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**Constitution**

**of**

**The [●] Federation of Women's Institutes CIO**

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**Table of Contents**

1.	Name.....	1
2.	National location of principal office .....	1
3.	Objects.....	1
4.	Powers .....	2
5.	Application of income and property .....	3
6.	Benefits and payments to Trustees and Connected Persons .....	4
7.	Liability of Members to contribute to the assets of the Federation if it is wound up .....	4
8.	Membership of the Federation .....	5
9.	Members' decisions .....	6
10.	General meetings of Members .....	6
11.	Trustees .....	13
12.	Election, appointment and retirement of Trustees .....	15
13.	Disqualification and removal of Trustees .....	16
14.	Officers.....	16
15.	Taking of decisions by Trustees .....	17
16.	Meetings and proceedings of Trustees.....	17
17.	Unanimous decisions without a meeting .....	18
18.	Trustee interests and management of conflicts of interest .....	19
19.	Trustees may delegate .....	19
20.	Validity of Trustee actions.....	20
21.	Irregularities .....	20
22.	Execution of documents.....	20
23.	Keeping of Registers.....	20
24.	Minutes .....	20
25.	Accounting records, accounts, annual reports and returns, register maintenance .....	20
26.	Bye-Laws .....	21
27.	Membership of the National Federation.....	21
28.	Disputes .....	22
29.	Communications .....	22
30.	Amendment of constitution .....	24
31.	Amalgamation .....	24
32.	Voluntary winding up or dissolution .....	25
33.	Interpretation .....	26

## The [●] Federation of Women's Institutes CIO

### Constitution of a Charitable Incorporated Organisation with voting members other than its Trustees

#### ('Association' Constitution)

Date of constitution (last amended)

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#### 1. Name

The name of the charitable incorporated organisation ("the Federation") is The [●] Federation of Women's Institutes CIO.

#### 2. National location of principal office

The Federation must have a principal office in England or Wales. The principal office of the Federation is in *[England/Wales]*.

#### 3. Objects

3.1 The objects of the Federation are to further the purposes of the Women's Institute movement in *[insert name of County]* and elsewhere.

3.2 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.

3.3 In clause 3.2 “sustainable development” means development which meets the needs of the present generation without compromising the ability of future generations to meet their needs.

3.4 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.

#### **4. Powers**

The Federation has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, but without limitation, the Federation has power to:

4.1 form and advise Women’s Institutes in the Federation according to the rules and regulations laid down by the National Federation;

4.2 co-ordinate and assist the work of Women’s Institutes in the Federation;

4.3 establish a link of mutual helpfulness between Women’s Institutes in the Federation;

4.4 receive and consider reports from Women’s Institutes in the Federation;

4.5 make reports and suggestions from time to time to the National Federation on issues affecting Women’s Institutes;

4.6 promote international understanding among women and girls interested in any aspect of the values and purposes of the Women’s Institute organisation;

4.7 organise conferences, courses of instruction, exhibitions, lectures and other educational activities;

4.8 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter in any medium;

4.9 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;

4.10 raise funds by way of subscription, donation or otherwise, provided that the Federation may not undertake any substantial permanent trading activities in raising funds;

4.11 make regulations for any property of the Federation;

4.12 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed (the Federation must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);

4.13 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

4.14 sell, lease or otherwise dispose of all or any part of the property belonging to the Federation (in exercising this power, the Federation must comply as appropriate with the Charities Act 2011);

4.15 employ and remunerate such staff as are necessary for carrying out the work of the Federation (the Federation may employ or remunerate a Trustee only to the extent that it is permitted to

do so by clause 6 (Benefits and payments to Trustees and Connected Persons) and provided it complies with the conditions of that clause);

- 4.16 deposit funds and invest funds not immediately required for the Federation's objects in or upon such investments, securities or other property as the Trustees think fit;
- 4.17 employ a professional fund-manager, and arrange for the investments or other property of the Federation to be held in the name of a nominee, in such manner as the Trustees think fit;
- 4.18 trade in the course of carrying out the objects of the Federation (including making any reasonable charges for any services) or as an ancillary activity to carrying out the objects and to incorporate any wholly owned company to carry on any such trade;
- 4.19 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Federation;
- 4.20 make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their spouses and other dependants;
- 4.21 establish and support other charitable organisations and subscribe, lend or guarantee money for charitable purposes connected with the charitable purposes of the Federation;
- 4.22 undertake and execute any charitable trusts which may lawfully be undertaken;
- 4.23 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;
- 4.24 operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.25 amalgamate, merge or join in or with any charity having charitable objects wholly or in part similar to those of the Federation;
- 4.26 insure the property of the Federation against any foreseeable risk and take out any other insurance policies as are considered necessary by the Trustees to protect the Federation;
- 4.27 provide indemnity insurance for the Trustees in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011;
- 4.28 acquire or undertake all or any of the property, liabilities and engagements of charities with which the Federation may co-operate; and
- 4.29 do all such other lawful things as may further the objects.

## **5. Application of income and property**

- 5.1 The income and property of the Federation must be applied solely towards the promotion of its objects.
- 5.2 None of the income or property of the Federation may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the Federation. This shall not prevent the Federation from supporting and benefiting Women's Institutes in furtherance of its objects, and this shall not prevent any payment in good faith by the Federation of:
  - 5.2.1 reasonable and proper remuneration to any Member (not being a Trustee nor any Connected Person) for any services supplied to the Federation;

- 5.2.2 interest at a reasonable and proper rate on money lent by any Member to the Federation;
- 5.2.3 any reasonable and proper rent for premises let by any Member to the Federation;
- 5.2.4 any payments made to any Member in his, her or its capacity as a beneficiary of the Federation; and
- 5.2.5 any payments to a Member who is also a Trustee or a Connected Person which are permitted under clause 6 (Benefits and payments to Trustees and Connected Persons).

## **6. Benefits and payments to Trustees and Connected Persons**

### **6.1 No Trustee or Connected Person may:**

- 6.1.1 sell goods, services, or any interest in land to the Federation;
- 6.1.2 be employed by, or receive any remuneration from, the Federation; and/or
- 6.1.3 receive any other financial benefit from the Federation,  
unless:
  - (a) the payment or benefit is permitted by clause 6.2 or authorised by the court or the Charity Commission; and
  - (b) the Trustee concerned (including, in the case of a Connected Person, the Trustee to whom the Connected Person is connected) has complied with clause 18.

### **6.2 A Trustee or Connected Person may receive the following benefits from the Federation:**

- 6.2.1 A Trustee or Connected Person may receive a benefit from the Federation as a beneficiary of the Federation.
- 6.2.2 A Trustee or Connected Person may receive interest on money lent to the Federation at a reasonable and proper rate.
- 6.2.3 A Trustee or Connected Person may receive reasonable and proper rent for premises let by the Trustee or Connected Person to the Federation.
- 6.2.4 A Trustee is entitled to be reimbursed from the property of the Federation or may pay out of such property reasonable expenses and allowances for additional expenses properly incurred by her when acting on behalf of the Federation.
- 6.2.5 A Trustee may benefit from trustee indemnity insurance cover purchased at the Federation's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011 and the Federation may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.27.

## **7. Liability of Members to contribute to the assets of the Federation if it is wound up**

- 7.1 If the Federation is wound up, each Member of the Federation is liable to contribute to the assets of the Federation such amount (but not more than £1) as may be required for payment of the debts and liabilities of the Federation contracted before that person ceases to be a Member, for payment of the costs, charges and expenses of winding up, and for adjustment of the rights of the contributing Members among themselves.

7.2 In clause 7.1 “Member” includes any person who was a member of the Federation within 12 months before the commencement of the winding up.

7.3 But subject to that, the Members of the Federation have no liability to contribute to its assets if it is wound up, and accordingly have no personal responsibility for the settlement of its debts and liabilities beyond the amount that they are liable to contribute.

## **8. Membership of the Federation**

8.1 The Members of the Federation shall consist of:

8.1.1 the Delegates appointed in accordance with clause 8.2 below; and

8.1.2 the Trustees.

8.2 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 apply to be its Members of the Federation and to represent the Women’s Institute.

8.2.1 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.

8.2.2 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 principal office or by the Secretary (whichever is earlier).

8.3 A Women’s Institute in the Federation may, with the approval of the National Federation given in accordance with the WI Constitution, withdraw its Delegates from the Federation in order to appoint Delegates to a neighbouring Federation of easier access and a Women’s Institute outside the Federation may similarly appoint Delegates to the Federation.

### ***Subscriptions***

8.4 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.

### ***Termination of membership***

8.5 A Member ceases to be a Member of the Federation if:

8.5.1 she is a Delegate and:

(a) she dies;

(b) 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;

(c) 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

(d) 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

8.5.2 she is a Trustee and she ceases to be a Trustee.

### ***Duty of Members***

8.6 Each Member of the Federation must exercise the powers which they have in their capacity as a Member in the way that they decide, in good faith, would be most likely to further the objects of the Federation.

## **9. Members' decisions**

### ***Council***

9.1 The Members of the Federation are known as the Council. Meetings of the Council are the equivalent of general meetings of the Federation.

### ***Members' decisions and conflicts of interest***

9.2 A Trustee who would benefit personally, whether directly or indirectly, from a transaction or arrangement into which the Federation proposes to enter must not take part in any decision of the Members whether or not to enter into that transaction or arrangement.

9.3 Clause 9.2 does not apply where the transaction or arrangement proposed to be entered into by the Federation cannot reasonably be regarded as likely to give rise to a conflict of interest.

## **10. General meetings of Members**

### ***Taking decisions at a meeting***

10.1 Any decision of the Members of the Federation may be taken by means of a resolution at a general meeting.

10.2 Unless clause 10.3 applies, such a resolution must be passed by a simple majority of those Members voting at the meeting (including votes cast by postal ballot or ballot by Electronic Means, and proxy votes).

10.3 The following resolutions must be passed by a 75% majority of those Members voting at the meeting (including votes cast by postal or ballot by Electronic Means, and proxy votes):

10.3.1 any decision to amend the name of or the constitution of the Federation;

10.3.2 any decision to amalgamate the Federation with, or transfer its undertaking to, one or more other CIOs, in accordance with the Charities Act 2011; or

10.3.3 any decision to wind up the Federation voluntarily or dissolve the Federation.

### ***Annual General Meeting***

10.4 There must be an annual general meeting of the Members of the Federation.



- 10.5 The first Annual General Meeting must be held within 18 months of the registration of the Federation, and subsequent Annual General Meetings must be held at least once in every calendar year at intervals of not more than 15 months.
- 10.6 The Board of Trustees shall decide how and when an Annual General Meeting will be held.
- 10.7 The Annual General Meeting shall receive the annual statement of accounts (duly audited or examined where applicable) and the trustees' annual report.
- 10.8 The Board of Trustees may, at their discretion, suspend the requirement to hold an Annual General Meeting within the time limits specified in clause 10.5 for 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 this case as appropriate they must make such arrangements as they think fit to deal with any business ordinarily dealt with at the Annual General Meeting.

### ***Calling general meetings of Members***

- 10.9 The Trustees must call any Annual General Meetings in accordance with clause 10.5 (subject to clause 10.8).
- 10.10 The Trustees may call any other general meeting of the Members at any time.
- 10.11 The Trustees must, within 21 days, call a general meeting of the Members if they receive a request to do so in accordance with the Schedule to this constitution.
- 10.12 If the Trustees fail to comply with the obligation to call a general meeting at the request of the Members under clause 10.11, then the Members who requested the meeting may themselves call a general meeting.
- 10.12.1 A general meeting called in this way must be held not more than three months after the date when the Members first requested the meeting.
- 10.12.2 The Federation must reimburse any reasonable expenses incurred by the Members in calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but the Federation shall be entitled to be indemnified in relation to such expenses by the Trustees who were responsible for the failure.

### ***Notice of general meetings of Members***

- 10.13 At least 14 Clear Days' notice of a general meeting of the Members of the Federation must be given to all of the Members of the Federation.
- 10.14 If at least 90% of all of the Members of the Federation who are entitled to vote at the meeting agree, any resolution may be proposed and passed at the meeting even though the requirements of clause 10.13 have not been met.
- 10.15 The notice of any general meeting must:
- 10.15.1 state the date and time of the meeting, and any arrangements necessary to allow attendance (for example, the place of the meeting and any access codes / URLs) ("**Access Arrangements**");
- 10.15.2 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
- 10.15.3 if the meeting is the Annual General Meeting, identify the meeting as such;

- 10.15.4 if a proposal to alter the constitution of the Federation is to be considered at the meeting, include the text of the precise wording of the resolution and, the proposed alteration;
  - 10.15.5 if the meeting is the Annual General Meeting, be accompanied by the annual statement of accounts and the Trustees' annual report and details of persons standing for election or re-election as Trustee, or where allowed under clause 29, details of where the relevant documents and information may be found on the Federation's website; and
  - 10.15.6 include with reasonable prominence a statement informing Members of their rights to appoint another person as their proxy at general meetings.
- 10.16 Clause 29 (Communications) shall apply when determining when notice of a general meeting is received.
- 10.17 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice will not invalidate the proceedings at the meeting.

#### ***Submission of resolutions***

- 10.18 Women's Institutes in the Federation, the Board of Trustees or individual Trustees may submit resolutions in accordance with any bye-laws of the Federation.

#### ***Quorum for general meetings***

- 10.19 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 10.20 A quorum shall be present when one fifth of the Delegates and Trustees are present (in person or by proxy), including, for the avoidance of doubt, by Remote Attendance).
- 10.21 If a quorum is not present within half an hour (in person or by proxy) from the time appointed for the meeting:
- 10.21.1 if the meeting was called by the Board of Trustees it must be adjourned to such day, time and with such Access Arrangements as the Board of Trustees may decide;
  - 10.21.2 if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those Members present and entitled to vote shall be a quorum;
  - 10.21.3 if the meeting was called on the request (in writing) of the Members of the Federation it will be dissolved.

#### ***Chairing general meetings***

- 10.22 The Chair shall preside as chair of every general meeting.
- 10.23 If the Chair is not present within 15 minutes after the time appointed for holding the meeting and willing to act, the Vice Chair, if she is present within 15 minutes after the time appointed for holding the meeting and willing to act, shall preside as chair of the meeting, and if there is more than one Vice Chair, the Trustees present shall elect one Vice Chair, who shall be chair of the meeting.
- 10.24 If neither the Chair nor any Vice Chair is present and willing to act within 15 minutes after the time appointed for holding the meeting, any other Trustee elected by the Trustees present and willing to act shall preside as chair of the meeting, and if there is only one Trustee present and willing to act, she shall be the chair of the meeting.

- 10.25 If no Trustee is present and willing to act as chair, or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the Delegates present and entitled to vote must choose one of the Delegates present in person to be chair of the meeting (and for the avoidance of doubt a proxy who is not a member of the Federation may not be appointed as chair under this clause 10.25).

***Attendance and speaking at general meetings***

- 10.26 The following persons are entitled to attend and speak at general meetings:
- 10.26.1 Delegates and their proxies;
  - 10.26.2 Trustees and their proxies;
  - 10.26.3 WI Advisers; and
  - 10.26.4 any other person who may be given the right of attendance by the Board of Trustees.

***Adjournment***

- 10.27 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 may specify the Access Arrangements for the adjourned meeting, 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.
- 10.28 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 for the adjourned meeting and the general nature of the business to be transacted. Otherwise it is not necessary to give any such notice.

***Postponement***

- 10.29 The Trustees may postpone the general meeting to another date and time and/or place:
- 10.29.1 after the sending of notice of a general meeting, but before the meeting is held; or
  - 10.29.2 after the adjournment of a general 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 general 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.
- 10.30 When a general meeting is so postponed in accordance with clause 10.29:
- 10.30.1 notice of the date, time and Access Arrangements for 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
  - 10.30.2 the appointment of a proxy will be valid if it is delivered to the Federation before the commencement of the postponed meeting.

### ***Votes of Members***

- 10.31 A resolution put to the vote of a general meeting must be decided on a show of hands (or an alternative method determined by the chair of the meeting) unless a ballot is demanded in accordance with clause 10.33 and each Member shall have one vote.
- 10.32 Unless a ballot is duly demanded, a declaration by the chair of the meeting that the resolution:
- 10.32.1 has or has not been passed; or
  - 10.32.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with clause 24 (Minutes) is also conclusive evidence of that fact without such proof.
- 10.33 A ballot may be demanded:
- 10.33.1 by the chair of the meeting;
  - 10.33.2 by five persons having the right to vote on the resolution at the meeting;
  - 10.33.3 by persons representing at least ten per cent of the rights to vote on the resolution.
- 10.34 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.
- 10.35 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.
- 10.36 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.
- 10.37 No Delegate may vote on behalf of a Women's Institute at any general meeting, 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.
- 10.38 Clauses 9.2 and 9.3 (Members' decisions and conflicts of interest) shall apply where the proposed resolution concerns a transaction or arrangement from which a Trustee would benefit personally, whether directly or indirectly.
- 10.39 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid. Any such objection must be referred to the chair of the meeting whose decision is final.

### ***Participation in general meetings***

- 10.40 A person is able to exercise the right to speak at a general 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.
- 10.41 A person is able to exercise the right to vote at a general meeting when:

- 10.41.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- 10.41.2 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.
- 10.42 The Trustees may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general 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.
- 10.43 In determining attendance at a general meeting, it is immaterial whether any two or more persons attending it are in the same place as each other.
- 10.44 Two or more persons who are not in the same place as each other attend a general 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***

- 10.45 A Hybrid Meeting is a general 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.
- 10.46 In accordance with legal requirements, the Trustees may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.
- 10.47 In the case of a Hybrid Meeting:
  - 10.47.1 the provisions of this constitution shall be treated as modified to permit such arrangements and in particular:
    - (a) a person attending a general meeting by Remote Attendance shall be treated as being present and/or present in person at the meeting for the purposes of this constitution, including without limitation the provisions of this constitution relating to the quorum for the meeting and rights to vote at the meeting, unless this constitution expressly provides to the contrary; and
    - (b) references in this constitution to the place of a general meeting shall be treated as references to the Primary Location;
  - 10.47.2 the Trustees must ensure that the notice of a Hybrid Meeting includes:
    - (a) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance; and
    - (b) details of the Primary Location.
  - 10.47.3 the Trustees may decide:
    - (a) how those attending by Remote Attendance may communicate with the meeting for example by communicating with the chair in writing using an electronic platform; and
    - (b) how those attending by Remote Attendance may vote;

- 10.47.4 subject to the General Regulations, 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;
- 10.47.5 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;
- 10.47.6 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 Federation) affect the validity of the meeting or any business conducted at the meeting, provided a quorum is present at the meeting.

#### ***Regulation of proceedings***

- 10.48 The Council may regulate its meeting 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 clause 26.

#### ***Proxies***

- 10.49 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.
- 10.50 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.
- 10.51 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.
- 10.52 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.

#### ***Postal votes and votes by Electronic Means***

- 10.53 The Federation may, if the Trustees so decide, allow the Members to vote by post or Electronic Means to make a decision on any matter that is being decided at a general meeting of the Members.
- 10.54 The Trustees must appoint at least two persons (who need not be Members) to serve as scrutineers to supervise the conduct of the postal ballot and/or ballot by Electronic Means and the counting of postal votes and/or votes cast by Electronic Means.
- 10.55 If postal voting and/or voting by Electronic Means is to be allowed on a matter, the Federation must send to Members of the Federation at least 21 days before the deadline for receipt of votes cast in this way a notice including an explanation of the purpose of the vote and the voting procedure to be followed by the Members.
- 10.56 The voting procedure must require all forms returned by post to be in an envelope with the Member's name and signature, and nothing else, on the outside, inside another envelope

addressed to 'The Scrutineers for [Federation]', at the Federation's principal office or such other postal address as is specified in the voting procedure.

- 10.57 The voting procedure for votes cast by Electronic Means must be authenticated in the manner specified in the voting procedure.
- 10.58 Votes by Electronic Means must be returned in the manner specified in the voting procedure and must be accessed only by a scrutineer.
- 10.59 The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 10.60 The scrutineers must make a list of names of Members casting valid votes, and a separate list of Members casting votes which were invalid. These lists must be provided to a Trustee or other person overseeing admission to, and voting at, the general meeting.
- 10.61 For postal votes, the scrutineers must retain the internal envelopes (with the Member's name and signature). For votes by Electronic Means, the scrutineers must separate and retain any part of the email or other record of the vote that includes the Member's name. In each case, a scrutineer must record on this evidence of the Member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- 10.62 Votes cast by post or by Electronic Means must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the chair of the meeting written confirmation of the number of valid votes received by post and Electronic Means and the number of votes received which were invalid.
- 10.63 The scrutineers must not disclose the result of the postal ballot/ ballot by Electronic Means until after votes taken at the meeting have been counted. Only at this point shall the scrutineers declare the result of the valid votes received. These votes shall be included in the declaration of the result of the vote.
- 10.64 Following the final declaration of the result of the vote, the scrutineers must provide to a Trustee or other authorised person bundles containing the evidence of Members submitting valid postal votes; evidence of Members submitting valid votes cast by Electronic Means; evidence of invalid votes; the valid votes; and the invalid votes.
- 10.65 Any dispute about the conduct of a postal ballot or ballot by Electronic Means must be referred initially to a panel set up by the Trustees, to consist of two Trustees and two persons independent of the Federation.

### ***Fares Pool***

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

## **11. Trustees**

### ***Functions and duties of Trustees***

- 11.1 The Trustees shall manage the affairs of the Federation and may for that purpose exercise all the powers of the Federation.
  - (a) The Board of Trustees are the charity trustees of the 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 this constitution shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made.
- (d) The powers given by this clause 11.1 shall not be limited by any special power given to the Board of Trustees by this constitution and a meeting of the Board of Trustees at which a quorum is present may exercise all powers exercisable by the Board of Trustees.

11.2 It is the duty of each Trustee:

- 11.2.1 to exercise her powers and to perform her functions in her capacity as a trustee of the Federation in the way she decides, in good faith, would be most likely to further the purposes of the Federation; and
- 11.2.2 to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances, having regard in particular:
  - (a) to any special knowledge or experience that she has or purports to have; and
  - (b) if she acts as a Trustee of the Federation in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

***Eligibility for trusteeship***

11.3 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.

11.4 The following are eligible for appointment as Co-opted Trustee:

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

11.5 No one may become a Trustee if she is:

- 11.5.1 under the age of 18 years;
- 11.5.2 an employee of the National Federation, any federation of Women's Institutes (including this Federation) or any Women's Institute.

***Number of Trustees***

11.6 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:

- 11.6.1 up to ten elected Trustees ("**Elected Trustee**");
- 11.6.2 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



- 11.6.3 chairs of designated committees of the Federation who shall be members of the Board of Trustees ex-officio ("**Ex Officio Trustee**") 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.

### ***First Trustees***

- 11.7 The First Trustees of the Federation are:

[insert names]

## **12. Election, appointment and retirement of Trustees**

- 12.1 Trustees may (on condition they meet the relevant eligibility criteria and would not be disqualified under clauses 12.9 or 13) be:

- 12.1.1 elected as an Elected Trustee in accordance with clauses 12.2 to 12.5;
- 12.1.2 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
- 12.1.3 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***

- 12.2 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***

- 12.3 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.
- 12.4 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.
- 12.5 The results of the vote shall take effect from the start of the next Special Board Meeting.

### ***Terms of office - Elected Trustees***

- 12.6 All Elected Trustees shall serve until the start of the next Special Board Meeting. Subject to clauses 12.9 and 13, they will be eligible for re-election under clause 12.1.1.
- 12.7 For the avoidance of doubt clause 12.6 also applies to Elected Trustees appointed to fill a Casual Vacancy.

### ***Terms of office - Co-opted Trustees***

- 12.8 All Co-opted Trustees shall serve until the start of the next Special Board Meeting. Subject to clauses 12.9 and 12.10 they will be eligible for re-appointment by the Trustees.

### ***Long-stop***

- 12.9 Subject to clause 12.10, 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.
- 12.10 The Federation may amend its bye-laws in accordance with clause 26 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***

- 12.11 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 clauses 12.6 to 12.10.

## **13. Disqualification and removal of Trustees**

A Trustee ceases to hold office if:

- 13.1 she resigns by notifying the Federation in writing and any period of time specified in such notice has passed;
- 13.2 she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that she be removed for this reason;
- 13.3 the Trustees reasonably believe that she has become physically or mentally incapable of managing her own affairs and they resolve that she be removed from office;
- 13.4 she is disqualified under the Charities Act 2011 from acting as a Trustee of a charity;
- 13.5 she is an Elected Trustee and she ceases to be a WI Member in the Federation; or
- 13.6 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.

## **14. Officers**

- 14.1 The honorary officers of the Federation shall be a Chair, a Treasurer and one or more Vice Chairs (up to three in number).
- 14.2 The Board of Trustees shall elect the Chair, Vice Chair(s) and Treasurer from its members 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.
- 14.3 The Board of Trustees may appoint (and may remove) either:
- 14.3.1 a Secretary who is a Trustee; or
- 14.3.2 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.
- 14.4 If there is no Secretary:

- 14.4.1 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
- 14.4.2 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.

## **15. Taking of decisions by Trustees**

Any decision of the Trustees may be taken either:

- 15.1 at a meeting of the Trustees called and held in accordance with clause 16; or
- 15.2 by a unanimous resolution taken in accordance with clause 17.

## **16. Meetings and proceedings of Trustees**

### ***Calling meetings***

- 16.1 Three Trustees may, and the Secretary, at the request of three Trustees must, call a meeting of the Board of Trustees.
- 16.2 A Trustees' meeting must be called by at least seven Clear Days' notice, excluding Saturdays, Sundays and Public Holidays, unless either:
  - 16.2.1 all the Trustees agree; or
  - 16.2.2 urgent circumstances require shorter notice.
- 16.3 Notice of Trustees' meetings must be given to each Trustee.
- 16.4 Every notice calling a Trustees' meeting must specify:
  - 16.4.1 the day and time of the meeting;
  - 16.4.2 the general nature of the business to be considered at such meeting; and
  - 16.4.3 the place of the meeting, and if it is anticipated that Trustees participating in the meeting will not be in the same place as each other, how it is proposed that they should communicate with each other during the meeting.
- 16.5 Notice of Trustees' meetings may be given by hand, by post or by Electronic Means and need not be in writing.

### ***Chairing of Trustees' meetings***

- 16.6 The Board of Trustees must meet at least five times in a year.
- 16.7 Meetings of the Board of Trustees shall be chaired by the following, in the order of priority set out below:
  - 16.7.1 the Chair if she is present within fifteen minutes after the time appointed for holding the meeting and willing to act;
  - 16.7.2 any Vice Chair present within fifteen minutes after the time appointed for 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);

16.7.3 any other Trustee appointed by the Trustees present.

***Procedure at Trustees' meetings***

- 16.8 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.9 The quorum for Trustees' meetings is three or one third of the total number of Trustees (rounded up) if that is greater than three.
- 16.10 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision to appoint further Trustees.
- 16.11 Questions arising at a meeting shall be decided by a majority of the votes cast. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote. This does not apply if, in accordance with the constitution, the Chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes or if she has been appointed under clause 16.7.3.

***Participation in meetings by Electronic Means***

- 16.12 A meeting may be held by telephone, or by any other Electronic Means, provided that all participating Trustees may hear and be heard by all the other participants.

**17. Unanimous decisions without a meeting**

- 17.1 A decision is taken in accordance with this clause 17 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email, or by telephone) that they share a common view on a matter. The Trustees cannot rely on this clause 17 to make a decision if one or more of the Trustees has a conflict of interest which, under clause 18, results in them not being entitled to vote.
- 17.2 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.
- 17.3 A decision which is made in accordance with this clause 17 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:
- 17.3.1 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;
- 17.3.2 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 clause 17;
- 17.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 17.3.4 the Recipient must prepare a minute of the decision in accordance with clause 24 (Minutes).

## **18. Trustee interests and management of conflicts of interest**

18.1 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:

18.1.1 declare the interest before discussion begins on the matter;

18.1.2 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.

18.2 However, clause 18.1.2 does not apply if the matter to be discussed concerns:

18.2.1 conferring benefits which are available to all of the beneficiaries of the Federation on the same terms;

18.2.2 general issues surrounding trustee indemnity insurance for the Board of Trustees; or

18.2.3 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.

### ***Register of Trustees' interests***

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

## **19. Trustees may delegate**

19.1 The Board of Trustees may delegate any of its powers or the implementation of any of its resolutions to any sub-committee consisting of such persons as the Board of Trustees may determine.

19.1.1 The resolution making that delegation shall specify the financial limits within which any committee shall function.

19.1.2 The chair of each sub-committee, or her appointed deputy, shall report the proceedings of each meeting of the sub-committee to the Board of Trustees.

19.1.3 Any decision taken by any such committee which relates to the expenditure of funds must first be approved by the Board of Trustees before it takes effect.

19.1.4 All delegations under this clause shall be revocable at any time.

19.1.5 The Board of Trustees may make such regulations and impose such terms and conditions and give such mandates to any such sub-committee or sub-committees as it may from time to time think fit.

19.1.6 The meetings and proceedings of any sub-committee shall be governed by the provisions of this constitution 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.

19.2 The meetings and proceedings of any committee shall be governed by the provisions of this constitution regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

## **20. Validity of Trustee actions**

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in her appointment or that she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

## **21. Irregularities**

The validity of the proceedings at any meeting or the passing of a written resolution 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.

## **22. Execution of documents**

22.1 Documents may be executed:

22.1.1 by the Federation, in accordance with this clause 22; or

22.1.2 on behalf of the Federation, by a person acting under the express or implied authority of the Federation.

22.2 Where a document is executed by the Federation in accordance with clause 22.1.1, it may be executed either:

22.2.1 by being signed by at least two of the Trustees; or

22.2.2 by the affixing of its seal (if it has one).

## **23. Keeping of Registers**

The Federation must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its Members and Trustees.

## **24. Minutes**

The Trustees must keep minutes of all:

24.1 appointments of officers made by the Board of Trustees;

24.2 proceedings at meetings of the Council and 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 chair of the meeting at which the proceedings were held, or by the chair of the next succeeding meeting, shall be sufficient evidence of proceedings.

## **25. Accounting records, accounts, annual reports and returns, register maintenance**

25.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, the preparation and scrutiny of statements of accounts, and the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the Federation, within 10 months of the financial year end.

25.2 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 presented by the Board of Trustees to the Council at any Annual General Meeting.

- 25.3 The Board of Trustees must open a bank account in the name of the Federation and authorise at least three persons to authorise payments on behalf of the Federation. All other payments drawn on the account must be signed or authorised by at least two authorised persons.
- 25.4 Members of the Federation may inspect the statutory books and 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.
- 25.5 The Trustees must inform the Charity Commission within 28 days of any change in the particulars of the Federation entered on the Central Register of Charities.

## **26. Bye-Laws**

- 26.1 The Federation may make, repeal or alter bye-laws passed by two-thirds of the Council present and voting at an Annual General Meeting or another general meeting called for the purpose.
- 26.1.1 The proposed bye-laws or resolution for the repeal or amendment of any such bye-laws must be sent to each Women's Institute in the Federation, each Trustee and each WI Adviser together with the notice calling the meeting.
- 26.1.2 No bye-law, repeal or amendment will be valid if it conflicts with the Articles of Association of the National Federation or this constitution.
- 26.1.3 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.

## **27. Membership of the National Federation**

### ***Membership***

- 27.1 On incorporation the Federation will become a member of the National Federation and be entitled to appoint Federation Representatives to the National Federation and shall from that point be bound by and comply with the Articles of Association for the time being of the National Federation.
- 27.2 The Federation may not carry out any policy which is in any way contrary to the policy of the National Federation.
- 27.3 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.
- 27.4 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.
- 27.5 The Federation must make reasonable efforts to ensure that its representatives attend meetings of the National Council.

### ***Pooling of fares***

- 27.6 The cost of fares of Federation Representatives (and their 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 clause 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.

## **28. Disputes**

If a dispute arises between Members of the Federation about the validity or propriety of anything done by the Members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **29. Communications**

### **29.1 *Notices to be in writing***

Any notice to be given to or by any person or persons under this constitution must be in writing (with the exception of a notice calling a meeting of the Board of Trustees, which need not be in writing).

### **29.2 Communications to the Federation**

29.2.1 Any Member or Trustee of the Federation may send documents or information to the Federation:

- (a) by hand; or
- (b) by post,

by sending it to the principal office or any other address specified by the Federation for this purpose.

29.2.2 Any Member or Trustee of the Federation may send documents or information to the Federation in Electronic Form or by Electronic Means (for example by email), provided that:

- (a) In the case of documents or information sent in Electronic Form, the Federation has agreed (generally or specifically) to receive documents or information in that form (and has not revoked that agreement), or is treated as having agreed to receive documents or information in that form under clause 29.4.
- (b) Documents or information sent by Electronic Means must be sent to either:
  - (i) an address specified by the Federation for the purpose; or
  - (ii) an address to which clause 29.4 applies.
- (c) Communications sent by Electronic Means must be authenticated in a manner which is satisfactory to the Federation.

### **29.3 Communications by the Federation**

29.3.1 The Federation may send documents or information (including notices) to any Member or Trustee of the Federation or to Women's Institutes in the Federation, Delegates, WI Advisers and Trustees, by hand or by post, by handing the document or information to them or by sending it to:

- (a) an address specified for the purpose by the intended recipient; or



- (b) their address as shown in the Federation's register of Members or Trustees (as appropriate).
- 29.3.2 The Federation may send or supply documents or information (including notices) to any Member or Trustee of the Federation or to Women's Institutes in the Federation, Delegates, WI Advisers and Trustees in Electronic Form or by Electronic Means (including by email or by making it available on a website), subject to any safeguards set out in the bye-laws made under clause 26.
- 29.3.3 Any Member of the Federation, by virtue of becoming a Member of the Federation and by providing the Federation with her email address or similar, is taken to have agreed to receive communications from the Federation in Electronic Form at that address, unless the Member has indicated to the Federation her unwillingness to receive such communications in that form.
- 29.3.4 When communicating any notice or proposal via a website, the Trustees must take reasonable steps to ensure that Members and Trustees are promptly notified of the publication of any such notice or proposal.

***Federation's deemed agreement to electronic communications***

- 29.4 If the Federation sends or supplies documents or information to another person in Electronic Form:
  - 29.4.1 the Federation is treated as having agreed to accept a response in Electronic Form; and
  - 29.4.2 where the document or information is sent or supplied by the Federation by Electronic Means from an electronic address, or the Federation has given such an address in the document or information (subject to any limitations specified when providing that address), the Federation is treated as having agreed to the response being sent by Electronic Means to that address.
- 29.5 ***Deemed delivery***
  - 29.5.1 A person present at a meeting of the Federation (in person or by proxy in the case of general meetings) shall be deemed to have received notice of the meeting and the purposes for which it was called.
  - 29.5.2 Where any document or information is sent or supplied by the Federation to the Trustees or the Members of the Federation:
    - (a) where it is sent by post it is deemed to be received 48 hours after it is posted;
    - (b) where it is sent or supplied by Electronic Means (for example by email) it is deemed to be received on the same day that it is sent;
    - (c) where it is sent or supplied by means of a website, it is deemed to be received:
      - (i) when the material is first made available on the website; or
      - (ii) if later, when the intended recipient received (or is treated as having received) notice of the fact that the material is available on the website.
  - 29.5.3 A Trustee or any other person (other than in their capacity as a Member of the Federation) may agree generally or specifically with the Federation that a document or information is deemed to be received within a shorter period than that specified in clause 29.5.2.

- 29.5.4 Where any document or information has been sent or supplied by the Federation by Electronic Means and the Federation receives notice that the message is undeliverable:
- (a) if the document or information has been sent to a Member of the Federation or to a Trustee and is notice of a general meeting of the Federation, the 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 Federation's register of Members or Trustees, but may in its discretion choose to do so;
  - (b) in all other cases, the Federation shall send a hard copy of the document or information to the Member's postal address as shown in the Federation's register of members (if any), or in the case of a recipient who is not a Member of the 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.
- 29.5.5 Copies of the Federation's annual accounts and reports need not be sent to a person for whom the Federation does not have a current address.
- 29.5.6 Notices of general meetings need not be sent to a Member of the Federation who does not register an address with the Federation, or who registers only a postal address outside the United Kingdom, or to a Member for whom the Federation does not have a current address.

### **30. Amendment of constitution**

- 30.1 This constitution (including the name of the Federation) may be amended by a resolution of the Members passed at a meeting called for that purpose in accordance with this constitution, provided that the resolution must first have been approved by the board of trustees of the National Federation.
- 30.2 In accordance with section 226 of the Charities Act 2011, any alteration of the Federation's objects, of any provision of this constitution directing application of property on its dissolution or any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or Members of the Federation or persons connected with them, requires the prior written consent of the Charity Commission.
- 30.3 The power of the Federation to amend its constitution is not exercisable in any way which would result in the Federation's ceasing to be a charity.
- 30.4 A copy of any resolution altering the constitution, together with a copy of the Federation's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed.

### **31. Amalgamation**

- 31.1 The Federation may amalgamate with another federation of the Women's Institute provided that:
- 31.1.1 The consent of the Board of Trustees of the Federation and each other federation to the amalgamation has first been obtained.
  - 31.1.2 The consent of the board of trustees of the National Federation shall then be obtained by each of the relevant federations.

- 31.1.3 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 clause 31.1.2, the board of trustees of the continuing federation shall determine these matters and their decision shall be final.
  - 31.1.4 Each of the federations at a meeting of its Council 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 continuing federation) by a majority of three-quarters of the votes cast.
  - 31.1.5 Subsequently, each of the terminating federation and the continuing federation at a general meeting called for the purpose, held in accordance with clause 10 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 clause 31.1.3).
- 31.2 When the terminating federation is absorbed by the continuing federation:
- 31.2.1 the Treasurer of the terminating federation must first discharge its outstanding liabilities out of the funds of the terminating federation; and
  - 31.2.2 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.
- 32. Voluntary winding up or dissolution**
- 32.1 As provided by the Dissolution Regulations, the Members of the Federation may pass a resolution in accordance with this constitution to the effect that the Federation should be wound up voluntarily or that an application should be made to the Charity Commission for the dissolution of the Federation.
  - 32.2 Subject to the payment of all the Federation's debts and liabilities, any resolution for the winding up of the Federation, or for the dissolution of the Federation without winding up, must contain a provision directing that any remaining assets of the Federation shall be given to the National Federation to be applied for charitable purposes similar to the purposes of the Federation.
  - 32.3 The Federation must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the Federation to be removed from the Register of Charities, and in particular:
    - 32.3.1 the Trustees must send with their application to the Charity Commission:
      - (a) a copy of the resolution passed by the Members of the Federation;
      - (b) a declaration by the Trustees that any debts and other liabilities of the Federation have been settled or otherwise provided for in full; and
      - (c) a statement by the Trustees setting out the way in which any property of the Federation has been or is to be applied prior to its dissolution in accordance with this constitution;
    - 32.3.2 the Trustees must ensure that a copy of the application is sent within seven days to every Member and employee of the Federation, and to any Trustee of the Federation who was not privy to the application.

- 32.4 If the Federation is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

### **33. Interpretation**

- 33.1 In this constitution:

- 33.1.1 "Access Arrangements" has the meaning given in clause 10.15.1;
- 33.1.2 "Act" means the Charities Act 2011;
- 33.1.3 "Annual General Meeting" means the annual general meeting of the Members of the Federation held in accordance with clauses 10.4 to 10.9;
- 33.1.4 "the Board of Trustees" and "the Trustees" are the charity trustees of the Federation as defined in the Charities Act 2011;
- 33.1.5 "Clear Days" means, in relation to the period of a notice, 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;
- 33.1.6 "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.
- 33.1.7 "Connected Person" means:
- (a) a child, parent, grandchild, step-child, grandparent, brother or sister of the Trustee where there is any financial interdependency between that person and the Trustee;
  - (b) the spouse or civil partner of the Trustee or of any person falling within clause 33.1.7(a) above;
  - (c) a person carrying on business in partnership with the Trustee or with any person falling within clauses 33.1.7(a) or (b) above;
  - (d) an institution which is controlled:
    - (i) by the Trustee or any Connected Person falling within clauses 33.1.7 (a), (b), or (c) above; or
    - (ii) by two or more persons falling within clause 33.1.7 (d)(i), when taken together; and
  - (e) a body corporate in which:
    - (i) the Trustee or any Connected Person falling within clauses 33.1.7 (a), (b), or (c) has a substantial interest; or
    - (ii) two or more persons falling within clause 33.1.7 (e)(i) who, when taken together, have a substantial interest.

For the purposes of this clause 33.1.7:

- (i) "child" includes a stepchild and an illegitimate child;
- (ii) a person living with another as that person's husband or wife is to be treated as that person's spouse;

- (iii) where two people are not civil partners but live together as if they were, each of them is to be treated as the civil partner of the other;
  - (iv) a person controls an institution if the person is able to secure that the affairs of the institution are conducted in accordance with the person's wishes;
  - (v) any person has a substantial interest in a body corporate if the person or institution in question:
    - is interested in shares comprised in the equity share capital of that body of a nominal value of more than one-fifth of that share capital, or
    - is entitled to exercise, or control the exercise of, more than one-fifth of the voting power at any general meeting of that body.
- 33.1.8 "Co-opted Trustee" means a Trustee who is co-opted in accordance with clause 12.1.2;
- 33.1.9 "Council" has the meaning given to that term in clause 9.1;
- 33.1.10 "Delegates" means the individuals appointed to represent a Women's Institute in accordance with clause 8.2 and who shall for formal purposes (with the Trustees for the time being) be equivalent to and fulfil the functions of Members of the Federation provided that beneficial and substantial membership shall be and belong to the appointing Women's Institute;
- 33.1.11 "Dissolution Regulations" means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012;
- 33.1.12 "Elected Trustee" means a Trustee who is elected in accordance with clause 12.1.1;
- 33.1.13 "Election Meeting" means the Annual General Meeting at which the election of the Elected Trustees is announced which occurs every three calendar years;
- 33.1.14 "Ex Officio Trustee" means a Trustee who takes office as such in accordance with clause 12.1.3;
- 33.1.15 "the Federation" means The Federation of Women's Institutes;
- 33.1.16 "Federation Representative" means a Federation Representative of the National Federation appointed in accordance with the Articles of the National Federation to represent a Federation;
- 33.1.17 "the First Trustees" means the individuals named in clause 11.7;
- 33.1.18 "General Regulations" means the Charitable Incorporated Organisations (General) Regulations 2012;
- 33.1.19 "Hybrid Meeting" has the meaning given to that term in clause 10.45;
- 33.1.20 "Members" means the members of the Federation for the purposes of the Act, the General Regulations and the Dissolution Regulations;
- 33.1.21 "the National Council" means the National Council of the National Federation;

- 33.1.22 “National Federation” means the National Federation of Women’s Institutes of England and Wales, Jersey, Guernsey and the Isle of Man, a body incorporated under the Companies Act 1985 of which the Federation is a member and to which it appoints Federation Representatives;
  - 33.1.23 “Remote Attendance” means remote attendance at a members meeting by such means as are approved by the Trustees in accordance with clause 10.46;
  - 33.1.24 “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;
  - 33.1.25 “Trustee” means a Trustee of the Federation;
  - 33.1.26 “WI Adviser” means an individual appointed by federations to support Women’s Institutes and who has the powers and functions conferred on her by the Federation or a federation’s constitution or otherwise by the Federation or a federation;
  - 33.1.27 “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. A WI Link Delegate is not a Member of the National Federation for the purposes of the Articles of Association of the National Federation;
  - 33.1.28 “WI Member” means a member of a Women’s Institute; and
  - 33.1.29 “Women’s Institute” means an association of women established in accordance with the WI Constitution.
- 33.2 A reference to a document or information being sent or supplied in Electronic Form is to a document or information sent by Electronic Means (such as by email or fax) or by any other means while in an electronic form (such as a computer disc sent by post).
  - 33.3 A reference to a document or information being sent or supplied by Electronic Means is to a document or information sent and received by means of electronic equipment for the processing or storage of data and entirely transmitted, conveyed and received by wire, by radio or optical means or by other electromagnetic means.
  - 33.4 A reference to writing is to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
  - 33.5 Any reference in this constitution to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

## **Schedule**

### **Rights of Members to require a general meeting**

1. The Trustees must, within 21 days, call a general meeting of the Members of the Federation if:
  - (a) they receive a request to do so from at least 5% of the Members; and
  - (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the Member(s) making the request.
2. Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
3. A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
4. Any general meeting called by the Trustees at the request of the Members of the Federation must be held within 28 days from the date on which it is called.