

The Companies Acts 1985 to 2006

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

**Articles of Association
of
The Surrey Federation of
Women's Institutes**

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Values of the Women's Institute Organisation

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 of the Women's Institute Organisation

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 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.

Objects of the Individual Federation

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

Powers

6. To further the objects the Federation may:
 - (a) form and advise Women’s Institutes in the Federation according to the rules and regulations laid down by the National Federation;

- (b) co-ordinate and assist the work of Women's Institutes in the Federation;
- (c) establish a link of mutual helpfulness between Women's Institutes in the Federation;
- (d) receive and consider reports from Women's Institutes in the Federation;
- (e) make reports and suggestions from time to time to the National Federation on issues affecting Women's Institutes;
- (f) promote international understanding among women and girls interested in any aspect of the values and purposes of the Women's Institute organisation;
- (g) organise conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (h) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter in any medium;
- (i) alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions (both nationally and internationally) regarding the reform, development and implementation of appropriate policies, legislation and regulations, provided that all such activities shall be confined to those which a charity governed by the law of England and Wales may properly undertake;
- (j) raise funds by way of subscription, donation or otherwise, provided that the Federation may not undertake any substantial permanent trading activities in raising funds;
- (k) trade in the course of carrying out the objects of the Federation (including making reasonable charges for any services) or as an ancillary activity to carrying out the objects and to incorporate any wholly owned company to carry on any such trade;

- (l) acquire any real or personal property and any rights or privileges in and over property and construct and maintain and alter any buildings;
- (m) make regulations for any property of the Federation;
- (n) subject to any consents that may be required by law, dispose of or turn to account all or any of the property or assets of the Federation;
- (o) invest the moneys of the Federation not immediately required for its objects in or upon such investments, securities or property as may be thought fit and as may be appropriate for the investment of charitable funds;
- (p) subject to any consents that may be required by law, borrow or raise and secure the payment of money;
- (q) engage and pay employees and professional or other advisers (who are not Trustees);
- (r) make reasonable provision for the payment of pensions and superannuation to or on behalf of employees and their spouses and other dependants;
- (s) establish and support other charitable organisations and subscribe, lend or guarantee money for charitable purposes connected with the charitable purposes of the Federation;
- (t) undertake and execute any charitable trusts which may lawfully be undertaken;
- (u) lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Federation;
- (v) operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;

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

Limitation on Private Benefits

7. The income and property of the Federation must be applied for the purpose of carrying out the objects of the Federation and for no other purpose and no part may be paid or transferred directly or indirectly by way of profit to the members of the Federation (and no Trustee nor any person Connected to a Trustee may be appointed to any office paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Federation), provided that:
 - (a) this shall not prevent the Federation from supporting and benefiting Women's Institutes in furtherance of its objects; and
 - (b) this shall not prevent any payment in good faith by the Federation:
 - (i) of reasonable and proper remuneration to any member of the Federation (not being a Trustee or a person Connected to a Trustee) for any services rendered to the Federation;

- (ii) of interest on money lent by any member of the Federation at a reasonable and proper rate;
 - (iii) of any reasonable and proper rent for premises let by any member of the Federation;
 - (iv) of any benefits in money or money's worth to a member of the Federation in their capacity as a beneficiary of the Federation; and
 - (v) any payment to a member of the Federation who is also a Trustee or a person Connected to a Trustee which are permitted under Article 7(c);
- (c) any Trustee or any person Connected to a Trustee may receive the following benefits from the Federation:
- (i) interest on money lent by any Trustee or any person Connected to a Trustee at a reasonable and proper rate;
 - (ii) any reasonable and proper rent for premises let by any Trustee or any person Connected to a Trustee;
 - (iii) any benefits in money or money's worth conferred on a Trustee or a person Connected to a Trustee in their capacity as a beneficiary of the Federation;
 - (iv) the Federation may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 6(y);
 - (v) any payments or benefits conferred in accordance with the indemnity provisions set out at Article 113; 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 Federation 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 Federation is limited.
9. Every member of the Federation undertakes to contribute a sum, not exceeding £1, to the assets of the Federation if it is wound up during their membership, or within one year afterwards, for payment of the debts and liabilities of the Federation contracted before the time when membership ceased, for the costs, charges and expenses of winding-up the Federation, and for the adjustment of the rights of the contributories among themselves.

Membership of the Federation

Members

10. Membership of the Federation shall consist of:
 - (a) Delegates appointed in accordance with Article 11 below; and
 - (b) the Trustees of the Federation.
11. Each Women's Institute in the Federation shall appoint an equal number of Delegates (the number being determined from time to time by the Council) to be its members of the Federation and to represent the Women's Institute.
 - (a) The names of the Delegates, the names of the Women's Institute and the fact that they are its representatives shall be entered in the register of members.
 - (b) Any Women's Institute may replace a Delegate by notice in writing to the Federation without it being necessary for the Delegate to give notice to the Federation of her resignation. Replacement takes effect when the notice from the Women's Institute is received at the Office or by the Secretary (whichever is earlier).
12. 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 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.

Termination of Membership

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

(a) she is a Delegate and:

- (i) she dies;
- (ii) the Women's Institute transfers to another federation. In such circumstances, the right of a Women's Institute to appoint a Delegate to the Federation also ceases and the Women's Institute shall have the right to appoint a Delegate to the federation that the Women's Institute has transferred to;
- (iii) the Women's Institute ceases to exist, is closed or is suspended in accordance with the WI Constitution. In such circumstances the right of a Women's Institute to appoint a Delegate also ceases but if a suspended Women's Institute is revived so is its right to appoint a Delegate; or
- (iv) at a meeting of the Board of Trustees at which at least half of the Trustees are present, a resolution is passed resolving that the Delegate be removed from membership on the ground that it is in the best interests of the Federation that her membership is terminated. Such a resolution may not be passed unless the Delegate has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board of Trustees; or

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

Subscriptions

14. 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.

Members' Meetings

Federation Council

15. The members of the Federation are known as the Council. Meetings of the Council are the equivalent of general meetings of the Federation.

Annual General Meetings

16. Subject to Article 17, the Federation must hold an Annual General Meeting once in each calendar year in addition to any other meetings in that year.
 - (a) Not more than fifteen months may elapse between the date of one Annual General Meeting and the next.
 - (b) The Board of Trustees will decide where and when an Annual General Meeting will be held.
17. The Board of Trustees may, at their discretion, suspend the requirement to hold an Annual General Meeting within the time limits specified in Article 16 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 they must make such arrangements as they think fit to deal with any business ordinarily dealt with at the Annual General Meeting.

Other general meetings

18. The Board of Trustees may call general meetings at any time and a general meeting must be called in accordance with the Act on a request in writing by five per cent of the members of the Federation.

Notice of general meetings

19. At least 14 clear days' notice of general meetings (including Annual General Meetings) must be given but shorter notice may be given if so agreed by at least ninety per cent of the members entitled to attend and vote.

Contents of notice

20. Notice for any general meeting must specify the day, time and place of the meeting and the general nature of the business to be transacted.
 - (a) A notice of an Annual General Meeting must specify that it is an Annual General Meeting.
 - (b) If the general meeting is to be a Hybrid Meeting, the notice must also contain the information specified in Article 35(b).
 - (c) 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.
 - (d) If the 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).
 - (e) In every notice calling a general meeting there must appear with reasonable prominence a statement informing members of the Federation of their rights to appoint another person as their proxy at general meetings.

Service of Notice

21. Notice of general meetings must be given to every Delegate, every Trustee, every WI Adviser and the auditors (if any) of the Federation.

Attendance

22. The following persons are entitled to attend and speak at general meetings:
 - (a) Delegates and their proxies;
 - (b) Trustees and their proxies;
 - (c) WI Advisers; and
 - (d) any other person who may be given the right of attendance by the Board of Trustees.

Submission of resolutions

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

Quorum

24. No business may be transacted at a meeting unless a quorum is present. A quorum is present when one fifth of the Delegates and Trustees are present (in person or by proxy, including for the avoidance of doubt present by Remote Attendance).
25. 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 members of the Federation it will be dissolved;
 - (b) if the meeting was called by the Board of Trustees it must be adjourned to such other day, time and place as the Board of 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 members present (in person or by proxy) and entitled to vote will be a quorum.

Participation in general meetings

26. 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.

27. A person is able to exercise the right to vote at a general 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.
28. 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.
29. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
30. 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

31. 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.
32. 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 general

meeting by Remote Attendance shall be subject to such arrangements.

33. 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 general 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 general 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.
34. 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.

Chair

35. General meetings shall be chaired by the following, in the order of priority set out below:
- (a) the Chair if she is present within fifteen minutes after the time appointed for holding the meeting and willing to act;
 - (b) 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);
 - (c) any other Trustee elected by the Trustees present, and if there is only one Trustee present and willing to act, she shall be chair of the meeting.
36. If no Trustee is willing to act as chair, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chair (and for the avoidance of doubt

a proxy who is not a member of the Federation may not be appointed as chair under this Article 36).

Adjournment

37. 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.
38. 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

39. The Trustees may postpone the general meeting to another date and time and/or place:
 - (a) after the sending of notice of a general meeting, but before the meeting is held; or
 - (b) 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 place specified, on the grounds of the safety of the attendees or the public, or to comply with law or regulation.
40. When a general meeting is postponed in accordance with Article 39:
 - (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 proxy will be valid if it is delivered to the Federation before the commencement of the postponed meeting.

Voting Procedures

- 41. Subject to the provisions of the Act a resolution shall be passed at a general meeting of the Federation by simple majority of the votes cast.
- 42. 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. 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 per cent of the rights to vote on the resolution.
- 43. 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.
- 44. 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.

45. 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.
46. 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.
47. 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.

Votes of Members

48. No Delegate may vote on behalf of a Women's Institute at any general meeting if that Women's Institute has failed to make any payment to the Federation which it should have made.
49. Every vote cast at a meeting or adjourned meeting is valid unless an objection to the qualification of a 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.

Proxies

50. A member of the Federation may appoint another person as her proxy to exercise all or any of her rights to attend and speak and vote at a general meeting of the Federation.
 - (a) 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.
 - (b) 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.

- (c) A person who is entitled to attend, speak or vote at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy appointment has been delivered to the Federation by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the proxy appointment is not valid.

Federation's Fares Pool

- 51. 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.

Board of Trustees

Number of Trustees

- 52. Unless otherwise decided by resolution of the Council, the Board of Trustees shall consist of at least six and up to fifteen members in total which comprises:
 - (a) up to ten elected Trustees ("**Elected Trustee**");
 - (b) Trustees who are co-opted by the Board of Trustees ("**Co-opted Trustee**") provided that the number of Co-opted Trustees is less than one-third of the Elected Trustees at the time of any Co-opted Trustee being appointed; and
 - (c) chairs of designated committees of the Federation who shall be members of the Board of Trustees ex-officio ("**Ex Officio Trustees**") provided that the number of Ex Officio Trustees is less than one-third of the Elected Trustees at the time of any Ex Officio taking office. The Board of Trustees may designate which committees this applies to, if any.

Eligibility

53. 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.
54. The following are eligible for appointment as a Co-opted Trustee:
 - (a) any WI Member who has paid her subscription for the current year; or
 - (b) any person eligible to become a WI Member.
55. No one may become a Trustee if she is:
 - (a) under the Age of Majority; or
 - (b) an employee of the National Federation, any federation of Women's Institutes (including this Federation) or any Women's Institute.

Election, appointment and retirement of Trustees

56. Trustees may (on condition they meet the relevant eligibility criteria and would not be disqualified under Articles 64, 65 or 67) be:
 - (a) elected as an Elected Trustee in accordance with Articles 57 to 60;
 - (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

57. 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

58. 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.
59. 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.
60. The results of the vote shall take effect from the start of the next Special Board Meeting.

Terms of office - Elected Trustees

61. All Elected Trustees shall serve until the start of the next Special Board Meeting. Subject to Articles 64 and 65, they will be eligible for re-election under Article 56(a).
62. For the avoidance of doubt, Article 61 also applies to Elected Trustees appointed to fill a Casual Vacancy.

Terms of office - Co-opted Trustees

63. All Co-opted Trustees shall serve until the start of the next Special Board Meeting. Subject to Articles 64 and 65 they will be eligible for re-appointment by the Trustees.

Long-stop

64. Subject to Article 65, 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.
65. The Federation may amend its bye-laws in accordance with Article 94 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

66. 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 their first term in office for the purposes of Articles 61 to 65.

Disqualification and Removal of Trustees

67. A Trustee ceases to hold office if:
- (a) she ceases to be a director, or become 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 Federation, and any period of time specified in such notice has passed; or
 - (d) she is an Elected Trustee and ceases to be a member of a Women's Institute in the Federation; or
 - (e) she fails to attend a meeting of the Board of Trustees for three consecutive meetings and the Trustees resolve that she be removed for this reason; or
 - (f) at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that the Trustee is removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances underlying the proposal, and has been afforded a reasonable opportunity of either (at

her option) being heard by or making written representations to the Trustees.

Officers

68. The officers of the Federation shall be a Chair, a Treasurer and one or more Vice Chairs (up to three in number).
69. 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.
70. The Board of Trustees may appoint (and may remove) either:
 - (a) a Secretary who is a Trustee; or
 - (b) a Secretary who is not a Trustee and who may be appointed on such terms and conditions including remuneration as the Board of Trustees thinks fit.
71. If there is no Secretary:
 - (a) anything authorised or required to be given or sent to, or served on, the Federation by being sent to its Secretary may be given or sent to, or served on, the Federation itself, and if addressed to the Secretary shall be treated as addressed to Federation; and
 - (b) anything else required or authorised to be done by or to the Secretary of the Federation may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Powers of Board of Trustees

72. Subject to the provisions of the Act and the Articles, the business of the Federation shall be managed by the Board of Trustees who may 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 the Articles 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 regulation 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 Board of Trustees.
73. The Board of Trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Federation for such purposes and on such conditions as they determine.

Delegation of Trustees' Powers

74. 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.
- (a) The resolution making that delegation shall specify the financial limits within which any committee shall function.
 - (b) 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.
 - (c) 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.
 - (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 sub-committee or sub-committees as it may from time to time think fit.

- (f) The meetings and proceedings of any sub-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.

Trustees' Expenses

- 75. The Trustees 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, sub-committees or general meetings 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 Trustees

- 76. Subject to the provisions of the Articles, the Board of Trustees may regulate their proceedings as they think fit.
 - (a) Three Trustees may, and the Secretary at the request of three 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.
 - (c) Questions arising at a meeting shall 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 (unless they were appointed under Article 80(c)).
- 77. The Board of Trustees must meet at least five times in the year.

78. The quorum at meetings of the Board of Trustees is three or one third of the Trustees (rounded up) if that is greater than three.
79. 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.
80. 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 fifteen minutes after the time appointed for holding the meeting and willing to act;
 - (b) 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);
 - (c) any other Trustee appointed by the Trustees present.
81. 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.
82. 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).
83. 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.
84. A decision is taken in accordance with this Article 84 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 84 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 84;
 - (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 90.

Conflicts of Interest

85. If a Trustee has a personal interest in a matter to be discussed at a meeting, or has an interest in another organisation whose interests are reasonably likely to conflict with those of the Federation in relation to the matter, she must:
- (a) declare the interest before discussion begins on the matter;
 - (b) if the matter concerns the personal financial interests of the Trustee or a person Connected to her, the Trustee may

not participate in the discussions, vote or form part of the quorum in relation to the matter.

86. However, Article 85(b) does not apply if the matter to be discussed concerns:

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

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

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

Irregularities

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

89. The validity of the proceedings at any meeting or on the taking of any ballot 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.

Minutes

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

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

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

and any minute purported to be signed by the 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.

Finance

- 91. 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 payments drawn on the account must be signed or authorised by at least two authorised persons.
- 92. The Treasurer must keep proper accounts of the finances of the Federation. A statement of the accounts for the past financial year must be independently examined or (if so required by law) audited. The accounts (independently examined or audited as appropriate) shall be made available by the Board of Trustees to the Council at the Annual General Meeting.
- 93. 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.

Bye-Laws

- 94. The Federation may make, repeal or alter bye-laws by a resolution passed by two-thirds of the Council present and voting at an Annual General Meeting or another general meeting called for the purpose.
 - (a) The proposed bye-laws or resolution for the repeal or amendment of any such bye-laws must be sent to each Women's Institute in the Federation, each Trustee and each WI Adviser together with the notice calling the meeting.

- (b) No bye-law, repeal or amendment will be valid if it conflicts with the Articles of Association of the National Federation or these Articles.
- (c) Before being put into action, a bye-law, or any resolution for the repeal or amendment of a bye-law, must first be approved by the Board of Trustees of the National Federation.

Membership of the National Federation

- 95. 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.
- 96. The Federation may not carry out any policy which is in any way contrary to the policy of the National Federation.
- 97. 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.
- 98. 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.
- 99. The Federation must make reasonable efforts to ensure that its representatives attend meetings of the National Council.

Pooling of Fares

- 100. 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 Article 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.

Communications

101. Any notice to be given to or by any person or persons to the Articles must be in writing (with the exception of a notice calling a meeting of the Board of Trustees, which need not be in writing).
102. Notice of meetings and any other documents or information (including reports and accounts) may be sent to Women's Institutes in the Federation, Delegates, WI Advisers and Trustees by hand, by post or by such electronic means (such as by email or via a website) as the Board of Trustees decides, subject to safeguards set out in the bye-laws made under Article 94. In the case of electronic communications, the recipient must have given their prior agreement (either generally or specifically) to receiving communications electronically (or the recipient may be deemed to have so agreed under the Act), provided that in relation to documents or information which are not authorised or required by the Act to be sent or supplied by the Federation, the Board of Trustees may decide, subject to safeguards set out in the bye-laws made under Article 94, what level of agreement (if any) is required from the recipient.
103. A person present at a meeting of the Federation shall be deemed to have received notice of the meeting and the purposes for which it was called.
104. Where any notice, document or information is sent or supplied by the Federation to its members:
 - (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.
- 105. Subject to the Act, a Trustee or any other person (other than in their capacity as a member of the Federation) may agree with the 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.
- 106. 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.

107. 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.
108. 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.

Alteration of the Articles

109. The name of the Federation and/or these Articles of Association may be amended by a special resolution of the Federation passed at a meeting called for that purpose, provided that:
 - (a) any special resolution to amend the name of the Federation must first have been approved by the Board of Trustees of the National Federation;
 - (b) any special resolution to amend the Articles must first have been approved at a Companies Act Meeting of the National Federation by a resolution passed by two-thirds of the votes cast;
 - (c) no amendment to the Articles may be further amended until three years have expired unless a resolution to effect such an amendment has first been proposed at a Companies Act Meeting of the National Federation by the National Federation Board of Trustees or at least seven Federation Councils; and
 - (d) if a proposal to amend the Articles is defeated at a Companies Act Meeting of the National Federation, neither the proposed amendment nor an amendment which in the opinion of the chair of the National Federation is similar in substance may be proposed to a Companies Act Meeting of the National Federation for three years, except by the National Federation Board of Trustees or at least seven Federation Councils.

Amalgamation

110. The Federation may amalgamate with another federation of Women's Institutes provided that:
- (a) The consent of the board of trustees of each federation to the amalgamation has first been obtained.
 - (b) The consent of the Board of Trustees of the National Federation shall then be obtained by each of the relevant federations.
 - (c) The board of trustees of the continuing federation the terminating federation shall seek to agree on the name and board composition of the amalgamated federation. In the event that the federations 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 Article 110(a), the board of trustees of the continuing federation shall determine these matters and their decision shall be final.
 - (d) 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.
 - (e) Subsequently, each of the terminating federation and the continuing federation at a general meeting called for the purpose, held in accordance with Article 18 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 Article 110(c)).
111. When the terminating federation is absorbed by the continuing federation:
- (a) the Treasurer of the terminating federation must first discharge its outstanding liabilities out of the funds of the terminating federation; and

- (b) any remaining property of the terminating federation and the records of the terminating federation must then be transferred to the continuing federation for its free and independent use.

Winding up

- 112. If any property remains after the 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 Federation, but must be given to the National Federation to be applied for charitable purposes similar to the purposes of the Federation.

Indemnity

- 113. 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 Federation shall be indemnified out of the assets of the 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 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 Federation may be indemnified out of the assets of the Federation in relation to any liability incurred by him or her in that capacity.

Definitions

114. In these Articles of Association:

- (a) “**the Act**” means the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Federation;
- (b) “**address**” includes a number or address used for the purposes of sending or receiving documents by electronic means;
- (c) “**Age of Majority**” means the age at which a person is entitled to vote in national elections in the country or Crown Dependency in which the Federation is based;
- (d) “**Annual General Meeting**” means the annual general meeting of the Federation held in accordance with Article 16;
- (e) “**the Articles**” means the Articles of the Federation;
- (f) “**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 Federation, as defined in the Act. They are the charity trustees of the Federation as defined in the Charities Act 2011;
- (g) “**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.
- (h) “**Chair**” means the Chair of the Federation elected in accordance with Article 69;
- (i) “**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;

- (j) **“Companies Act Meeting of the National Federation”** has the meaning given to it in the Articles of Association of the National Federation;
- (k) **“Connected”** in relation to a Trustee means:
 - (i) any spouse or civil partner or a Trustee; or
 - (ii) a person living with a Trustee as if they were their spouse or civil partner where there is any financial interdependency between that person and the Trustee; or
 - (iii) any parent, child, step-child, brother, sister, grandparent or grandchild of a Trustee where there is any financial interdependency between that person and the Trustee; 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;
- (l) **“Co-opted Trustee”** means a Trustee who is co-opted in accordance with Article 56(b);
- (m) **“the Council”** has the meaning prescribed by Article 15;
- (n) **“Delegates”** means the individuals appointed to represent a Women’s Institute in accordance with Article 11 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 under the Act, provided that beneficial and substantial membership shall be and belong to the appointing Women’s Institute;

- (o) “**document**” includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in electronic form;
- (p) “**Elected Trustee**” means a Trustee who is elected in accordance with Article 56(a);
- (q) “**Election Meeting**” means the Annual General Meeting at which the election of the Elected Trustees is announced which occurs every three calendar years.
- (r) “**electronic form**” and “**electronic means**” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- (s) “**Ex Officio Trustee**” means a Trustee who takes office as such in accordance with Article 52(c);
- (t) “**the Federation**” means The [] County/Island* Federation of Women’s Institutes;
- (u) “**Federation Representative**” means a Federation Representative of the National Federation appointed in accordance with the Articles of the National Federation to represent a Federation;
- (v) “**hard copy**” and “**hard copy form**” have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
- (w) “**Hybrid Meeting**” has the meaning given to it in Article 31;
- (x) “**the National Council**” means the National Council of the National Federation;
- (y) “**the National Federation**” means the National Federation of Women’s Institutes of England, Wales, Jersey, Guernsey and the Isle of Man, a body incorporated under the Companies Act 1985 of which the Federation is a member and to which it appoints Federation Representatives;

- (z) “**Office**” means the registered office of the Federation;
- (aa) “**Primary Location**” has the meaning given in Article 31;
- (bb) “**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;
- (cc) “**Remote Attendance**” means remote attendance at a members meeting by such means as are approved by the Trustees in accordance with Article 28;
- (dd) “**Secretary**” means the Secretary of the Federation (if any);
- (ee) “**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;
- (ff) “**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;
- (gg) “**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;
- (hh) “**WI Member**” means a member of a Women’s Institute;
- (ii) “**Women’s Institute**” means an association of women established in accordance with the WI Constitution and “**Women’s Institutes in the Federation**” means Women’s Institutes entitled to appoint Delegates to the Federation in accordance with these Articles;
- (jj) “**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; and

(kk) “**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.

115. Subject to Article 116, 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.
116. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in Article 114 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Federation.

Notes

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NATIONAL FEDERATION OF WOMEN'S INSTITUTES

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