



## **ASSOCIATED COUNTRY WOMEN OF THE WORLD**

# **CONSTITUTION**

Charitable Incorporated Organisation  
1174798

Showing proposed amendments  
to be voted on and approved at the  
31st Triennial World Conference,  
Ottawa 27 April – 2 May 2026

Date of Incorporation: 19 June 2017  
Constitution first approved by the Charity Commission: 22 September 2017  
As amended 24 May 2023  
Amendments approved by the Charity Commission: 6 October 2023

**CHARITABLE INCORPORATED ORGANISATION CONSTITUTION 1174798**

**of  
ASSOCIATED COUNTRY WOMEN OF THE WORLD**

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As amended at the 30<sup>th</sup> ACWW Triennial World Conference 19-24 May 2023

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**1. Name**

1.1 The name of the Charitable Incorporated Organisation is Associated Country Women of the World ("ACWW").

**2. National location of principal office**

2.1 ACWW must have a principal office in England or Wales. The principal office of ACWW is in England (herein referred to as "Central Office").

**3. Objects**

3.1 The objects of ACWW are:

3.1.1 the relief of poverty;

3.1.2 the relief of sickness and the protection and preservation of health; and

3.1.3 the advancement of education;

in particular amongst rural women and their communities.

**4. Values**

4.1 ACWW consists of independent organisations which are associated for the purposes stated in the Objects and individual members.

4.2 The ACWW, its membership and networks of rural and non-rural women will empower membership societies and networks of rural and non-rural women to work together for an improved quality of life through partnership, advocacy, sharing of knowledge and local activities.

**5. Powers**

5.1 ACWW has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, ACWW's powers include power to:

- 5.1.1 establish and maintain co-operation and understanding between member organisations through study and action;
- 5.1.2 promote common interests and encourage education in the economic, social and cultural spheres of these organisations;
- 5.1.3 encourage the formation of new organisations working in the interests of women, especially in countries where this need has not been met;
- 5.1.4 work for equal opportunities for women by the elimination of discrimination because of gender, race, nationality, religion or marital status;
- 5.1.5 promote interest in and working together for, families and communities in the following fields:
  - (a) housing, health, nutrition and family welfare planning;
  - (b) education (including but not limited to literacy, home economics, employment skills and leadership training);
  - (c) agriculture (including production, distribution and use of food); and
  - (d) care and concern for the global environment.
- 5.1.6 co-operate with relevant United Nations agencies and national governments within the field of ACWW's Objects and Powers;
- 5.1.7 bring together those organisations willing to promote projects with other organisations which need assistance;
- 5.1.8 provide training centres, courses and scholarships for women in the fields of ACWW's activities;
- 5.1.9 provide educational literature, organise workshops and seminars and self-help projects and programmes;
- 5.1.10 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. ACWW must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.11 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.12 sell, lease or otherwise dispose of all or any part of the property belonging to ACWW. In exercising this power, ACWW must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 5.1.13 employ and remunerate such staff as are necessary for carrying out the work of ACWW. ACWW may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to Trustees and connected persons) and provided it complies with the conditions of that clause;

5.1.14 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of ACWW to be held in the name of a nominee, in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

5.1.15 ~~to~~ promote and advertise ACWW's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;

5.1.16 ~~to~~ invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;

5.1.17 ~~to~~ make provision for the payment of pensions and other benefits to or on behalf of employees and their dependents;

5.1.18 ~~to~~ establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of ACWW or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

5.1.19 ~~to~~ open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;

5.1.20 ~~to~~ insure any risks arising from ACWW's activities;

5.1.21 purchase indemnity insurance out of the funds of ACWW:

(a) ~~To purchase indemnity insurance out of the funds of ACWW~~ to indemnify any of the Trustees against any personal liability in respect of:

(i) any breach of trust or breach of duty committed by them in their capacity as ~~Trustees or~~ Trustees for ACWW;

(ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of ACWW or of any body corporate carrying on any activities on behalf of ACWW; and

(iii) any liability to make contributions to the assets of ACWW in accordance with section 214 of the Insolvency Act 1986.

(b) Subject to clause 5.1.21(d) below, any insurance in the case of 5.1.21(a)(i) or 5.1.21(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

(i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

(ii) any liability incurred by a Trustee in defending any criminal proceedings in which ~~she is~~they are convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by ~~them~~her; and

(iii) any liability incurred by a Trustee to ACWW that arises out of any conduct which ~~she~~they knew (or must reasonably be assumed to have known) was not in the interests of ACWW or in the case of which ~~she~~they did not care whether it was in the best interests of ACWW or not.

(c) Subject to clause 5.1.21(d) below any insurance in the case of 5.1.21(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is ~~her~~their knowledge prior to the insolvent liquidation of ACWW (or reckless failure to acquire that knowledge) that there was no reasonable prospect that ACWW would avoid going into insolvent liquidation; and

(d) ~~To~~ purchase out of the funds of ACWW any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

5.1.22 ~~to~~ pay all the expenses and costs of establishing ACWW.

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

6.1 The income and property of ACWW must be applied solely towards the promotion of the objects.

6.1.1 A Trustee is entitled to be reimbursed from the property of ACWW or may pay out of such property reasonable expenses properly incurred by ~~him or her~~them when acting on behalf of ACWW.

6.1.2 A Trustee may benefit from Trustee indemnity insurance cover purchased at ACWW's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2 None of the income or property of ACWW may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of ACWW. This does not prevent a member who is not also a Trustee receiving:

6.2.1 a benefit from ACWW as a beneficiary of ACWW;

6.2.2 reasonable and proper remuneration for any goods or services supplied to ACWW.

6.2.3 Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 7.

## **7. Benefits and payments to Trustees and connected persons**

### **7.1 General provisions**

7.1.1 No Trustee or connected person may:

(a) buy or receive any goods or services from ACWW on terms preferential to those applicable to members of the public;

(b) sell goods, services, or any interest in land to ACWW;

- (c) be employed by, or receive any remuneration from, ACWW;
- (d) receive any other financial benefit from ACWW, unless the payment or benefit is permitted by clause 7.2, or authorised by the court or the Charity Commission (“the Commission”). In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

## **7.2 Scope and powers permitting Trustees’ or connected persons’ benefits**

7.2.1 A Trustee or connected person may receive a benefit from ACWW as a beneficiary of ACWW provided that a majority of the Trustees do not benefit in this way.

7.2.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to ACWW where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.

7.2.3 Subject to clause 7.3 a Trustee or connected person may provide ACWW with goods that are not supplied in connection with services provided to ACWW by the Trustee or connected person.

7.2.4 A Trustee or connected person may receive interest on money lent to ACWW at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).

7.2.5 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to ACWW. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.2.6 A Trustee or connected person may take part in the normal trading and fundraising activities of ACWW on the same terms as members of the public.

## **7.3 Payment for supply of goods and/or services- only - controls**

7.3.1 ACWW and its Trustees may only rely upon the authority provided by clause 7.2.3 above if each of the following conditions is satisfied:

(a) The amount or maximum amount of the payment for the goods and/or services is set out in a written agreement between ACWW and the Trustee or connected person supplying the goods and/or services (the “supplier”).

(b) The amount or maximum amount of the payment for the goods and/or services does not exceed what is reasonable in the circumstances for the supply of the goods and/or services in question.

(c) The other Trustees are satisfied that it is in the best interests of ACWW to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.

(d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with ~~him or her or it~~them with regard to the supply of goods and/or services to ACWW.

(e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

(f) The reason for their decision is recorded by the Trustees in the minute book.

(g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 7.

7.4 In clauses 7.2 and 7.3 above:

7.4.1 “ACWW” includes any company in which ACWW:

(a) holds more than 50% of the shares; or

(b) controls more than 50% of the voting rights attached to the shares; or

(c) has the right to appoint one or more directors to the board of the company.

7.4.2 “connected person” includes any person within the definition set out in clause ~~34~~45 (Interpretation).

## **8. Conflicts of interest and conflicts of loyalty**

8.1 A Trustee must:

8.1.1 declare the nature and extent of any interest, direct or indirect, which ~~she or he has~~they have in a proposed transaction or arrangement with ACWW or in any transaction or arrangement entered into by ACWW which has not previously been declared; and

8.1.2 absent ~~herself or himself~~themselves from any discussions of the Trustees in which it is possible that a conflict of interest will arise between ~~her or his~~their duty to act solely in the interests of ACWW and any personal interest (including but not limited to any financial interest).

8.2 Any Trustee absenting ~~herself or himself~~themselves from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

8.3 If a conflict of loyalty arises in respect of a Trustee which amounts to a conflict of interest, clause 8.1 and 8.2 above shall apply.

8.4 For the purposes of this clause 8, the following definitions apply:

8.4.1 A “conflict of interest” includes any of the following situations:

(a) Where a person is in a position where their duty as a Trustee may conflict with any personal interest they may have;

(b) Where a person may not be able to act properly in a particular capacity because of a person or matter with which they are connected;

(c) Where a person may profit personally from decisions made in their capacity as Trustee or from knowledge gained through holding such position.

8.4.2 A "conflict of loyalty" arises when a Trustee's personal obligations or interests clash with their professional duties and responsibilities as Trustee.

## **9. Liability of members to contribute to the assets of ACWW if it is wound up**

9.1 If ACWW is wound up, the members of ACWW have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **10. Membership of ACWW**

10.1 Membership of ACWW is open to:

10.1.1 an individual over the age of 18 years old; or

10.1.2 an organisation of women (whether being a corporate body, or an organisation that is unincorporated) who have power to elect their own officers and lay down their own policy, which is in harmony with that of ACWW and falls within a category of membership at clause 10.2 below (herein referred to as a "Society"); who is interested in furthering ACWW's purposes, and who, by applying for membership, has indicated ~~her or its~~their agreement to become a member, acceptance of the duty of members set out in clause 10.6 and the Constitution and Rules of the ACWW.

### **10.2 Categories of Membership**

#### **10.2.1 Category 1:**

(a) A Category 1 Society shall be:

(i) an organisation of women with a minimum of five hundred (500) members;

(ii) a women's section of a rural, agricultural or horticultural organisation with a minimum of five hundred (500) members; or

(iii) an organisation with a minimum of five hundred (500) women members, but no separate women's section.

(b) Each Category 1 Society shall have five (5) votes at Triennial World Conference and General Meetings.

(c) Category 1 Societies must indicate in writing willingness to support, financially and otherwise, the work of ACWW.

#### **10.2.2 Category 2:**

(a) A Category 2 Society shall be:



- (i) an organisation of women with a minimum of one hundred (100) members;
  - (ii) a women's section of a rural, agricultural or horticultural organisation with a minimum of one hundred (100) members; or
  - (iii) an organisation with a minimum of one hundred (100) women members, but no separate women's section.
- (b) Each Category 2 Society shall have two (2) votes at Triennial World Conference and General Meetings.
- (c) Category 2 Societies must indicate in writing willingness to support, financially and otherwise, the work of ACWW.

#### **10.2.3 Category 3:**

- (a) A Category 3 Society shall be an umbrella organisation or national organisation consisting of independent member societies.
- (b) Each Category 3 Society shall have one (1) vote at Triennial World Conference and General Meetings.
- (c) Category 3 Societies must indicate in writing willingness to support, financially and otherwise, the work of ACWW.

#### **10.2.4 Category 4 Societies:**

- (a) A Category 4 Society shall be a Society interested in the work and activities of ACWW.
- (b) Category 4 Societies shall be encouraged to make donations to the Rural Women in Action Fund and must indicate willingness to support financially and otherwise the work of ACWW.
- (c) Category 4 Societies may attend Triennial World Conference, General Meetings and Area Conferences, as space allows and may speak with permission of the Chair~~man~~ but for the avoidance of doubt have no voting rights.

#### **10.2.5 Category 5 Individuals:**

- (a) A Category 5 Individual Member shall be an individual interested in the work and activities of ACWW including Life Members.
- (b) Category 5 Individuals shall be encouraged to make donations to the Rural Women in Action Fund and must indicate willingness to support financially and otherwise the work of ACWW.
- (c) Category 5 Individuals may attend Triennial World Conference, General Meetings and Area Conferences, as space allows and may speak with permission of the Chair~~man~~ but for the avoidance of doubt have no voting rights.

#### **10.2.6 Category 6 Individuals:**

- (a) A Category 6 Individual Member shall be the Trustees as set out in Clause 15 (Trustees) of ACWW that are in office from time to time.
- (b) For the avoidance of doubt, a person automatically becomes a Category 6 member on election as Trustee and automatically ceases to be a Category 6 member when they cease to be a Trustee.
- (c) Category 6 Individual Members shall have one (1) vote at Triennial World Conference and General Meetings.

### **10.3 Representatives**

10.3.1 Each member which is a Society has the right to appoint one representative. The Society must confirm the name of its representative at ACWW's request.

10.3.2 At any time, by giving notice in writing to ACWW, that Society can cancel the appointment of its representative and appoint another instead.

10.3.3 The representative has the right to attend, speak and vote only as their Category allows at Triennial World Conference, General Meetings and Area Conferences and any vote given shall be valid unless prior to the vote ACWW receives written notice ending a representative's authority.  
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### **10.4 Admission procedure**

10.4.1 Applications for Category 1, 2 or 3 membership and/or applications to change a membership category shall be considered and, if appropriate, approved by the Trustees.

10.4.2 The Trustees may require applications for membership to be made in any reasonable way that they decide, including the Trustees having the right to ask for additional information as reasonably required, provided that:

(a) a society applying for Category 1, 2 or 3 membership shall submit to the Central Office of ACWW a copy of its constitution as part of their application.

(b) In the event that major changes are made to that constitution, the revised version shall be sent to the Central Office within three months of the changes being implemented.

10.4.2 The Trustees shall, if they approve an application for membership, notify the applicant of their decision within 21 days.

(a) If approved, such membership or change in membership category shall be effective immediately and the Society shall immediately acquire the relevant voting rights provided that ACWW has received the appropriate fee and/or annual dues.

10.4.3 The Trustees may refuse an application for membership if they believe that it is in the best interests of ACWW for them to do so.

(a) The Trustees shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal, which must be received within 60 days of the reasons being given; and

(b) The Trustees shall give fair consideration to any such appeal and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

#### **10.4 — Admission procedure**

~~10.4.1 The Trustees:~~

~~(a) — may require applications for membership to be made in any reasonable way that they decide including the Trustees having the right to ask for additional information as reasonably required;~~

~~provided that:~~

~~(i) — a Society applying for Category 1, 2 or 3 membership shall submit to the Central Office of ACWW a copy of its constitution as part of their application. In the event that major changes are made to that constitution, the revised version shall be sent to the Central Office within three months of the changes being implemented; and~~

~~(ii) — applications for Category 1, 2 or 3 membership and/or applications to change a membership category shall be considered and, if appropriate, approved by the Trustees.~~

~~If approved, such membership or change in membership category shall be effective immediately and the Society shall immediately acquire the relevant voting rights provided that ACWW has received the appropriate fee and/or annual dues.~~

~~10.4.2 shall, if they approve an application for membership, notify the applicant of their decision within 21 days;~~

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~~10.4.4 — shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal, which must be received within 60 days of the reasons being given; and~~

~~10.4.5 — shall give fair consideration to any such appeal and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.~~

#### **10.5 Transfer of membership**

10.5.1 Membership of ACWW cannot be transferred to anyone else or another Society.

#### **10.6 Duty of members**

10.6.1 It is the statutory duty of each member of ACWW to exercise ~~her or its~~their powers as a member of ACWW in the way ~~she or it~~they decides in good faith would be most likely to further the purposes of ACWW.

10.6.2 Category 1, 2 and 3 Societies shall be encouraged to make a donation annually to the Rural Women in Action Fund.~~, t~~

(a) The Triennial World Conference ~~to may~~ recommend a minimum figure related to statements of membership at the time of the Triennial World Conference and each Member Society ~~to shall~~ regard this as their minimum target.

10.6.3 Category 4 Societies, Category 5 Individuals and Category 6 Individuals shall be encouraged to make donations to the Rural Women in Action Fund.

~~10.6.4 All categories of membership shall be encouraged in addition to make donations to ACWW Projects and Trust Funds.~~

## **10.7 Termination of membership**

10.7.1 Membership of ACWW comes to an end if:

- (a) the member dies, or, in the case of a Society that Society ceases to exist; or
- (b) the member or Society sends a notice of resignation in writing to the Trustees; or
- (c) any sum of money owed by the member to ACWW is not paid in full within six months of its falling due; or
- (d) the Trustees decide that it is in the best interests of ACWW that the member or Society in question should be removed from membership, and pass a resolution to that effect. Such decision will take effect on the date of the letter that the Trustees send to such member or Society. This power is subject to clause 10.7.2 below.

10.7.2 Before the Trustees take any decision to remove a member from membership of ACWW they must:

- (a) inform the member of the reasons why it is proposed to remove ~~her or it~~them from membership;
- (b) give the member at least 60 days notice in which to make representations to the Trustees as to why ~~she or it~~they should not be removed from membership;
- (c) at a duly constituted meeting of the Trustees, consider whether or not the member should be removed from membership;
- (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
- (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

10.7.3 Where the Trustees permit a member to make representations regarding their removal and subsequently take a decision to remove the member from ACWW Membership, the Trustees will notify the member of the reasons for the decision within 14 days.

## **10.8 Membership Fees**

10.8.1 Members are required to pay reasonable membership fees to ACWW, as determined by the members by a two-thirds majority at a General Meeting. The annual contribution shall be a contribution towards the funds of ACWW in sterling.

10.8.2 Any Society making an application to re-join shall be subject to a re-application fee, to be considered by the Executive Committee.

## **10.9 Member Areas**

10.9.1 ACWW shall group its member Societies into “Areas”.

10.9.2 Each Area shall have an Area President.

10.9.3 The specified Areas include:

- (a) Canada;
- (b) Caribbean, Central and South America;
- (c) Central and South Asia;
- (d) East, West and Central Africa;
- (e) Europe;
- (f) South-East Asia and ~~Far~~-East Asia;
- (g) Southern Africa;
- (h) ~~South~~-Pacific;
- (i) The United States of America; and
- (j) Presidential Area.

10.9.4 Procedures relating to Area President elections and Area Conferences shall be set out in Bye-Laws.

## **11. World Conferences**

### **11.1 Types of World Conferences**

11.1.1 Triennial World Conference (“TWC”) of the members of ACWW must be held as set out in this Constitution. The first Triennial World Conference must be held within forty (40) months of the registration of ACWW, and subsequent Triennial World Conferences must be held at intervals of not more than 42 months.

11.1.2 A Special World Conference of the members of ACWW may be held at any time.

11.2 All types of World Conferences must be held in accordance with the provisions of clause 11.11 below.

11.3 A Triennial World Conference must include the business of a General Meeting of the Members.

#### 11.4 Business of Triennial World Conferences

11.4.1 The Triennial World Conference shall:

- (a) receive a Presidential address;
- (b) receive for approval a report of the work of the Trustees, Area Presidents, and Board Leads, and Working Group or Committee Chairs~~Committees~~;
- (c) receive written reports of the work of Category 1, 2, and 3 and 4 Societies;
- (d) consider resolutions and recommendations submitted by Category 1, 2 and 3 Societies, Area Conferences, or Trustees that are not to be considered at General Meetings; and
- (e) decide on general policies for the coming Triennium in order to fulfil ACWW Objects.

#### 11.5 Calling World Conferences

##### 11.5.1 Triennial World Conference

- (a) The Trustees, if reasonably practicable, shall give six (6) years notice of the dates and location of a Triennial World Conference.
- (b) Category 1, 2 or 3 Societies are invited to extend an invitation to the Trustees to host the next Triennial World Conference.

##### 11.5.2 Special World Conferences

- (a) The Trustees may call a Special World Conference at any time by giving 90 days' notice.
- (b) The Trustees must call a Special World Conference if requested to do so by at least 60% of the total number of Category 1, 2 and 3 Societies. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the Special World Conference within 180 days of the request, the members may proceed to call a Special World Conference but in so doing they must comply with the provisions of this Constitution.

#### 11.6 Chairing of World Conferences

11.6.1 The World President shall normally preside as chairman~~Chair~~, if present and willing to act. The Deputy World President should preside if the World President is not able or willing to do so. If the World President and Deputy World President are not able or willing to chair, the Trustees shall appoint a person to be C~~chairman~~.

#### 11.7 Attendance at World Conferences

11.7.1 The following persons are entitled to attend World Conferences:

- (a) the Trustees (namely Officers, Committee Chairmen~~Board Leads~~ and the Area Presidents);
- (b) five (5) delegates from each Category 1 Society;

- (c) two (2) delegates from each Category 2 Society;
- (d) one (1) delegate from each Category 3 Society; and
- (e) past World Presidents; and

~~(f) ACWW UN Representatives.~~

11.97.2 The following persons may attend World Conferences as observers, as space allows:

- (a) representatives from Category 4 Societies; and
- (b) Category 5 Individuals;
- (c) additional members of Category 1, 2 and 3 Societies; and
- ~~(b)~~ visitors invited at the discretion of the Trustees.

## **11.8 Voting at World Conferences**

11.8.1 For the avoidance of doubt, the Lead Delegate from Categories 1, 2 and 3 Societies shall receive the voting papers on behalf of their delegation.

## **11.910 Quorum of World Conferences**

11.10.1 A quorum for World Conferences shall be 50% plus 1 of Category 1, 2 or 3 Societies who are present and entitled to vote. Where 50% plus 1 does not equate to a whole number the amount to constitute quorum must be rounded up to the next whole number.

## **11.101 World Conference Resolutions, Recommendations and Rules of Procedure**

11.101.1 The procedure for submission of resolutions and recommendations for World Conference business is set out in Bye-Laws.

11.101.2 World Conferences shall be conducted in line with World Conference Rules of Procedure as set out in Bye-Laws.

## **12. General Meetings of members**

### **12.1 Types of General Meeting**

12.1.1 There need not be annual general meetings.

12.1.2 All types of general meetings must be called and held in accordance with the provisions below. For the avoidance of doubt, no procedures relating to the calling and holding of World Conferences as set out in clause 11 above and in Bye-Laws automatically apply to general meetings; general meetings are called and held under this clause 12 and any applicable Bye-Laws.

12.1.3 General meetings of the members of ACWW may be held at any time but there must be a general meeting held during a Triennial World Conference. A general meeting held during a Triennial World Conference shall be referred to as a Triennial General Meeting (“TGM”).

## **12.2 Business of General Meetings**

12.2.1 General meeting business includes:

- (a) receiving audited financial statements, a financial report, a financial management report;
- (b) presentation of the budget for the next Triennium;
- (c) deciding the membership dues for the next Triennium;
- (d) electing by secret ballot the Trustees and Area Presidents as set out below;
- (e) amending the Constitution; and
- (f) resolutions that are required as being made at general meetings as set out under this Constitution.

## **12.3 Calling general meetings**

12.3.1 The Trustees:

- (a) must call the Triennial General Meeting of the members of ACWW in accordance with clause 12.4, and identify it as such in the notice of the meeting; and
- (b) may call any other general meeting of the members at any time.

12.3.2 The Trustees must, within 90 days, call a general meeting of the members of ACWW if:

- (a) they receive a request to do so from at least 60% of the members of ACWW; and
- (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

12.3.3 Where the requisite number of members submit a request to the trustees to call a general meeting the following provisions apply:

- (a) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (b) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (c) Any general meeting called by the Trustees at the request of the members of ACWW must be held within 90 days from the date on which it is called.
- (d) If the Trustees fail to comply with the obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting and



must call the general meeting within 30 days of the last date that the Trustees should have called the meeting.

(e) ACWW must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but ACWW shall be entitled to be indemnified by the Trustees who were responsible for such failure.

#### **12.4 Notice of General Meetings**

12.4.1 Informal notice of the date, location and proposed resolutions for Triennial General Meetings will be circulated to members along with details of the Triennial World Conference as set out in Bye-Laws.

12.4.2 The Trustees, must give final legal notice (as required under the General Regulations) of a Triennial General Meeting with at least 3 months notice.

12.4.3 The Trustees or, as the case may be, the relevant members of ACWW, must give at least 90 days notice of any other general meeting to all of the members.

12.4.4 If it is agreed by not less than 90% of all members of ACWW, any resolution may be proposed and passed at any general meeting even though the requirements of clauses 12.4.2 and 12.4.3 have not been met.

12.4.5 The notice of any general meeting must:

- (a) state the time and date of the meeting;
- (b) give the address at which the meeting is to take place;
- (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
- (d) if a proposal to alter the Constitution of ACWW is to be considered at the meeting, include the text of the proposed alteration;
- (e) include, with the notice for the Triennial General Meeting, details of persons standing for election or re-election as Trustee, or where allowed under clause 26 (Use of electronic communication), details of where the information may be found on ACWW's website.

12.4.6 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given.

12.4.7 Notice shall be deemed to be given 48 hours after it was posted or sent.

12.4.8 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by ACWW.

### **13. Members' Decisions at General Meetings**

#### **13.1 General provisions:**

13.1.1 Except for those decisions that must be taken in a particular way as indicated in clause 13.5 below, decisions of the members of ACWW may be taken either by vote at a general meeting as provided in clause 13.2 or by written resolution as provided in clause 13.3.

13.1.2 Each Voting Member Society must designate a unique Lead Delegate who will be responsible for carrying or distributing as appropriate, the votes assigned to their Society. No two Societies may designate the same Lead Delegate, and no one person may carry votes for more than one society.

### **13.2 Taking ordinary decisions by vote**

13.2.1 Subject to clause 13.5 below, any decision of the members of ACWW may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or electronic / digital ballot and proxy votes).

### **13.3 Taking ordinary decisions by written resolution without a general meeting**

13.3.1 Subject to clause 13.5, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and
- (b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the Central Office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of a Society which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as ACWW has specified.

13.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

13.3.3 Eligibility to vote on the resolution is limited to members who are members of ACWW on the date when the proposal is first circulated in accordance with paragraph 13.3.1(a) above.

### **13.4 Members Power to Request Written Resolutions**

13.4.1 Not less than 60% of the members of ACWW may request the Trustees to make a proposal for decision by the members as a written resolution.

13.4.2 The Trustees must within 21 days of receiving such a request comply with it if:

- (a) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- (c) effect can lawfully be given to the proposal if it is so agreed.

13.4.3 Clause 13.3 applies to a proposal made at the request of members.

### **13.5 Decisions that must be taken in a particular way**

13.5.1 Any decision by the members to remove a Trustee must be taken in accordance with clause 18.2.

13.5.2 Any decision to amend this Constitution must be taken in accordance with clause 32 of this Constitution (Amendment of Constitution).

13.5.3 Any decision to wind up or dissolve ACWW must be taken in accordance with clause 33 of this Constitution (Voluntary winding up or dissolution).

13.5.4 Any decision to amalgamate or transfer the undertaking of ACWW to one or more other Charitable Incorporated Organisations (CIOs) must be taken in accordance with the provisions of the Charities Act 2011.

### **13.6 Chairing of general meetings**

13.6.1 The World President shall normally preside as Cchairman, if present and willing to act. The Deputy World President should preside if the World President is not able or willing to do so. If the World President and Deputy World President are not able or willing to chair, the Trustees shall appoint a person to be Cchairman.

### **13.7 Quorum at general meetings**

13.7.1 No business may be transacted at any general meeting of the members of ACWW unless a quorum is present (whether in person or by proxy) when the meeting starts.

13.7.2 Quorum for general meetings shall be 50% plus 1 of Category I, 2 or 3 Societies who are present (whether in person or by proxy) and entitled to vote. Where 50% plus 1 does not equate to a whole number the amount to constitute quorum must be rounded up to the next whole number.

13.7.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

13.7.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the Cchairman must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the Cchairman or be notified to the ACWW's members at least seven days before the date on which it will resume.

13.7.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.

13.7.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a members vote, the meeting must be adjourned.

### **13.89 Voting at general meetings**

13.89.1 Any decision other than one falling within clause 13.5 (Decisions that must be taken in a particular way) or explicitly stated as needing a certain number of votes shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes).

13.89.2 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a secret ballot is duly demanded. A secret ballot may be demanded by the Cchairman or by at least 10% of the members present in person or by proxy at the meeting.

13.89.3 A secret ballot demanded on the question of adjournment must be taken immediately. A secret ballot on any other matter shall be taken, and the result of the secret ballot shall be announced, in such manner as the Cchairman of the meeting shall decide, provided that the secret ballot must be taken, and the result of the secret ballot announced, within 30 days of the demand for the secret ballot.

13.89.4 A secret ballot may be taken:

- (a) at the meeting at which it was demanded; or
- (b) at some other time and place specified by the Cchairman; or
- (c) through the use of postal or electronic communications.

13.89.5 In the event of an equality of votes, whether on a show of hands or on a secret ballot, the Cchairman of the meeting shall have a second, or casting vote.

13.9.6 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chairman-Chair of the meeting shall be final.

### **13.910 Representation of Societies**

13.910.1 A Society that is a member of ACWW may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of ACWW.

13.910.2 The representative is entitled to exercise the same powers on behalf of the Society it could exercise as an individual member of ACWW.

13.910.3 The representative is entitled to appoint a proxy to attend any general meeting on his or her~~their~~ behalf should he or she~~they~~ so choose.

### **13.108 Proxy voting**

13.108.1 If a Voting Member Society (Category 1, 2 or 3) is not able to send a representative to the Triennial World Conference, they may apply for a Proxy Vote. This is a request that an observer casts the vote on behalf of the Society unable to attend the Conference.

13.108.2 Although a non-attending Society cannot insist the Proxy Voter cast the vote in a particular way, it is possible to make requests or give an indication of how they would like the vote used.

**13.10.3** If a Proxy Vote is requested, the following procedure must be followed:

- (a) The Society must contact ACWW Central Office to request a proxy vote by the deadline published in the appropriate Conference Circular Information, and complete the relevant paperwork establishing their credentials for making such a request.
- (b) The ACWW Executive Director will contact an observer registered to attend the Conference and ask if they are willing to cast a vote on behalf of the Society making the request.
- (c) The ACWW Executive Director will ensure the correct voting papers are issued to the named observers, who become known as the Proxy Voters.
- (d) A record will be kept of all proxy arrangements.
- (e) The Proxy Voter and non-attending Member Society will be given each other's contact details by the Executive Director, and in line with ACWW's Privacy and Data Protection policies.
- (f) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting to which it relates, and is in a verifiable format from the absent Member Society.

### **13.11 Adjournment of meetings**

13.11.1 The chairman-Chair may at a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **14. Postal or Electronic Voting**

14.1 ACWW may, if the Trustees so decide, allow the members to vote by post or electronically / digitally to elect Trustees or to make a decision on any matter that is being decided at a general meeting of the members.

14.2 The trustees must appoint one designated person to supervise the conduct of the postal / electronic / digital ballot, to answer queries members may have in regard to the postal / electronic / digital ballot and the counting of votes (hereafter called the "scrutineer").

14.3 If the Board decides to hold a postal or electronic / digital ballot:

14.3.1 the ballot papers or directions for electronic / digital voting shall:

- (a) inform the members that votes will be cast electronically / digitally, or by post; as appropriate to the decision made by the Board on format of the election;
- (b) include contact details of the scrutineer;
- (c) include a deadline by which ballots must be returned to ACWW or electronic / digital votes cast; and
- (d) include the postal and email address that members can either return their ballot paper to or cast their electronic / digital vote;

- (e) include the date on which the count will be made; and
- (f) include the latest date that the result of the ballot will be announced;

14.3.2 the deadline by which ballot papers must be returned to ACWW or electronic / digital votes must be cast, must be specified in the ballot papers or directions for electronic / digital voting where circulated to all members.

14.4 Where the trustees decide to elect trustees by post or electronic / digital means they must, before issuing ballot papers or directions for electronic / digital voting, hold a nominations process. Details of the Nominations process is set out in clause 15.7.

## **15. Trustees**

### **15.1 Functions and Duties of Trustees**

15.1.1 The Trustees shall manage the affairs of ACWW and may for that purpose exercise all the powers of ACWW.

15.1.2 It is the duty of each Trustee:

- (a) to exercise her powers and to perform her functions as a Trustee of ACWW in the way she decides in good faith would be most likely to further the purposes of ACWW; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - (i) any special knowledge or experience that she has or holds herself out as having; and
  - (ii) if she acts as a Trustee of ACWW in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (c) to make all reasonable efforts to attend Triennial World Conference, General Meetings, and Trustee meetings.

15.1.~~32~~ A Trustee may not appoint anyone to act on her behalf at meetings of the Trustees.

### **15.2 Eligibility for Trusteeship**

15.2.1 Every Trustee must be a natural person.

15.2.2 No one may be appointed as a Trustee:

- (a) if she or he is under the age of 18 years; or
- (b) if she or he would automatically cease to hold office under the provisions of clause 18.

15.2.3 No one is entitled to act as a Trustee, whether on election or appointment or on any re-election or re-appointment, until she has expressly acknowledged, in whatever way the Trustees decide, her acceptance of the office of Trustee.

15.2.4 Every Trustee must be an individual member of ACWW.

### 15.3 Number of Trustees

15.3.1 There must be at least four Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees and/or appoint a new Trustee.

15.3.2 The maximum number of Trustees is twenty (20). The Trustees may not appoint any Trustee if as a result the number of Trustees would exceed the maximum.

### 15.4 Trustee Positions

15.4.1 The Trustees may consist of:

- (a) World President;
- (b) Deputy World President;
- (c) Honorary Treasurer;
- (d) Honorary Secretary;

15.4.1 (a) – (d) collectively referred to as the “Officers”, and

(e) the four (4) other Board Members 15.4.1 (a) – (e) collectively referred to as the “Executive Committee”, and

(f) the nine Area Presidents

15.4.1 (a) – (f) collectively referred to as the “Trustees” (Hereafter also referred to as the “Board”).

15.4.2 Two or more trustee positions may not be held by the same person, except in the extraordinary situation of a long-term Board absence, requiring another Trustee to act in a temporary capacity in that secondary role, as considered by the Board of Trustees to be in the best interests of ACWW.

### 15.5 First Trustees

15.5.1 The first Trustees and their positions were, as at the time the Charitable Incorporated Organisation Constitution was first adopted are:

- (a) Mrs Ruth Elizabeth Shanks AM, World President
- (b) Mrs Margaret Rose Yetman, Deputy World President and Chairman of the Agriculture Committee
- (c) Mrs Heather Joy Brennan, Treasurer and Chairman of the Finance and Membership Committee
- (d) Mrs Henrietta Schoeman, Secretary and Chairman of the Triennial Conference Committee

- (e) Mrs Magdalena de Kock, Chairman of the Communications and Marketing Committee
- (f) Mrs Anne Marit Hovstad, Chairman of the Projects Committee
- (g) Mrs Kerry Maw, Chairman of the United Nations Committee
- (h) Mrs Sheila Wallet Needham, Area President Canada
- (i) Mrs Dotsie M. Gordon, Area President Caribbean, Central & South America
- (j) Ms Thilaka Swarnalatha Perera, Area President Central & South Asia
- (k) Ms Irene Bih Chinje, Area President East, West & Central Africa
- (l) Mrs Margaret McMillan, Area President Europe
- (m) Enny Maria Abdul Karim, Area President South East Asia & the Far East
- (n) Mrs Mabel Moyo, Area President Southern Africa
- (o) Mrs Gail Elizabeth Commens JP, Area President the South Pacific
- (p) Mrs Jo Ellen Almond, Area President United States of America

## 15.6 Appointment & Re-election of Trustees

15.6.1 Trustees shall usually be elected by the members at Triennial General Meetings but where necessary under clause 15.7.5 or clause 17 may be appointed by the Trustees.

15.6.2 A Trustee shall hold office until the next Triennial General Meeting, where she shall retire unless she ceases to be a trustee at an earlier date under clause 18.

15.6.3 Two or more offices may not be held by the same person, except in the extraordinary circumstances specified in clause 15.4.2.

15.6.4 Any person who retires as a Trustee is eligible for re-election. A person may only serve two consecutive Trienniums in the same Trustee position. For the avoidance of doubt a person may only serve in the same Trustee position for two Trienniums in total. A Trustee who has served for four consecutive Trienniums may not be re-elected until they have had at least one Triennium out of office.

15.6.5 For the purposes of calculating when a person is due to retire and how many Trienniums a person has served as a Trustee under this Clause 15, account shall be taken of any time served by a Trustee prior to the Charitable Incorporated Organisation (CIO) being formed when The Associated Country Women of the World, an unincorporated charity was active.

## 15.7 Nomination procedure for Appointment & Reappointment of Trustees

15.7.1 Nominations for ACWW Trustees may be made by all Category 1, 2, or 3 Societies.

15.7.2 The Trustees shall call for nominations at least 18twelve (12) months before the Triennial General Meeting.

15.7.3 All nominations for Trustees shall be received in writing by Central Office at least twelvesix (6) months before the Triennial General Meeting the written consent of the nominee having first been obtained, together with the written consent of the Category 1, 2 or 3 Society to which she-they belongs.

15.7.4 All nominations, accompanied by biographical information, shall reach Category 1, 2 and 3 Societies at least ninethree (39) months before the Triennial General Meeting at which the elections shall take place.



15.7.5 In the event of no nomination having been received for a Trustee position by the deadline, a further call for nominations shall be made immediately. If, following this second call, no nominations are received, an appointment to such Trustee position shall be made by the Trustees. The Trustees shall announce such appointment at the Triennial General Meeting after the elections have been concluded. Appointed Trustees shall hold office as is set out in clause 15.6.2.

15.7.6 A person shall not accept nomination for election to more than one office per election.

## **16. Information for new Trustees**

16.1 The Trustees will make available to each new Trustee, on or before her first appointment:

16.1.1 a copy of this Constitution and any amendments made to it; and

16.1.2 a copy of ACWW's latest Trustees' annual report and statement of accounts.

## **17. Filling Trustee vacancies and Co-option**

17.1 In the case of a vacancy occurring in the Presidency between Triennial General Meetings, the Deputy World President shall become World President for the remainder of the Triennium and then retire in line with clause 15.6.2.

17.2 In the case of vacancies among other Trustees of ACWW between Triennial General Meetings, the Trustees shall appoint a Trustee to serve until the next Triennial General Meeting, when such appointed Trustees shall retire as 15.6.2.

## **18. Retirement and Removal of Trustees**

18.1 A Trustee ceases to hold office if he or she:

18.1.1 retires by notifying ACWW in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for Trustee meetings);

18.1.2 is absent without the permission of the Trustees from more than one of their meetings held within a period of twelve months and the Trustees resolve that his or her office be vacated;

18.1.3 dies;

18.1.4 in the written opinion, given to ACWW, of a registered medical practitioner treating that person, that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months from the date the registered medical practitioner gives such opinion;

18.1.5 is removed by the members of ACWW in accordance with clause 18.1.2;

18.1.6 is removed by a resolution of the Trustees:

(a) Whereas a Board Member acts other than in accordance with the duties and responsibilities set out in the Constitution, Bye Laws, Standing Orders, and prevailing policies of ACWW, they shall be subject to a disciplinary process for Trustees, as agreed by the Board of Trustees at the Commencement of their term of office. This process has escalating stages of severity, whilst leaving

Clause 18.1.6(b) in force for the most severe cases of misconduct or extreme malpractice. The text of this policy shall be available to any Member Society or Individual Member upon request.

(b) The Trustees may remove a Trustee under this clause 18.1.6 by a resolution being passed by a two-thirds majority of the other Trustees present and voting at a meeting of the Trustees and that prior to such a meeting the Trustee in question has been given written notice (of at least 30 days) of the intention to propose such a resolution at the meeting; or

18.1.7 is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 or the Charities (Protection and Social Investment) Act 2016 (or any statutory re-enactment or modification of either of these pieces of legislation).

18.2 A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members and properly convened, and the resolution is passed by a two-thirds majority of votes cast at the meeting.

18.3 A resolution to remove a Trustee in accordance with clause 18.2 shall not take effect unless the individual concerned has been given notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of ACWW.

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

19.1 Any decision may be taken either:

19.1.1 at a meeting of the Trustees; or

19.1.2 by resolution in writing or electronic form agreed by all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

## **20. Delegation by Trustees**

20.1 The Trustees may delegate any of their powers or functions to a committee or committees and/or a working group or working groups, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.

20.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements:

20.2.1 a committee or working group may consist of two or more persons, but at least one member of each committee or working group must be a Trustee;

20.2.2 the acts and proceedings of any committee or working group must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and

20.2.3 the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

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

## **21.1 Calling meetings**

21.1.1 The ~~chairman~~Chair or any three (3) Trustees may call a meeting of the Trustees (otherwise referred to as the “Board”).

21.1.2 There shall be at least one (1) Trustees meeting per year. Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.

## **21.2 Chairing of meetings**

21.2.1 The person elected as World President, shall chair the meetings of the Board.

21.2.2 If the World President is unwilling / unable to preside or is not present within thirty (30) minutes after the time appointed for the meeting, the Deputy World President will preside, if the Deputy World President is unwilling / unable to preside or is not present within thirty (30) minutes after the time appointed for the meeting, the Trustees present may appoint one of their members to chair that meeting.

## **21.3 Procedure at meetings**

21.3.1 Every person sitting on the Board shall have a vote.

21.3.2 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four (4) Trustees, or the number nearest to one third of the total number of Trustees, whichever is greater. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which she is not entitled to vote.

21.3.3 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

21.3.4 In the case of an equality of votes, the ~~C~~chairman shall have a second or casting vote.

21.3.5 In line with good practice and data protection principles, the proceedings of Board Meetings are confidential. This ensures all Trustees can participate fully and openly, and in the collective best interest of ACWW. All decisions and actions are duly noted in the Minutes of such meetings, in accordance with relevant laws and regulations, and decisions subject to ratification (such as changes to the Bye-Laws) are communicated with members at the earliest opportunity.

## **21.4 Making Decisions Otherwise than at a Meeting**

21.4.1 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee or working group of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee or working group of Trustees duly convened and held.

## **21.5 Participation in meetings by electronic means**

21.5.1 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

21.5.2 Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

21.5.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **22. The Executive Committee**

22.1 The ~~CChairman~~ or any three (3) Executive Committee members may call a meeting of the Executive Committee.

22.2 There shall be at least three (3) Executive Committee Meetings per year. Subject to that the Executive Committee shall decide how their meetings are to be called, what notice is required and how meetings are held and decisions made (whether at a meeting or in writing).

## **23. Saving provisions**

23.1 Subject to clause 23.2, all decisions of the Trustees, or of a committee or working group of Trustees, or the Executive Committee, shall be valid notwithstanding the participation in any vote of a Trustee, or member of a committee or working group or the Executive Committee:

23.1.1 who was disqualified from holding office;

23.1.2 who had previously retired or who had been obliged by the Constitution to vacate office;

23.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

23.1.4 if, without the vote of that Trustee or member of a committee or working group or the Executive Committee and that Trustee or member of a committee or working group or the Executive Committee being counted in the quorum, the decision has been made by a majority of the Trustees or member of a committee or working group or the Executive Committee at a quorate meeting.

23.2 Clause 23.1 does not permit a Trustee or member of a committee or working group or the Executive Committee to keep any benefit that may be conferred upon ~~him or her~~them by a resolution of the Trustees or member of a committee or working group or the Executive Committee or of a committee or working group of Trustees if, but for clause 23.1, the resolution would have been void, or if the Trustee or member of a committee or working group or Executive Committee has not complied with clause 8 (Conflicts of Interest).

## **24. Execution of documents**

24.1 ACWW shall execute deeds either by signature or by affixing its seal (if it has one).

24.2 A deed is validly executed by signature if it is signed by at least two of the Trustees.

24.3 If ACWW has a seal:

24.3.1 it must comply with the provisions of the General Regulations; and

24.3.2 it must only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any deed to which the seal is affixed and unless otherwise determined it shall be signed by two Trustees.

## **25. Use of electronic communications**

### **25.1 General**

25.1.1 ACWW will comply with data protection standards as set out in UK law and as per established good practice for charitable organisations. This will include all members of the Board of Trustees and Staff receiving training on data protection, and being required to conduct their duties in line with ACWW Data Protection policies.

25.1.24- ACWW will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Charity Commission in a particular form or manner.

### **25.2 To ACWW**

25.2.1 Any member or Trustee of ACWW may communicate electronically with ACWW to an address specified by ACWW for the purpose, so long as the communication is authenticated in a manner which is satisfactory to ACWW.

### **25.3 By ACWW**

25.3.1 Any member or Trustee of ACWW, by providing ACWW with an email address or similar, is taken to have agreed to receive communications from ACWW in electronic form at that address, unless the member has indicated to ACWW her or its unwillingness to receive such communications in that form. When joining ACWW as an Individual Member, or by providing contact details as the appointed contact person for an ACWW Member Society, individuals should expect to receive communications from ACWW with regards to their membership and the work of ACWW.

(a) This is provided for under the “Powers” provisions of this Constitution, set out in clause 5.1.

(b) The Board of Trustees shall determine the most appropriate forms of communication, and all such communications shall be conducted subject to ACWW’s data protection policies, and legal obligations in UK law.

25.3.2 The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide the members with the notice referred to in clause 12.4 (Notice of general meetings);
- (b) give Trustees notice of their meetings in accordance with clause 21.1 (Calling meetings); and

(c) submit any proposal to the members or Trustees or Executive ~~Committee~~ or ~~c~~Committee/s or working group/s for decision by written resolution or postal vote in accordance with the ACWW's powers under clause 13 (Members' decisions), or clause 14 (Postal or Electronic Voting).

#### 25.3.3 Trustees must:

(a) take reasonable steps to ensure that members and Trustees and members of the Executive ~~Committee~~ or ~~c~~Committee/s or working group/s are promptly notified of the publication of any such notice or proposal;

~~(b) send any such notice or proposal in hard copy form to any member or Trustee or Executive member or Committee Member who has not consented to receive communications in electronic form.~~

### 26. Keeping of Registers

26.1 ACWW must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Trustees.

### 27. Minutes

27.1 The Trustees must keep minutes of all:

27.1.1 appointments of officers made by the Trustees;

27.1.2 proceedings at Triennial World Conferences and Special World Meetings of ACWW;

27.1.3 proceedings at general meetings of ACWW;

27.1.4 meetings of the Trustees, Executive and Committees:

(a) the names of the Trustees and other persons present at the meeting;

(b) the decisions made at the meetings; and

(c) where appropriate the reasons for the decisions;

27.1.5 decisions made by the Trustees otherwise than in meetings.

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

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

28.2 The Trustees must comply with their obligation to inform the Charity Commission within 28 days of any change in the particulars of ACWW entered on the Register of Charities.

### 29. Bye-Laws & Rules

29.1 The Trustees may from time to time make such reasonable and proper rules or Bye-Laws as they may deem necessary or expedient for the proper conduct and management of ACWW, but such rules or Bye-Laws must not be inconsistent with any provision of this Constitution. Copies of any such rules or Bye-Laws currently in force must be made available to any member of ACWW on request.

29.2 The Trustees may from time to time make such reasonable and proper Standing Orders as they may deem necessary or expedient for the proper conduct and management of ACWW, but Standing Orders must not be inconsistent with any provision of this Constitution. Copies of any such Standing Orders currently in force must be made available to any member of ACWW on request.

### **30. Disputes**

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

### **31. Amendment of Constitution**

31.1 As provided by clauses 224-227 of the Charities Act 2011:

31.1.1 This Constitution can only be amended:

- (a) by resolution agreed in writing by all members of ACWW; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of ACWW.

31.2 Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of ACWW or persons connected with them, requires the prior written consent of the Charity Commission.

31.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

31.4 A copy of any resolution altering this Constitution, together with a copy of the Constitution as amended~~the constitution, together with a copy of the CIO's constitution as amended~~, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

### **32. Voluntary winding up or dissolution**

32.1 As provided by the Dissolution Regulations, ACWW may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve ACWW can only be made:

32.1.1 at a general meeting of the members of ACWW called in accordance with clause 12 (Meetings of Members), ~~has been given to those eligible to attend and vote:~~

- (a) by a resolution passed by a 75% majority of those voting, or

(b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

32.1.2 by a resolution agreed in writing by all members of ACWW.

32.2 Subject to the payment of all the ACWW's debts:

32.2.1 any resolution for the winding up of ACWW, or for the dissolution of ACWW without winding up, may contain a provision directing how any remaining assets of ACWW shall be applied;

32.2.2 if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of ACWW shall be applied;

32.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of ACWW.

32.3 ACWW must observe the requirements of the Dissolution Regulations in applying to the Commission for ACWW to be removed from the Register of Charities, and in particular:

32.3.1 the Trustees must send with their application to the Commission:

(a) a copy of the resolution passed by the members of ACWW;

(b) a declaration by the Trustees that any debts and other liabilities of ACWW have been settled or otherwise provided for in full; and

(c) a statement by the Trustees setting out the way in which any property of ACWW has been or is to be applied prior to its dissolution in accordance with this Constitution.

32.3.2 the Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of ACWW, and to any Trustee of ACWW who was not privy to the application.

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

### **33. Indemnity of Trustees**

33.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the ~~Board~~<sup>board</sup> of Trustees or other officer may otherwise be entitled, ACWW may indemnify every ACWW Trustee or other officer out of the assets of ACWW against all costs and liabilities incurred by ~~them~~<sup>her</sup> which relate to anything done or omitted or alleged to have been done or omitted by ~~her~~<sup>them</sup> as an ACWW Trustee or other officer save that no Trustee may be entitled to be indemnified:

33.1.1 for any liability incurred by ~~her~~<sup>them</sup> to ACWW or any associated company of ACWW;

33.1.2 for any fine imposed in criminal proceedings;

33.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;



33.1.4 for any liability which ~~she has~~they have incurred in defending any criminal proceedings in which ~~she is~~they are convicted and such conviction has become final; and

33.1.5 for any liability which ~~she has~~they have incurred in defending any civil proceedings brought by ACWW or an associated company in which a final judgment has been given against ~~them~~her.

33.2 To the extent permitted by law from time to time, but without prejudice to any indemnity to which the Trustees or other officer may otherwise be entitled, ACWW may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by ~~her~~them in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by ~~her~~them as an ACWW Trustee or officer, provided that ~~she~~they will be obliged to repay such amounts no later than:

33.2.1 in the event ~~she is~~they are convicted in proceedings, the date when the conviction becomes final; or

33.2.2 in the event of judgment being given against ~~her~~them in proceedings, the date when the judgment becomes final.

#### **34. Interpretation**

34.1 In this Constitution:

34.1.1 “CIO” means charitable incorporated organisation.

34.1.~~21~~ “connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within clause 34.1.~~21~~(a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within clause 34.1.~~21~~(a) or 34.1.~~21~~(b) above;
- (d) an institution which is controlled:
  - (i) by the Trustee or any connected person falling within clauses 34.1.~~21~~(a)~~(a)~~, 34.1.~~21~~(b), or 34.1.~~21~~(c) above; or
  - (ii) by two or more persons falling within clause 34.1.~~21~~(d)(i), when taken together;
- (e) a body corporate in which:
  - (i) the Trustee or any connected person falling within clauses 34.1.~~21~~(a) to 34.1.~~21~~(c) has a substantial interest; or
  - (ii) two or more persons falling within 34.1.~~21~~(e)(i) who, when taken together, have a substantial interest.

34.~~1.63~~ **“Lead Delegate”** the representative of a Category 1, 2 or 3 Society or another person who has provided to the Trustees written authority from their Society that ~~she is~~they are entitled to attend the Conference, General Meeting or Area Conference and vote on behalf of that Society.

34.~~1.74~~ **“Life Member”** is a historical sub-category within Category 5 membership, granted prior to 29 June 1992 (when the charity was established as an unincorporated association) following payment of dues to cover life membership.

34.~~1.85~~ **“Triennium”** the terms which commences immediately after the conclusion of a Triennial World Conference and ending at the conclusion of the next Triennial World Conference.

34.~~1.96~~ **“Trustee”** means a Trustee of ACWW.

34.~~1.107~~ **“poll”** means a counted vote or ballot, usually (but not necessarily) in writing.

34.~~1.811~~ **“Presidential Area”** means an area to come directly under the World President until such time as the number of Members Societies in the Area justifies the election of an Area President.

34.2 Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this Constitution.

34.3 **“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.

34.4 **“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

34.5 The **“Communications Provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.

34.~~6312~~ The English text of the Constitution provided by the Central Office is the deciding text.

34.~~4713~~ The Constitution is governed by and construed by English and Welsh law.