Meetings:
- (a) Federation Representatives and Deputies;
 - (b) the Trustees;
 - (c) WI Link Delegates and Proxies;
 - (d) WI Advisers;
 - (e) any other person who may be given the right of attendance by the Trustees from time to time.
26. All those described in Articles 25(a), 25(b) and 25(c) may speak at Annual Meetings.
- (a) WI Advisers may not speak in that capacity at Annual Meetings.
 - (b) Persons given the right of attendance by the Trustees under Article 25(e) may only speak if invited to do so by the chair of the meeting.

Submission of resolutions

27. Federations, Women's Institutes and the Board of Trustees may submit resolutions to all Annual Meetings in accordance with the rules of the National Federation.
28. Notice of such resolutions must be given by the Board of Trustees to Federations and Women's Institutes in accordance with the said rules.

Participation in an Annual Meeting

29. The Trustees may provide that Annual 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 Articles and any bye-laws made in accordance with these Articles are then to be interpreted to allow business to be conducted by the relevant means.

30. In accordance with Article 29, Attendees attend and participate in the Annual Meeting, or part of an Annual Meeting when:
 - (a) the Annual Meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone, web or video conferencing, electronic facilities and/or electronic platforms).
31. If all the Attendees participating in a meeting are not in the same place, the Trustees may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum

32. No business may be transacted at an Annual Meeting unless a quorum is present. A quorum is present when one fifth of the persons entitled to vote are present.
33. If such a quorum is not present within half an hour from the time appointed for the meeting then it must be adjourned to such other day, time and place as the Trustees may decide. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the persons present and entitled to vote will be a quorum.

Chair

34. Annual Meetings shall be chaired by the Chair.
35. If the Chair is not present within fifteen minutes after the meeting start time, the Trustees present may appoint another Trustee to chair the meeting.

36. If neither the Chair nor any Trustee appointed in accordance with Article 35 is present within thirty minutes after the meeting start time and willing to act, the persons present and entitled to vote shall appoint a Federation Representative to chair the meeting.
37. If neither the Chair, any Trustee appointed in accordance with Article 35 nor a Federation Representative appointed in accordance with Article 36, is present and willing to act, the Chief Executive, or in their absence, another member of the National Federation's senior staff team must cancel the meeting or adjourn the meeting in accordance with Article 38.

Adjournment

38. The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and with the adjourned meeting having such Access Arrangements as they shall determine; but no business may be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
39. If an Annual Meeting is adjourned in accordance with Article 38, the adjourned meeting may have such Access Arrangements as the Trustees or the Chief Executive shall determine provided that no business may be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
40. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice must be given specifying the time and Access Arrangements of the adjourned meeting and the general nature of the business to be transacted. Otherwise it is not necessary to give any such notice.

Postponement

41. The Trustees may postpone the Annual Meeting to another date and time and/or different Access Arrangements:

- (a) after the sending of notice of an Annual Meeting, but before the meeting is held or,
- (b) after the adjournment of such a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required),

if the Trustees consider that they should not proceed with the Annual Meeting on the date or at the time or with the Access Arrangements specified, on the grounds of the safety of the Attendees or the public, or to comply with law or regulation.

42. When a meeting is postponed in accordance with Article 41 :

- (a) notice of the date, time and Access Arrangements of the postponed meeting shall be given in such manner as the Trustees may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed; and
- (b) the appointment of a Deputy will be valid if the Deputy Appointment Notice is delivered to the National Federation before the commencement of the postponed meeting.

Deputies

43. If a Federation Representative is unable to attend an Annual Meeting a Deputy may be appointed in accordance with Article 99 to attend, speak and vote in her place.

Proxies

44. If any group of Women's Institutes is unable to find a WI Link Delegate from its own WI Members, it shall apply to its Federation to nominate a Proxy in accordance with the rules of the National Federation.

- (a) A Proxy must be a WI Member.

- (b) A Proxy will have the same voting rights as a WI Link Delegate.
- (c) A Proxy may not be a WI Link Delegate or Proxy representing another group of Women's Institutes.
- (d) Written or verbal notice of the appointment of a Proxy must be given to the National Federation before the meeting.
- (e) The expenses of the Proxy shall be met in accordance with the directions of the Federation.

Votes

- 45. At Annual Meetings, subject to Article 97:
 - (a) Federation Representatives shall have one vote each;
 - (b) Deputies shall have one vote for each Federation Representative they have been duly appointed to represent; and
 - (c) WI Link Delegates and Proxies shall have one vote for each Women's Institute they represent.
- 46. No person may vote on behalf of a Federation or Women's Institute which she represents if the Federation or Women's Institute has failed to make any payment to the National Federation which it should have made.
- 47. Every vote cast at a meeting or adjourned meeting is valid unless an objection to the qualification of the voter is raised and allowed at the meeting or adjourned meeting. Any such objection is to be referred to the chair of the meeting whose decision shall be final and conclusive.
- 48. Voting by WI Members shall be conducted according to procedures which the Board of Trustees may from time to time decide after consulting the National Council and according to the rules of the National Federation. These procedures may allow for individual or collective voting.

Voting majorities

49. At Annual Meetings, subject to Articles 50 and 97, a resolution shall be passed by a simple majority of the votes cast.
50. The following resolutions require the majorities specified below:
 - (a) **Resolution on public affairs which is not an Urgency Resolution:** two-thirds of the votes cast.
 - (b) **Urgency Resolution:** three-quarters of the votes cast.
 - (c) **Resolution to withdraw a resolution or amendment:** three-quarters of the votes cast.
 - (d) **Resolution that the meeting proceeds to the next business:** three-quarters of the votes cast.
 - (e) **Resolution that the question be now put:** straight majority of the votes cast.
51. Any question on the category of a particular resolution shall be referred to the chair of the meeting whose decision shall be final and conclusive.

Show of hands

52. Subject to Article 97, a resolution put to the vote of a meeting will be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a ballot is duly demanded.

Ballot

53. A ballot may be demanded by the chair of the meeting.
54. Unless a ballot is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

55. The demand for a ballot may be withdrawn before the ballot is taken. If a demand for a ballot is withdrawn the result of a show of hands declared before the demand was made is valid.
56. A ballot must be taken as the chair of the meeting directs and she may appoint scrutineers (who need not be Federation Representatives or WI Link Delegates) 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.
57. A ballot demanded on a question of adjournment must be taken immediately. A ballot demanded on any other question may be:
 - (a) taken immediately (in accordance with such arrangements, (if any) stipulated under Article 59); or
 - (b) a ballot not taken immediately, but conducted by post or by electronic means in such manner as the chair of the meeting directs, provided this is consistent with the Articles and the rules of the National Federation.
58. 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.
59. The Board of Trustees may make such arrangements as they think fit to allow the Attendees to vote (including, without limitation, by electronic means) on any resolution on which a ballot is taken at an Annual Meeting.

Companies Act Meetings

Length of Notice

60. Unless Article 61 applies, Companies Act Meetings must be called by giving at least 14 clear days' notice in writing. The notice is exclusive of the day on which it is served and of the day of the meeting called by the notice.
61. A Companies Act Meeting may be called by shorter notice if it is agreed by a majority of the Members of the National Federation having a right to attend and vote at that meeting.

Any such majority must together represent at least ninety per cent of the voting rights at that meeting.

Contents of Notice

62. Every notice calling a Companies Act Meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- (a) If the Companies Act Meeting is to be a Hybrid Meeting, the notice must also contain the information specified in Article 95(b);
 - (b) If a special resolution is to be proposed, the notice must contain a statement to that effect and set out the precise wording of the special resolution.
 - (c) In every notice calling a Companies Act Meeting there must appear with reasonable prominence a statement informing the Members of the National Federation of their rights to appoint another person as their Deputy at Companies Act Meetings.
 - (d) If the National Federation gives an electronic address in a notice calling a meeting, it will be deemed to have agreed that any document or information relating to proceedings at the meeting may be sent by electronic means to that address (subject to any conditions or limitations specified in the notice).

Service of Notice

63. Subject to Article 97, notice of Companies Act Meetings must be given to Federation Representatives, the Trustees and the auditors of the National Federation.

Attendance

64. The following persons are entitled to attend and speak at all Companies Act Meetings:
- (a) Federation Representatives and Deputies;
 - (b) the Trustees;

- (c) any other person invited to attend and speak by the Trustees (provided that WI Advisers may not be invited to attend and speak at Companies Act Meetings in that capacity).

Quorum

- 65. No business may be transacted at a Companies Act Meeting unless a quorum is present. A quorum is present when one fifth of the persons entitled to vote are present (including, for the avoidance of doubt, by Remote Attendance).
- 66. If such a quorum is not present within half an hour from the time appointed for the meeting then:
 - (a) if the meeting was called on the request (in writing) of Federation Representatives, it will be dissolved;
 - (b) if the meeting was called by the Trustees it must be adjourned to such other day, time and place as the Trustees may decide. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the persons present and entitled to vote will be a quorum.

Chair

- 67. Companies Act Meetings shall be chaired by the Chair.
- 68. If the Chair is not present within fifteen minutes after the meeting start time, the Trustees present may appoint another Trustee to chair the meeting.
- 69. If neither the Chair nor any Trustee appointed in accordance with Article 68 is present within thirty minutes after the meeting start time and willing to act, the persons present and entitled to vote shall appoint a Federation Representative to chair the meeting.

Adjournment

- 70. The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place

to place, but no business may be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.

71. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice must be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it is not necessary to give any such notice.

Postponement

72. The Trustees may postpone a Companies Act Meeting to another date and time and/or place:

- (a) after the sending of notice of a Companies Act Meeting, but before the meeting is held or,
- (b) after the adjournment of such a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required),

if the Trustees consider that they should not proceed with the Companies Act Meeting on the date or at the time or place specified, on the grounds of the safety of the attendees or the public, or to comply with law or regulation, they may postpone the meeting to another date, time and/or place.

73. When a meeting is postponed in accordance with Article 72:
 - (a) notice of the date, time and place of the postponed meeting shall be given in such manner as the Trustees may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required. No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed; and
 - (b) the appointment of a Deputy will be valid if the Deputy Appointment Notice is delivered to the National Federation before the commencement of the postponed meeting.

Deputies

74. If a Federation Representative is unable to attend a Companies Act Meeting a Deputy may be appointed in accordance with Article 99 to attend, speak and vote in her place.

Votes

75. Subject to Article 97, only Federation Representatives and Deputies may vote at Companies Act Meetings.
76. On a vote on a show of hands, the following persons have one vote each:
- (a) each Federation Representative present in person; and
 - (b) (subject to Article 99(h)) each Deputy present who has been duly appointed to represent one or more persons entitled to vote on the resolution;

provided that if a person attending the meeting falls within both of these categories, she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

77. Subject to Article 97, on a vote which is carried out by a ballot;
- (a) every Federation Representative shall have one vote; and
 - (b) (subject to Article 99(h)) every Deputy shall have one vote for each Federation Representative they have been duly appointed to represent.
78. No person may vote on behalf of a Federation which she represents if the Federation has failed to make any payment to the National Federation which it should have made.
79. Every vote cast at a meeting or adjourned meeting is valid unless an objection to the qualification of the voter is raised and allowed at the meeting or adjourned meeting. Any such objection is to be referred to the chair of the meeting whose decision shall be final and conclusive.

Voting majorities

80. Subject to Article 97, at Companies Act Meetings:

- (a) Ordinary Resolutions shall be passed by simple majority of the votes cast;
- (b) Special Resolutions shall be passed by a majority of at least 75% of the votes cast.

Show of hands

81. Subject to Article 97, a resolution put to the vote of a meeting will be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a ballot is duly demanded.

Ballot

82. Subject to the provisions of the Act, 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; or
 - (c) by persons representing at least ten percent of the rights to vote on the resolution.
83. Unless a ballot is duly demanded a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
84. The demand for a ballot may be withdrawn before the ballot is taken, but only with the consent of the chair of the meeting. If a demand for a ballot is withdrawn the result of a show of hands declared before the demand was made is valid.
85. A ballot must be taken as the chair of the meeting directs and she may appoint scrutineers (who need not be Federation Representatives or Deputies) 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.

86. 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 either immediately or at such time and place as the chair of the meeting directs provided this is within thirty days of the demand for the ballot.
87. 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.

Participating in a Companies Act Meeting

88. A person is able to exercise the right to speak at a Companies Act Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
89. A person is able to exercise the right to vote at a Companies Act Meeting when:
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
90. The Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a Companies Act Meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone, web or video conferencing and/or use of electronic facilities and/or electronic platforms.
91. In determining attendance at a Companies Act Meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

92. Two or more persons who are not in the same place as each other attend a Companies Act Meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

Hybrid Meetings and Remote Attendance

93. A Hybrid Meeting is a Companies Act Meeting where the Trustees have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting (“**the Primary Location**”) or by Remote Attendance.
94. The Trustees may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a Companies Act Meeting by Remote Attendance shall be subject to such arrangements.
95. In the case of a Hybrid Meeting:
- (a) the provisions of the Articles shall be treated as modified to permit such arrangements and in particular:
 - (i) a person attending a Companies Act Meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of the Articles, including without limitation the provisions of the Articles relating to the quorum for the meeting and rights to vote at the meeting, unless the Articles expressly provide to the contrary; and
 - (ii) references in these Articles to the place of a Companies Act Meeting shall be treated as references to the Primary Location;
 - (b) the Trustees must ensure that the notice of a Hybrid Meeting includes:

- (i) details of the Primary Location; and
 - (ii) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;
- (c) the Trustees may decide:
 - (i) how those attending by Remote Attendance may communicate with the meeting for example by communicating with the chair in writing using an electronic platform;
 - (ii) how those attending by Remote Attendance may vote;
- (d) the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Trustees, who must give the members as much notice as practicable of the change;
- (e) in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting if in her view this is necessary or expedient for the efficient conduct of the meeting;
- (f) under no circumstances shall the inability of one or more persons (being entitled to do so) to access, or continue to access, the technology being used for Remote Attendance at the meeting (despite adequate technology being made available by the National Federation) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

Electronic voting and voting in advance

96. The Board of Trustees may make such arrangements as they think fit to allow Members of the National Federation to:
- (a) vote in advance on any resolution on which a ballot is taken at a Companies Act Meeting; and/or

- (b) vote by electronic means on any resolution on which a ballot is taken at a Companies Act Meeting.

Alterations to Articles of Association for Federations, Federation Constitution or the WI constitution

- 97. A resolution to alter the Articles of Association for Federations or the Federation Constitution must be passed by the majority specified in (as applicable) the Articles of Association for Federations or the Federation Constitution. Such resolutions may only be passed at a Companies Act Meeting. A resolution to alter the WI constitution may be passed at an Annual Meeting or at a Companies Act Meeting. In addition, on a resolution to alter the WI constitution:
 - (a) Federation Representatives, Deputies and WI Link Delegates may vote (and accordingly if a resolution is proposed to alter the WI constitution at a Companies Act Meeting, WI Link Delegates shall be entitled to be given notice of and attend the meeting but shall only be entitled to vote on the resolution to alter the WI constitution and not on any other business of the meeting).
 - (b) A resolution to alter the WI constitution must be carried out by a ballot.
 - (c) On a resolution to alter the WI constitution the Federation Representatives of each Federation and their Deputies shall together exercise as many votes as there are Women's Institutes in their respective Federation and each WI Link Delegate shall have one vote for each Women's Institute she represents.
 - (d) A resolution to alter the WI constitution must be passed by two-thirds of the votes cast.

Consultation

- 98. The Federation Representatives must consult the Women's Institutes within their respective Federations before they or their Deputies vote on changes proposed to:
 - (a) the Articles of Association of the National Federation;

- (b) the Articles of Association for Federations;
- (c) the Federation constitution; or
- (d) the WI constitution;

and the Board of Trustees may from time to time and on any issue specify the minimum consultation requirements.

Deputies

99. Deputies may be appointed to attend Annual Meetings and Companies Act Meetings in accordance with this Article 99:

- (a) In relation to Annual Meetings and National Council meetings, a Deputy must be a trustee of the Federation they represent and a WI Member. There is no limitation on who can be a Deputy for Companies Act Meetings.
- (b) A Deputy must vote in accordance with any instructions given by the Federation in relation to which the Deputy is appointed.
- (c) Deputies must be appointed by a notice in writing (a “Deputy Appointment Notice”).
- (d) A Deputy Appointment Notice must:
 - i. state the name and address of the Federation appointing the Deputy;
 - ii. identify the person appointed to be that Federation’s Deputy and the meeting in relation to which that Deputy is appointed;
 - iii. be signed by or on behalf of the Member of the National Federation appointing the Deputy or authenticated by it or her in such manner as the Board of Trustees may determine. However a Deputy for the chair or treasurer of an unincorporated Federation may be appointed by the chair or treasurer or by the Federation which she represents. In the event of a conflict the

appointment made by the Federation will take priority; and

- iv. be delivered to the National Federation in accordance with the Articles and any instructions included with the notice of the meeting to which they relate.
- (e) Unless a Deputy Appointment Notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a Deputy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a Deputy in relation to any adjournment of the meeting to which it relates as well as the meeting itself.
- (f) A Deputy Appointment Notice may be delivered (including by electronic means) in accordance with any instructions included with the notice of the meeting to which it relates. It must be received by the National Federation in accordance with the following timing requirements:

(a) Where the Deputy Appointment relates to a ballot, which is not to be taken at the meeting, but is to be taken 48 hours or less after it was demanded.	The Deputy Appointment Notice must be: 1. delivered in accordance with paragraph (c) below; or 2. given to the chair or Company Secretary or any Trustee at the meeting (including an adjourned or postponed meeting) at which the ballot was demanded.
(b) Where the Deputy Appointment	The Deputy Appointment Notice must be received 24

relates to a ballot, which is to be taken more than 48 hours after it was demanded.	hours before the time appointed for taking the ballot.
(c) In all other circumstances.	The Deputy Appointment Notice must be received 48 hours before the meeting, adjourned meeting or postponed meeting to which it relates.

- (g) Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 99.
- (h) A Federation Representative who is entitled to attend, speak or vote at a meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Deputy Appointment Notice has been delivered to the National Federation in relation to that person. If the Federation Representative casts a vote in such circumstances, any vote cast by the Deputy appointed under the notice is not valid.
- (i) An appointment under Deputy Appointment Notice may be revoked by delivering a notice in writing given by or on behalf of the person by whom or on whose behalf the Deputy Appointment Notice was given to a Deputy Notification Address. It must be delivered before the start of the meeting or adjourned meeting to which it relates; or (in the case of a ballot not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the ballot to which it relates.

Pooling of fares

- 100. The cost of fares of Federation Representatives, Deputies, WI Link Delegates and Proxies attending Annual Meetings,

Companies Act Meetings and meetings of the National Council shall be shared by all Federations and Women's Institutes in such manner as the Board of Trustees may decide.

NATIONAL COUNCIL

101. The National Council shall consist of the Trustees of the National Federation and the Federation Representatives of each Federation.
- (a) If a chair or treasurer is unable to attend a meeting of the National Council her Federation may appoint a Deputy in accordance with Article 99 to attend in her place by giving written or verbal notice to the National Federation before the meeting.
 - (b) The purpose of the National Council is to advise the Board of Trustees on such matters as may be referred to it under these Articles or by the Trustees and in particular matters of policy and of finance.
 - (c) The National Council shall meet at least once in each year (unless the Trustees suspend this requirement on the grounds set out in Article 19).
 - (d) Fourteen clear days' notice of a meeting of the National Council shall be sent to the chair or secretary of each Federation and to the Trustees (such meeting may be postponed on the grounds set out in Article 41).
 - (e) Meetings of the National Council may be conducted in accordance with the rules of the National Federation which may relate to (without limitation):
 - (i) how notice of National Council meetings is given (for example, by post or electronically);
 - (ii) how National Council meetings are held; and
 - (iii) whether decisions of the National Council may be made without a meeting.
 - (f) Subject to any rules under Article 101(e), National Council meetings may be held by such means and in accordance

with such rules as the Trustees shall determine, including by electronic means (including by telephone) provided that all participants may hear and be heard (or equivalent) by all other participants.

BOARD OF TRUSTEES

Number of Trustees

102. Unless otherwise decided by Ordinary Resolution the Board of Trustees shall consist of at least eight and up to fifteen members in total which comprises:

- (a) up to twelve 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; and
- (c) the chair for the time being of the Federations of Wales committee who shall be a member of the Board of Trustees ex-officio.

Eligibility

103. Any WI Member is eligible to stand for election as an elected Trustee and to fill a Casual Vacancy for an Elected Trustee.

104. Any WI Member, or person eligible to become a WI Member, is eligible to be appointed as a Co-opted Trustee.

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

- (a) below the Age of Majority; or
- (b) an employee of the National Federation, any Federation or any Women’s Institute.

Election, appointment and retirement of Trustees

General

106. Trustees may (on condition they meet the relevant eligibility criteria and would not be disqualified under Articles 114 or 116) be:
- (a) elected as an Elected Trustee in accordance with Articles 107 – 110;
 - (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

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

Election of Elected Trustees

108. 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 Elected Trustees.
109. In the event that the number of persons nominated for election as Elected Trustees exceeds the number of vacancies to be filled, a vote shall be conducted. 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 the Federation Representatives and every Women's Institute. The vote shall be held before the Election Meeting in accordance with the rules of the National Federation. Each Federation Representative and Women's Institute shall have one vote for each vacancy to be filled.

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

Terms of office - Elected Trustees

111. All Elected Trustees shall serve until the start of the next Special Board Meeting. Subject to Article 114, they will be eligible for re-election under Article 106(a).
112. For the avoidance of doubt Article 111 also applies to Elected Trustees appointed to fill a Casual Vacancy in accordance with Article 106(c).

Terms of office - Co-opted Trustees

113. All Co-opted Trustees shall serve until the start of the next Special Board Meeting. Subject to Article 114 they will be eligible for re-appointment by the Trustees.

Long-stop

114. 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.

Transitional provisions

115. The term of office of each Trustee in office at the date of the adoption of these Articles shall restart on the date of the adoption of these Articles. Such date will be deemed to be the start of her first term in office for the purposes of Articles 111 to 114.

Disqualification and removal of Trustees

116. A Trustee ceases to hold office if:
- (a) she ceases to be a director, or becomes prohibited from being a director or charity trustee, by law; or
 - (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

- (c) she resigns her office by notice in writing to the National Federation, and any period of time specified in such notice has passed (but only if at least a quorum of Trustees will remain in office when such resignation has taken effect); or
- (d) she is an Elected Trustee and ceases to be a member of a Women's Institute; or
- (e) she fails to attend a meeting of the Board of Trustees for three consecutive meetings unless the Trustees decide otherwise; or
- (f) at a meeting of the Board of 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

117. The Trustees shall appoint from their number a Chair and other such officers as they shall think necessary and may at any time terminate the appointment of any office-holder. The Chair must be an Elected Trustee. Any other officer can be an Elected Trustee or a Co-opted Trustee. If a Trustee is unable to attend a meeting of the Board of Trustees at which this power is to be exercised she may in writing appoint the Company Secretary to vote on the resolution on her behalf giving instructions as to how her vote is to be exercised.

Powers of the Board of Trustees

118. Subject to the provisions of the Act and the Articles, the business of the National Federation shall be managed by the Board of Trustees who may exercise all the powers of the National Federation.

- (a) The Board of Trustees are the charity trustees of the National Federation as defined in the Charities Act 2011.
 - (b) 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.
 - (c) No alteration of the Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made.
 - (d) The powers given by this Article shall not be limited by any special power given to the Board of Trustees by these Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
119. The Board of Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the National Federation for such purposes and on such conditions as they determine.

Delegation of Trustees' Powers

120. The Board of Trustees may delegate any of its powers or the implementation of any of its resolutions to any committee consisting of such persons as the Trustees may determine.
- (a) The resolution making that delegation shall specify the financial limits within which any committee shall function.
 - (b) The deliberations of any such committee shall be reported regularly to the Board of Trustees and any resolution passed or decision taken by any such committee shall be reported immediately to the Board of Trustees.
 - (c) Any decision taken by any such committee which relates to the expenditure of funds shall first be approved by the Board of Trustees before it shall take effect.
 - (d) All delegations under this Article shall be revocable at any time.

- (e) The Board of Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
- (f) The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board of Trustees so far as the same are applicable and are not superseded by any regulations made by the Board of Trustees.

Experts

121. The Trustees may invite experts as and when appropriate to attend and speak but not vote at meetings of the Board of Trustees. The Trustees may also terminate the appointment of an expert.

Expenses

122. The Trustees and committee members may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Trustees or any committees or meetings of the National Federation or otherwise in connection with the discharge of their duties, in accordance with and subject to an expenses policy adopted by the Trustees.

Proceedings of the Board of Trustees

123. Subject to the provisions of the Articles the Trustees may regulate their proceedings as they think fit.
- (a) Three Trustees may, and the Chief Executive at the request of two Trustees must, call a meeting of the Board of Trustees.
 - (b) Notice of every meeting of the Board of Trustees stating the general particulars of all business to be considered at the meeting shall be given to each Trustee at least seven clear days (excluding Saturdays, Sundays and Public Holidays) before the meeting unless urgent circumstances require shorter notice. Notice may be given by hand, by

post or by electronic means (including by telephone) and need not be in writing.

124. Questions arising at a meeting are to be decided by a simple majority of the votes cast. In the case of an equality of votes, the chair of the meeting has a second vote.
125. The quorum for the transaction of the business of the Board of Trustees shall be one third of their number.
126. 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.
127. Meetings of the Board of Trustees shall be chaired by the following in the order of priority set out below:
 - (a) the Chair if she is present within five minutes after the time appointed for holding the meeting and willing to act;
 - (b) any Vice Chair present within five minutes after the time appointed for holding the meeting and willing to act (and if there is more than one Vice Chair so present and willing the other Trustees present shall decide which of them shall chair the meeting);
 - (c) any other Trustee appointed by the Trustees present.

Participation

128. Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
129. In determining whether Trustees are participating, or present, in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other (including for example by telephone or other electronic means).

130. If all the Trustees participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Decisions without a meeting

131. A decision is taken in accordance with this Article 131 when all of the Trustees indicate to each other by any means (including without limitation by electronic means) that they share a common view on a matter.

- (a) Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.
- (b) A decision which is made in accordance with this Article 131 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - (i) approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary (“**the Recipient**”), which person may, for the avoidance of doubt, be one of the Trustees;
 - (ii) following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 131;
 - (iii) the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
 - (iv) the Recipient must prepare a minute of the decision in accordance with Article 143 (minutes).

Trustee interests and management of conflicts of interest

Declaration of interests

132. Unless Article 133 applies, a Trustee must declare the nature and extent of:
- (a) any direct or indirect interest which she has in a proposed transaction or arrangement with the National Federation; and
 - (b) any duty or any direct or indirect interest which she has which conflicts or may conflict with the interests of the National Federation or her duties to the National Federation.

Participation in decision-making

133. If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the National Federation, she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
134. If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the National Federation, she may participate in the decision-making process and may be counted in the quorum and vote unless:
- (a) the decision could result in the Trustee or any person who is Connected with her receiving a benefit other than:
 - (i) any benefit received in her capacity as a beneficiary of the National Federation (as permitted under Article 6(c)(iii)) and which is available generally to the beneficiaries of the National Federation;
 - (ii) the payment of premiums in respect of indemnity insurance effected in accordance with Article 5(w);

- (iii) payment under the indemnity set out at Article 156;
and
- (iv) reimbursement of expenses in accordance with
Articles 6(c)(vi) and 122; or
- (b) a majority of the other Trustees participating in the
decision-making process decide to the contrary;

in which case she must comply with Article 135.

135. If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 135, she must:

- (a) take part in the decision-making process only to such
extent as in the view of the other Trustees is necessary to
inform the debate;
- (b) not be counted in the quorum for that part of the process;
and
- (c) withdraw during the vote and have no vote on the matter.

Continuing duties to the National Federation

136. Where a Trustee or person Connected with her has a conflict of interest or conflict of duties and the Trustee has complied with her obligations under these Articles in respect of that conflict:

- (a) the Trustee shall not be in breach of her duties to the
National Federation by withholding confidential
information from the National Federation if to disclose it
would result in a breach of any other duty or obligation of
confidence owed by her; and
- (b) the Trustee shall not be accountable to the National
Federation for any benefit expressly permitted under
these Articles which she or any person Connected with her
derives from any matter or from any office, employment
or position.

Register of Trustees' interests

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

GENERAL

Company Secretary

138. A Company Secretary may be appointed by the Trustees for such a term at such remuneration and upon such conditions as they may think fit, and any Company Secretary so appointed may be removed by them. If there is no Company Secretary:
- (a) anything authorised or required to be given or sent to, or served on, the National Federation by being sent to its Company Secretary may be given or sent to, or served on, the National Federation itself, and if addressed to the Company Secretary shall be treated as addressed to the National Federation; and
 - (b) anything else required or authorised to be done by or to the Company Secretary of the National Federation may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Rules

139. The Board of Trustees shall have power from time to time to make, repeal or alter rules as to:
- (a) the management of the National Federation and the affairs thereof;
 - (b) the duties of any officers or employees of the National Federation;
 - (c) the conduct of business by the Board of Trustees or any committee;
 - (d) arrangements for Remote Attendance at Companies Act Meetings, including any relevant restrictions or limitations;

- (e) arrangements for participation, and voting, at an Annual Meeting; and
- (f) any of the matters or things within the powers or under the control of the Board of Trustees;

provided (subject to Article 140) that they are consistent with the Articles.

140. Any rules made under Article 139 which relate to:

- (a) procedures for postal or electronic ballots conducted in accordance with Article 57(b); or
- (b) voting in advance at Companies Act Meetings (if allowed by the Board of Trustees in accordance with Article 96(a));

may provide for appropriate alterations to procedures for Annual Meetings or procedures at Companies Act Meetings which need not be consistent with the Articles.

Irregularities

- 141. Every vote or action taken by the Board of Trustees or a committee or a person acting as a Trustee or committee member 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.
- 142. The validity of the proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be affected by reason of 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.

Minutes

- 143. The Trustees must ensure that proper minutes are kept:
 - (a) of all appointments of officers; and

- (b) of all proceedings at meetings of the National Federation and of the Board of Trustees, and of committees, including the names of the Trustees and other persons present at each such meeting.
- 144. Any minute purported to be signed by the chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall be sufficient evidence of the proceedings.

Accounts

- 145. Federations, Women's Institutes and WI Members may inspect the statutory books and accounting records of the National Federation during usual business hours unless restrictions on access are imposed by resolution of a Companies Act Meeting. Any restrictions which are imposed must be reasonable.

Communications

Methods of communication

- 146. Subject to the Articles and the Act, any document or information (including any notice, report or accounts) sent or supplied by the National Federation under the Articles or the Act may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by the National Federation, including without limitation:
 - (a) in hard copy form;
 - (b) in electronic form; or
 - (c) by making it available on a website.
- 147. A document or information may only be sent or supplied in electronic form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Act (and has not revoked that agreement), provided that in relation to documents or information which are not authorised or required

by the Act to be sent or supplied by the National Federation, the Board of Trustees may decide what level of agreement (if any) is required from the recipient.

148. Subject to the Articles, any notice or document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means which that Trustee has asked to be sent or supplied with such notices or documents for the time being.

Deemed delivery

149. A person present at a meeting of the National Federation shall be deemed to have received notice of the meeting and the purposes for which it was called.

150. Where any document or information is sent or supplied by the National Federation:

- (a) where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- (b) where it is sent or supplied by electronic means, it is deemed to have been received on the same day that it was sent;
- (c) where it is sent or supplied by means of a website, it is deemed to have been received:
 - (i) when the material was first made available on the website; or
 - (ii) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

151. Subject to the Act, a Trustee or any other person (other than in their capacity as a member of the National Federation) may agree with the National Federation that notices or documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

152. Where any document or information has been sent or supplied by the National Federation by electronic means and the National Federation receives notice that the message is undeliverable:
- (a) if the document or information has been sent to a Member of the National Federation or to a Trustee and is notice of a meeting of the National Federation, the National Federation is under no obligation to send a hard copy of the document or information to the Member's or Trustee's postal address as shown in the National Federation's register of members or Trustees, but may in its discretion choose to do so;
 - (b) in all other cases, the National Federation shall send a hard copy of the document or information to the Member's postal address as shown in the National Federation's register of members (if any), or in the case of a recipient who is not a Member of the National Federation, to the last known postal address for that person (if any); and
 - (c) the date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, regardless of the subsequent sending of hard copies.

Exceptions

153. Copies of the National Federation's annual accounts and reports need not be sent to a person for whom the National Federation does not have a current address.
154. Notices of meetings need not be sent to a Member of the National Federation who does not register an address with the National Federation, or who registers only a postal address outside the United Kingdom, or to a Member of the National Federation for whom the National Federation does not have a current address.

WINDING UP

155. If any property remains after the National Federation has been wound up and the debts and liabilities have been satisfied it may not be paid to or distributed among the Members of the National Federation, but must be given to some other charitable institution or institutions with objects similar to the objects of the National Federation to be decided by the Members of the National Federation.

INDEMNITY

156. Subject to the provisions of the Act but without prejudice to any indemnity to which a Trustee may otherwise be entitled:
- (a) every Trustee of the National Federation shall be indemnified out of the assets of the National Federation against any liability incurred by her in defending any proceedings, whether civil or criminal, in which judgement is given in her favour or in which she is acquitted or in connection with any application in which relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the National Federation, and against all costs, charges, losses, expenses or liabilities incurred by her in the execution and discharge of her duties or in relation thereto; and
 - (b) every other officer of the National Federation may be indemnified out of the assets of the National Federation in relation to any liability incurred by him or her in that capacity.

DEFINITIONS

157. In these Articles of Association:

- (a) “**Access Arrangements**” has the meaning given in Article 23.
- (b) “**the Act**” means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the National Federation.
- (c) “**address**” includes a number or address used for the purposes of sending or receiving documents by electronic means.
- (d) “**Age of Majority**” means the age at which a person is entitled to vote in the United Kingdom general election.
- (e) “**Annual Meeting**” means the Annual Meeting of the National Federation called in accordance with Article 18.
- (f) “**the Articles**” means the Articles of the National Federation.
- (g) “**Attendees**” means the attendees of the Annual Meeting of the National Federation, as provided for in Article 25.
- (h) “**the Board of Trustees**” and “**the Trustees**” shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the National Federation, as defined in the Act. They are the charity trustees of the National Federation as defined in the Charities Act 2011.
- (i) “**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.
- (j) “**Chair**” means the chair of the National Federation appointed in accordance with Article 117.
- (k) “**Chief Executive**” means the person employed as the most senior executive staff member of the National Federation from time to time.

(l) “**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.

(m) “**Companies Act Meeting**” means a general meeting of the National Federation for the purposes of the Act.

(n) “**Company Secretary**” means the company secretary of the National Federation (if any).

(o) “**Connected**” in relation to a Trustee means:

- (i) any spouse or civil partner of a Trustee; or
- (ii) any 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; or
- (iii) a parent, child, step-child, brother, sister, grandparent or grandchild of a Trustee where there is any financial interdependency between that person and the Trustee; or
- (iv) the spouse or civil partner of any person in (iii); or
- (v) any 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); or
- (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.

(p) “**Co-opted Trustee**” means a Trustee who is co-opted in accordance with Article 106(b).

(q) “**Deputy**” means a person appointed in accordance with Article 99 to attend, speak and vote at an Annual Meeting, National Council meeting or a Companies Act Meeting.

(r) **“Deputy Appointment Notice”** has the meaning given in Article 99.

(s) **“document”** includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in electronic form.

(t) **“Elected Trustee”** means a Trustee who is elected in accordance with Article 106(a).

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

(v) **“electronic form”** and **“electronic means”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006.

(w) **“Federation”** means a Federation of Women’s Institutes with a constitution in the form laid down for Federations by the National Federation.

(x) **“Federation Representative”** means an individual appointed to represent a Federation in accordance with Articles 10 and 11.

(y) **“hard copy”** and **“hard copy form”** have the meanings respectively given to them in Section 1168 of the Companies Act 2006.

(z) **“Hybrid Meeting”** has the meaning given to it in Article 93.

(aa) **“Members of the National Federation”** means incorporated Federations and Federation Representatives of unincorporated Federations.

(bb) **“the National Council”** has the meaning prescribed by Article 101.

(cc) **“the National Federation”** means the NATIONAL FEDERATION OF WOMEN’S INSTITUTES OF ENGLAND, WALES, JERSEY, GUERNSEY and THE ISLE OF MAN.

(dd) “**Ordinary Resolution**” has the meaning given in Section 282 of the Companies Act 2006.

(ee) “**Proxy**” has the meaning given in Article 44.

(ff) “**Public Affairs Resolutions**” means resolutions which relate to matters falling within the National Federation’s objects; are of wider public significance; and which are submitted to the Board of Trustees for consideration at the Annual Meeting;

(gg) “**Public Holiday**” means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered.

(hh) “**Remote Attendance**” means remote attendance at a Companies Act Meeting by such means as are approved by the Trustees in accordance with Article 90.

(ii) “**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.

(jj) “**Special Resolution**” has the meaning given in Section 283 of the Companies Act 2006.

(kk) “**Subsidiary Company**” means any company in which the National Federation holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company.

(ll) “**Urgency Resolution**” means a resolution which is:

- (i) submitted after the closing date for the submission of resolutions for inclusion in the agenda of an Annual Meeting of the National Federation;
- (ii) deals with some development arising after that date and which requires action to be taken at once to be effective; and

(iii) is accepted as an urgency resolution by the Board of Trustees or, if necessary, by the Chair acting on behalf of the Trustees.

(mm) **“WI Adviser”** means an individual appointed by the Federations to support Women’s Institutes and who shall have the powers and functions conferred on her by a Federation’s constitution or otherwise by a Federation.

(nn) **“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.

(oo) **“WI Link Delegate”** refers to a representative appointed in accordance with Article 14 to represent Women’s Institutes at Annual Meetings. A WI Link Delegate is not a Member of the National Federation for the purposes of these Articles or the Act.

(pp) **“WI Member”** means a member of a Women’s Institute. A WI Member is not a Member of the National Federation for the purposes of these Articles or the Act.

(qq) **“Women’s Institute”** means an association of women established in accordance with the WI constitution.

(rr) **“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 in electronic form or otherwise.

158. Subject to Article 159, references in the Articles 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.

159. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in Article 157 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the National Federation.

Notes

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