

CONSTITUTION AND RULES
for
WOMEN'S INSTITUTES

Name

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

Values and Objects of the Women’s Institute Organisation

Values

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

Objects

3. The main purposes of the Women’s Institute organisation are:
 - (a) to advance the education of women and girls for the public benefit in all areas including (without limitation):
 - (i) local, national and international issues of political and social importance;
 - (ii) music, drama and other cultural subjects; and
 - (iii) all branches of agriculture, crafts, home economics, science, health and social welfare;
 - (b) to promote sustainable development for the public benefit by:
 - (i) educating people in the preservation, conservation and protection of the environment and the prudent use of natural resources; and
 - (ii) promoting sustainable means of achieving economic growth and regeneration;
 - (c) to advance health for the public benefit; and
 - (d) to advance citizenship for the public benefit by the promotion of civic responsibility and volunteering.

4. In Rule 3 “sustainable development” means development which meets the needs of the present generation without compromising the ability of future generations to meet their needs.
5. The Women’s Institute organisation seeks to give women the opportunity of working together through the Women’s Institute organisation in their communities, of developing their capacity and skills, and of putting into practice those ideals for which the Women’s Institute organisation stands.

Constitution

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

Objects of the WI

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

Powers of the WI

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

the objects (and incorporate any wholly owned company to carry on such trade);

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

Limitation on Benefits

- 10. The income and property of the WI must be applied for the purposes of carrying out the objects of the WI and for no other purpose. No Committee Member nor any person Connected to a Committee Member may be appointed to any office paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the WI unless the payment is permitted by Rule 11.
- 11. A Committee Member or any person Connected to a Committee Member may receive the following benefits from the WI:
 - (a) a Committee Member or any person Connected to a Committee Member may receive any benefits in money or money's worth in their capacity as a beneficiary of the WI;
 - (b) a Committee Member or any person Connected to a Committee Member may be paid reasonable and proper out-of-pocket expenses and allowances for additional expenses; and
 - (c) the WI may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Rule 9(p).

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

Membership

Admission to Membership

12. Membership of the WI is open to women who have reached the Age of Majority.
 - (a) They may join by paying the required subscription.
 - (b) The WI may adopt a bye-law in accordance with Rule 45 below to limit membership.
 - (c) A WI Member is bound by the rules of the National Federation and of the WI for so long as she is a member.

Termination of Membership

13. The Committee may terminate the membership of any individual after consulting the Federation Board of Trustees provided that:
 - (a) the individual member concerned may within 28 days of being informed of the Committee's decision give notice to the Committee of her intention to make an oral or written appeal to the WI Members at the next meeting of the WI; and
 - (b) if the WI Members uphold the Committee's decision to terminate membership the individual member concerned may within 28 days of that decision submit a written representation for consideration by the Federation Board of Trustees and the National Federation Board of Trustees. The decision of the National Federation Board of Trustees is final but before reaching that decision it must consult the Federation Board of Trustees.
14. A WI Member whose membership is terminated ceases to have any of the rights or privileges of membership.

Dual Membership

15. Women who are already members of another WI may become dual members of this WI by paying the required subscription as stated in Rule 17.
 - (a) Dual membership may be terminated by following the procedure described in Rule 13 above.
 - (b) A WI Dual Member may participate and vote at the meetings of both/all WIs but she may only vote on constitutional matters and resolutions on public affairs or stand for election as an Officer, Committee Member or delegate of the WI at her main WI. The WI may alter this provision by adopting byelaws to permit a WI Dual Member to stand for election as an Officer or Committee Member.

Subscriptions

16. Each WI Member must pay a subscription. The National Federation Board of Trustees, in prior consultation with the National Council, will decide the rate or rates of the subscription, the timing and method of payment of the subscription, and the manner of apportionment of the subscription between the WI, the Federation and the National Federation.
17. Each WI Dual Member must pay such additional subscription as may be decided by the National Federation Board of Trustees, in consultation with the National Council.

Committee

Appointment and Retirement of the Committee

18. At the Annual Meeting the WI Members elect in accordance with Rule 36:
 - (a) at least three Committee Members; and
 - (b) a President from the elected Committee Members.
19. The elected Committee Members may co-opt up to three additional Committee Members as long as there is always a majority of elected Committee Members.
20. The Committee may fill vacancies in the elected Committee Members by appointing new Committee Members who will serve until the next Annual Meeting (and will be treated as elected Committee Members for the purposes of Rule 19).
21. No person may be a Committee Member unless she is a WI Member and has paid her subscription for the current year.

Officers

22. The Officers of the WI shall be:
 - (a) the President;
 - (b) a Vice President or Vice Presidents (up to three);
 - (c) the Secretary; and
 - (d) the Treasurer.

The WI may combine the offices of Treasurer and Secretary or the offices of Treasurer and Vice President if the Federation Board of Trustees consents. No other offices may be combined.

23. The Vice President or Vice Presidents, the Secretary and the Treasurer are elected by the Committee from its members.
24. If the office of President becomes vacant the WI Members may elect a Committee Member to fill the vacancy. If the office of Vice President, Secretary or Treasurer becomes vacant the Committee may elect one of their members to fill the vacancy.

Re-election

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

Disqualification and Removal of Committee Members

26. The office of a Committee Member shall be vacated if:
- (a) she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;
 - (b) she becomes bankrupt or makes any arrangement or composition with her creditors generally;
 - (c) the Committee Members reasonably believe she has become physically or mentally incapable of managing her own affairs and they resolve that she be removed from office;
 - (d) she resigns her office by notice to the WI;
 - (e) she fails to attend a meeting of the Committee for three consecutive meetings without good cause and all the other Committee Members decide that she should be removed for this reason;
 - (f) she is removed from office by the WI Members at a Special Meeting; or
 - (g) she ceases to be a WI Member.

Meetings of the Committee

27. The Committee Members are the charity trustees of the WI as defined in the Charities Act 2011. Their role is to manage the affairs of the WI, arrange the time and place of meetings, outline the programme and present it to the WI Members for approval, and administer the funds of the WI in consultation with the WI Members.
- (a) The Committee must meet at least six times in the year.
 - (b) The quorum at Committee meetings is three or one third of the Committee Members (rounded up) if that is greater than three. (If there are fewer than three Committee Members, the quorum for making decisions to appoint additional Committee Members is the number of Committee Members at that time.)
 - (c) The Committee must keep minutes of its meetings.
 - (d) The Committee may make rules consistent with this Constitution and any bye-laws made under Rule 45 to govern their proceedings. The rules may relate to:
 - (i) how notice of Committee meetings is given (for example orally, by post or electronically);

- (ii) how meetings are held (for example whether the participating Committee Members must be in the same place or whether some may participate electronically (including by telephone), provided that all participants may hear and be heard by all the other participants);
 - (iii) whether decisions of the Committee may be made without a meeting; and
 - (iv) any other matter relating to the proceedings of the Committee.
- (e) The Committee must ensure that any potential conflicts between the best interests of the WI and the interests of the individual Committee Members (including their personal financial interests and any duties of loyalty they may owe to other individuals or organisations) are properly managed. The Committee must observe guidelines about how to manage these potential conflicts which are issued from time to time by the National Federation. These guidelines will deal with declaring potentially conflicting interests, keeping a record of those interests and when the Committee Members may or may not vote on relevant issues at Committee meetings.

Sub-committees

28. The Committee may appoint sub-committees of such persons as it thinks fit and determine the terms of reference, powers, duration and composition of any such sub-committee.
- (a) The chairman of each sub-committee or someone appointed for the purpose must report the proceedings of each meeting of the sub-committee to the WI Committee.
 - (b) Sub-committees may not hold funds or have power to dispose of the funds of the WI.

Delegates

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

Meetings of the WI

WI Meetings

31. A minimum of eleven meetings open to all WI Members should be held each year in whatever month or months and at whatever hour and place as is decided upon by the WI Members or, if necessary, by the Committee.

Annual Meeting

32. An Annual Meeting must be held within 15 months of the establishment of the WI and afterwards once in every calendar year.
 - (a) The Committee will decide on the date, place and time of the Annual Meeting.
 - (b) The date and time of the Annual Meeting must be agreed with the Federation Board of Trustees.
 - (c) Notice of the Annual Meeting giving the date, place and hour of the meeting must be either:
 - (i) included in the programme of meetings given to each WI Member; or
 - (ii) given to each WI Member at least 21 days in advance.
 - (d) The retiring Committee must present to the Annual Meeting for adoption a report of the work of the year and a signed statement of accounts under Rule 43.

Special Meeting

33. The Secretary must convene a Special Meeting whenever directed to do so by the Committee, or at the written request of at least one quarter of the WI Members who have paid their subscription for the current year.
34. Notice of a Special Meeting must be sent by the Secretary to each WI Member at least ten days in advance, setting out the date, place and hour of the meeting and a note of the purpose for which it is called. A quorum for a Special Meeting shall be one-quarter of the WI Members unless the Special Meeting is called for the purpose of passing a resolution on the enlargement or termination of the WI under Rule 52, a transfer of the WI's property under Rule 54, or a closure or suspension of the WI under Rule 55, in which case the Rule 38 shall apply as to the number of WI Members who must vote for the resolution to be passed.

Procedure

Voting

35. No person may vote at WI meetings unless she is a WI Member who has paid her subscription for the current year.

Election of Committee Members

36. All elections of Committee Members must be conducted by secret ballot as specified from time to time by the National Federation.
 - (a) Each WI Member may nominate candidates for election up to the number of places to be filled on the Committee.
 - (b) All candidates must be WI Members.

- (c) Persons employed by the WI are not eligible for nomination.

Delegates for Federation and National Federation Meetings

- 37. The delegates to attend meetings of the Federation and National Federation must be elected by secret ballot if there are more nominations than vacancies.

Enlargement, transfer and suspension

- 38. At Special Meetings called for the purpose of passing a resolution on the enlargement or termination of the WI under Rule 52, a transfer of the WI's property under Rule 54, or a closure or suspension of the WI under Rule 55:
 - (a) voting will be conducted by secret ballot;
 - (b) WI Members may vote at the meeting or may vote in advance by either:
 - (i) sending their vote by post or email to the President or Secretary to be received by the end of the day before the meeting; or
 - (ii) arranging for their vote to be given to the chairman of the meeting by hand before the start of the meeting;
 - (c) at least one quarter of the WI Members must vote on the resolution;
 - (d) the resolution must be approved by a majority of three-quarters of the WI Members voting on the resolution.

NFWI Associates

- 39. An NFWI Associate may participate at any meeting of the WI on condition that she makes such reasonable contribution to the cost of the meeting as the Committee may decide.
- 40. Any dispute concerning the status of an NFWI Associate is to be decided by the National Federation Board of Trustees.

Finance

- 41. The Committee must open a bank account in the name of the WI and authorise at least three Committee Members, one of whom must be an Officer, to sign cheques and authorise payments on behalf of the WI. All cheques or other payments drawn on the account must be signed by at least two authorised persons.
- 42. The funds of the WI must be applied for the purpose of carrying out the objects of the WI in accordance with this Constitution and for no other purpose.
- 43. The Treasurer must keep proper accounts of the finances of the WI. A statement of the accounts for the last financial year must be independently examined or (if so required by law) audited. The accounts (independently examined or audited as appropriate) must be presented by the Committee to the Annual Meeting and be available to all WI Members.

Property

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

Bye-Laws

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

Federation Membership

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

Pooling of Fares

48. The cost of fares of delegates and proxies attending meetings of the Federation Council may be shared by the Federation and WIs in the Federation if the Federation Board of Trustees so decides.
49. The cost of fares of the Federation Representatives and deputies and WI Link Delegates and Proxies attending meetings of the National Federation shall be shared by all Federations and WIs in such manner as the Board of Trustees of the National Federation may decide.

Communications

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

Alteration of Constitution

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

Enlargement

52. A WI (“the continuing WI”) may be enlarged by absorbing a WI (“the terminating WI”) provided that:
 - (a) The consent of the Federation Board of Trustees to the enlargement has first been obtained.
 - (b) Subsequently, each of the terminating WI and the continuing WI at Special Meetings called for the purpose, held in accordance with Rule 38 and attended

by a WI Adviser, approves a resolution setting out the terms of the enlargement (including the name of the enlarged WI).

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

Transfer of Property

54. The WI may transfer property of any kind to a newly formed WI (which WI Members are to transfer or have transferred their membership to, or which potential WI Members are to become members of) provided that:
- (a) the consent of the Federation Board of Trustees has first been obtained; and
 - (b) subsequently, the WI at a Special Meeting called for the purpose, held in accordance with Rule 38 and attended by a WI Adviser, approves a resolution to transfer the property.

Closure or Suspension

55. The WI may be closed or its activities suspended provided that:
- (a) the Federation Board of Trustees has first been informed of the intention to close or suspend activities; and
 - (b) subsequently, the WI at a Special Meeting called for the purpose, held in accordance with Rule 38 and attended by a WI Adviser, approves a resolution to close or suspend activities.
56. The WI may be closed or its activities suspended on the grounds that its conduct has been contrary to its objects or detrimental to the best interests of the movement by the Federation Board of Trustees after consultation with and in accordance with an authority from the National Federation Board of Trustees having first given the WI the opportunity to submit a written representation for consideration by the Federation Board of Trustees and National Federation Board of Trustees before a final decision is made.
57. If the WI decides at a Special Meeting to close or suspend its activities, or if the Federation Board of Trustees closes or suspends the activities of the WI:
- (a) the Treasurer of the WI must discharge its outstanding liabilities out of the funds of the WI;
 - (b) a scheme approved by the majority of the WI Members for the care or disposal of any property owned by the WI other than money or investments, must be submitted to the Federation Board of Trustees for its approval. If the

Federation Board of Trustees objects to the scheme, the matter must be referred to the National Federation Board of Trustees, which may amend or alter the scheme as it thinks fit. The decision of the National Federation Board of Trustees is final;

- (c) the WI records must be forwarded for safe custody to the Federation Board of Trustees; and
- (d) the balance of the funds remaining after the payment of all outstanding liabilities shall be handed over to the Board of Trustees of the Federation, to be held by them until the WI is reformed, or for three years or until a new WI is established which in the opinion of the Federation Board of Trustees serves the area formerly served by the WI, whichever is the shorter period. If the WI is reformed within that time, the funds (excluding interest) will be passed to the reformed WI. If at the end of that time the WI has not been reformed, the funds (including interest) are to be retained by the Federation.

Definitions

58. In this Constitution:

- (a) **“the Age of Majority”** means the age at which a person is entitled to vote in national elections in the jurisdiction in which the WI is based.
- (b) **“the Annual Meeting”** means the annual meeting of the WI held in accordance with Rule 32.
- (c) **“the Committee”** and **“Committee Members”** are the charity trustees of the WI as defined in the Charities Act 2011.
- (d) **“Connected”** in relation to a Committee Member means:
 - (i) any spouse or civil partner of a Committee Member;
 - (ii) a person living with a Committee Member as if they were their spouse or civil partner where there is any financial interdependency between that person and the Committee Member;
 - (iii) any parent, child, step-child, brother, sister, grandparent or grandchild of a Committee Member where there is any financial interdependency between that person and the Committee Member;
 - (iv) the spouse or civil partner of any person in (iii);
 - (v) a person living with a person in (iii) as if they were their spouse or civil partner where there is any financial interdependency between that person and the person in (iii);
 - (vi) any partnership or firm controlled by a Committee Member; or

- (vii) any company in relation to which a Committee Member may exercise more than 50% of the voting power at a general meeting of the company.
- (e) **“the Federation”** means the Federation of Women’s Institutes with a constitution in the form laid down from time to time for Federations by the National Federation and of which the WI is to be a member in accordance with Rule 46 of this Constitution.
- (f) **“the Federation Board of Trustees”** means the board of trustees of the Federation.
- (g) **“Holding Trustees”** are the individuals appointed by the Committee to hold the legal title of property of the WI and who act on the instructions of the Committee.
- (h) **“the National Council”** means the National Council of the National Federation.
- (i) **“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.
- (j) **“the National Federation Board of Trustees”** means the board of trustees of the National Federation.
- (k) **“NFWI Associate”** means a NFWI Associate of the National Federation.
- (l) **“Officers”** means Committee Members elected as the officers of the WI in accordance with Rules 18 to 24.
- (m) **“Special Meeting”** means a special meeting of the WI held in accordance with Rule 33.
- (n) **“Women’s Institute”** has the meaning prescribed by Rule 6 and **“the WI”** means this Women’s Institute.
- (o) **“WI Adviser”** means an individual appointed by the National Federation on the recommendation of a Federation to support Women’s Institutes and who has the powers and functions conferred on her by a Federation’s constitution or otherwise by a Federation.
- (p) **“WI Dual Member”** means a member of another WI who becomes a dual member of this WI in accordance with Rule 15.
- (q) **“WI Member”** means a member of the WI admitted in accordance with Rule 12.
- (r) **“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.

- (s) **“written”** refers to the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied electronically or otherwise.

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