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## **MODEL CONSTITUTION OF A FEDERATION OF TOWNSWOMEN'S GUILDS**

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### **1 NAME**

The name of the Federation is “the  
Guilds” (hereinafter referred to as “the Federation”).

Federation of Townswomen's

### **2 DEFINITIONS**

In this Constitution:-

“Annual General Meeting”	means an annual general meeting of the members of the Federation
“Area of Benefit”	means or such other area as may be approved by the National Office
“Charity Commission”	means the Charity Commission for England and Wales
“clear days”	in relation to a period of notice means the period excluding the day on which the notice is given or is deemed to be given and the day on which the meeting of which notice is given is to be held
“Executive Committee”	means the governing body of the Federation appointed in accordance with clause 10
“Extraordinary General Meeting”	means a general meeting of the members of the Federation which is not an Annual General Meeting
“General Meeting”	means an Annual General Meeting or an Extraordinary General Meeting
“Holding Trustee”	means an individual or corporate body responsible for holding the title to property but not authorised to make any decisions relating to its use, investment or disposal
“Independent Examiner”	has the meaning prescribed by Section 43(3)(a) of the Charities Act 1993
“Material Benefit”	means a benefit which may not be financial but has a monetary value
“Member” and “Membership”	refer to members of the Federation
“the National Office”	means the national office of Townswomen’s Guilds being Gee Business Centre, First Floor, Gee House, Holborn Hill, Birmingham B7 5JR or such other address as may be advised to the Federation

“Objects”	means the purposes of the Federation set out in Clause 3
“Townswomen’s Guilds”	means the charity established to provide administrative support to and to co-ordinate the activities of the national movement of individual guilds and federations (registered charity no: 306072)
“Trust Corporation”	has the meaning prescribed by Section 205(1)(xxviii) of the Law of Property Act 1925 but does not include the Public Trustee
“written or in writing”	means a legible document on paper including a fax message
“year”	means a calendar year

### **3 OBJECTS**

The objects of the Federation are within the Area of Benefit:-

- 3.1 to advance the education of women irrespective of race, creed and party so as to enable them to make the best contribution towards the common good;
- 3.2 to educate such women in the principles of good citizenship and in all public questions both national and international;
- 3.3 to advance the education of the public by carrying out research into any public questions whether local, national or international and publishing the useful results of such research;
- 3.4 to advance the education of the public by promoting public understanding of any subject of educational value where women have particular knowledge or experience; and
- 3.5 to provide or assist in the provision of facilities for recreation or other leisure time occupation for such women in the interests of social welfare and with a view to improving their conditions of life.

### **4 POWERS**

In furtherance of the Objects but not otherwise the Federation may exercise the following powers:-

- 4.1 to arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses;
- 4.2 to promote or carry out research;
- 4.3 to disseminate knowledge gained in pursuing the Objects by means of all manner of information provisions, publications, presentations, conferences, demonstrations and exhibitions including the exchange of information with other bodies having similar objects whether in this country or overseas;
- 4.4 to raise funds and invite or receive contributions from any person or persons whether by way of subscriptions or otherwise provided that in raising funds the Federation shall not undertake any substantial permanent trading activities;
- 4.5 to buy, take on lease or in exchange any property and to maintain or equip it for use;
- 4.6 to sell, lease or otherwise dispose of all or any part of the Federation's property (subject to the restrictions imposed by the Charities Act 1993);
- 4.7 to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or any of them;
- 4.8 to establish or support (financially or otherwise) any charitable trusts, associations or institutions formed for the purpose of the Objects or any of them;
- 4.9 to operate bank accounts in the name of the Federation and to invest the funds of the Federation not immediately required for the fulfilment of the Objects in such investments as may be thought fit;
- 4.10 to borrow or raise money on such terms and with such security as shall be thought fit (subject to the restrictions imposed by the Charities Act 1993);
- 4.11 to set aside funds for special purposes or as reserves against future expenditure;
- 4.12 to purchase indemnity insurance for the members of the Executive Committee against any liability that by virtue of any rule of law would otherwise attach to a member of the Executive Committee in respect of any negligence, default, breach of duty or breach of trust of which she may be guilty in relation to the Federation but excluding:-
  - (i) fines;
  - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Executive Committee member; and

- (iii) liabilities to the Federation that result from conduct that the Executive Committee member knew or ought to have known was not in the best interests of the Federation or in respect of which the person concerned did not care whether that conduct was in the best interests of the Federation or not; and

4.13 to do anything else within the law which promotes or helps to promote the Objects.

## **5 MEMBERSHIP**

5.1 Membership of the Federation is open to all guilds recognised as such by the National Office and operating within the Area of Benefit which undertake to pay the annual subscription and pursue the Objects in accordance with the terms of this Constitution.

5.2 Any guild wishing to become a member of the Federation must submit an application for membership in such form as the Executive Committee may from time to time determine. Membership applications will then be submitted to the Executive Committee for approval. A guild shall become a member of the Federation as at the date upon which its application for membership is approved by the Executive Committee.

5.3 The annual membership subscription shall be such amount as may be determined from time to time by the Executive Committee and shall become payable on 1 February in each year.

5.4 New members shall pay a pro-rata subscription for the period from the date of admission to membership of the Federation to the following 31 January.

5.5 A member failing to pay the annual subscription by 31 March will automatically cease to be a member of the Federation and will only be readmitted to membership (subject to the payment of the appropriate subscription) at the discretion of the Executive Committee.

5.6 Membership is not transferable.

5.7 The Federation must maintain an accurate register of members which must be made available to any member upon request.

5.8 Each member must appoint a representative to attend meetings of the Federation and to exercise all of the rights of the member at such meetings. Details of the appointed representative must be notified promptly to the Federation by the member as must any change in the identity of the appointed representative.

## **6 TERMINATION OF MEMBERSHIP**

6.1 A guild will cease to be a member of the Federation if:-

6.1.1 it ceases to exist;

6.1.2 it resigns by written notice to the Federation;

6.1.3 it fails to pay its membership subscription by 31 March in any year; or

6.1.4 it is removed from membership by a resolution of the Executive Committee that it is in the best interests of the Federation that its membership is terminated. A resolution to remove a member from membership may only be passed if:-

6.1.4.1 the member has been given at least 21 days' notice in writing of the meeting of the Executive Committee at which the resolution will be proposed and the reasons why it is proposed; and

6.1.4.2 the member has been allowed to make representations to that meeting of the Executive Committee.

## **7 ORDINARY MEETINGS**

There shall be such number of ordinary meetings held at such time and place as may be agreed by a simple majority of the members from time to time.

## **8 ANNUAL GENERAL MEETING**

8.1 The Federation must hold an Annual General Meeting no later than 30<sup>th</sup> April each year.

8.2 The business of the Annual General Meeting shall be to:-

8.2.1 elect an Executive Committee;

8.2.2 receive the annual report and accounts;

8.2.3 appoint an auditor or Independent Examiner, if necessary; and

8.2.4 consider such other business as may be determined by the Executive Committee.

- 8.3 All members of the Federation whose annual subscriptions are not in arrears are entitled to attend and vote (by their appointed representatives) at an Annual General Meeting.
- 8.4 No business shall be transacted at an Annual General Meeting unless a quorum is present. A quorum for an Annual General Meeting shall be one-third of the total number of members of the Federation for the time being present by their appointed representatives.
- 8.5 Except where otherwise required by this Constitution, matters considered at an Annual General Meeting shall be decided by a simple majority of those members present and voting by their appointed representatives. Voting by proxy or by post is not permitted.
- 8.6 An Annual General Meeting must be called by at least 14 clear days' written notice to each member specifying the business to be transacted.
- 8.7 An Annual General Meeting may be called by shorter notice than required by clause 8.6 if it is so agreed by all of the members entitled to attend and vote.
- 8.8 An Annual General Meeting is to be chaired by an appointed representative of a member guild elected by those present at the meeting.
- 8.9 Every member present by its appointed representative is entitled to one vote on every issue. In the case of an equality of votes the chairman of the meeting is entitled to a second or casting vote.
- 8.10 Immediately following each Annual General Meeting the Federation must submit to the National Office details of those elected to serve on the Executive Committee for the following year.

## **9 EXTRAORDINARY GENERAL MEETINGS**

- 9.1 An Extraordinary General Meeting may be called at any time by the Executive Committee and must be called within 14 days after a written request is received by the Executive Committee from at least one-third of the members of the Federation for the time being.
- 9.2 All members of the Federation whose annual subscriptions are not in arrears are entitled to attend and vote (by their appointed representatives) at an Extraordinary General Meeting.
- 9.3 At least 14 clear days' notice of an Extraordinary General Meeting and the business to be transacted must be given in writing to all members.

9.4 The quorum for Extraordinary General Meetings shall be one-third of the total number of members of the Federation for the time being.

9.5 Except where otherwise provided by this Constitution, all matters considered at an Extraordinary General Meeting shall be decided by a simple majority of the votes cast. Voting by proxy or by post is not permitted.

9.6 An Extraordinary General Meeting may be called by shorter notice than required by clause 9.3 if it is so agreed by all of the members entitled to attend and vote.

9.7 An Extraordinary General Meeting is to be chaired by an appointed representative of a member guild elected by those present at the meeting.

9.8 Every member present by its appointed representative is entitled to one vote on every issue. In the case of an equality of votes the chairman of the meeting is entitled to a second or casting vote.

## **10 THE EXECUTIVE COMMITTEE**

10.1 The Federation and its property shall be managed and administered by the Executive Committee who are to be regarded as the charity trustees for the purposes of the Charities Act 1993.

10.2 The Executive Committee is to comprise a minimum of four elected members but shall not be subject to any maximum number.

10.3 All members of the Executive Committee must be appointed representatives of member guilds and a person may not be appointed to the Executive Committee if she would be disqualified from acting under the provisions of clause 11.

10.4 All members of the Executive Committee are to be elected annually at the Annual General Meeting of the Federation.

10.5 All nominations for election to the Executive Committee must be received by the Executive Committee at least 14 days prior to the Annual General Meeting.

10.6 The Executive Committee may at any time appoint additional members of the Executive Committee provided that any person so appointed shall retire with effect from the conclusion of the next following Annual General Meeting but shall be eligible for re-election at that meeting.

## **11 DISQUALIFICATION AND REMOVAL OF EXECUTIVE COMMITTEE MEMBERS**



11.1 An Executive Committee member will cease to hold office if she:-

11.1.1 is or becomes disqualified from acting as a charity trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

11.1.2 ceases to be the appointed representative of a member guild;

11.1.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering her own affairs;

11.1.4 resigns as a member of the Executive Committee by written notice to the Federation (but only if at least two Executive Committee members will remain in office when the notice of resignation is to take effect);

11.1.5 is absent without the permission of the Executive Committee from all meetings of the Executive Committee held within a period of six consecutive months and the Executive Committee resolves by a 75% majority that her office be vacated; or

11.1.6 is removed by a resolution passed by a 75% majority of the other members of the Executive Committee after inviting the views of the Executive Committee member concerned and considering the matter in the light of any such views.

11.2 A retiring member of the Executive Committee is entitled to an indemnity from the continuing members of the Executive Committee at the expense of the Federation in respect of any liabilities properly incurred whilst she held office.

11.3 A technical defect in the appointment of an Executive Committee member of which the Executive Committee was unaware at the time does not invalidate decisions taken by the Executive Committee.

## **12 PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

12.1 The Executive Committee must hold sufficient meetings each year to enable them to undertake properly the business of the Federation. At least seven days' notice must be given of each Executive Committee meeting provided that an urgent meeting may be convened at shorter notice if this is agreed by at least 75% of the members of the Executive Committee for the time being.

12.2 A quorum at a meeting of the Executive Committee is one-half of the total number of members of the Executive Committee for the time being subject always to a minimum of two members.

12.3 A meeting of the Executive Committee may be held either in person or through electronic means agreed by the Executive Committee by which each participant may communicate with all other participants.

12.4 Those present at each Executive Committee meeting must appoint one of their number to act as Chairman of that meeting.

12.5 Except where otherwise required by this Constitution, every issue discussed by the Executive Committee is to be determined by a simple majority of the votes cast but a resolution which is in writing and signed by all of the members of the Executive Committee is as valid as a resolution passed at a meeting and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature.

12.6 Every member of the Executive Committee has one vote on each issue save that in the event of an equality of votes the person chairing the meeting has a second or casting vote.

12.7 Meetings of the Executive Committee may be called by any member of the Executive Committee.

## **13 POWERS OF THE EXECUTIVE COMMITTEE**

13.1 The Executive Committee have the following powers in the administration of the Federation:-

13.1.1 to exercise any of the powers of the Federation set out in clause 4;

13.1.2 to delegate any of their functions to sub-committees consisting of two or more persons appointed by them provided that at least one member of every sub-committee must be a member of the Executive Committee and that all proceedings of sub-committees must be reported promptly to the Executive Committee;

13.1.3 to make local rules consistent with this Constitution to govern such aspects of the day-to-day operations of the Federation as the Executive Committee shall think fit; and

13.1.4 to resolve or establish procedures to assist in the resolution of disputes within the Federation.

## **14 PROPERTY AND FUNDS**

14.1 The property and funds of the Federation must be used only for promoting the Objects and do not belong to the members of the Federation or to the members of the Executive Committee.

14.2 No Executive Committee member may receive any payment of money or other Material Benefit (whether direct or indirect) from the Federation except:

14.2.1 the benefit of indemnity insurance purchased by the Federation pursuant to clause 4.12;

14.2.2 reimbursement of reasonable out of pocket expenses actually incurred in the administration of the Federation;

14.2.3 interest at a reasonable rate on money lent to the Federation;

14.2.4 a reasonable rent or hiring fee for property let or hired to the Federation;

14.2.5 an indemnity in respect of any liabilities properly incurred in running the Federation (including the costs of successful defence to criminal proceedings);

14.2.6 charitable benefits in her capacity as a beneficiary; and

14.2.7 in exceptional cases, other payments or material benefits approved in advance by the Charity Commission.

14.3 Whenever a member of the Executive Committee has a personal interest in a matter to be discussed at an Executive Committee meeting, the Executive Committee member must:

14.3.1 declare an interest before discussion begins on the matter;

14.3.2 withdraw from that part of the meeting unless expressly invited to remain in order to provide information;

14.3.3 not be counted in the quorum for that part of the meeting; and

14.3.4 withdraw during the vote and have no vote on the matter.

14.4 Investments and other property of the Federation may be held:-

14.4.1 in the names of some or all of the Executive Committee members for the time being (or in the name of the Executive Committee if incorporated under the Charities Act 1993);

14.4.2 in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of

the Executive Committee or of a financial expert acting on their instructions;

14.4.3 in the name of at least two and up to four Holding Trustees for the Federation who must be appointed (and may be removed) by resolution of the Executive Committee;

14.4.4 in the name of a Trust Corporation as a Holding Trustee for the Federation which must be appointed (and may be removed) by deed executed by the Executive Committee; or

14.4.5 in the case of land, by the Official Custodian for Charities under an order of the Charity Commission or the Court.

## **15 RECORDS AND ACCOUNTS**

15.1 The Executive Committee must comply where appropriate with the requirements of the Charities Act 1993 as to the keeping of financial records, the audit or independent examination of accounts and the preparation and transmission to the Charity Commission of:-

15.1.1 annual reports;

15.1.2 annual returns;

15.1.3 annual statements of account.

15.2 The Executive Committee must keep proper records of:-

15.2.1 all proceedings at Annual General Meetings and Extraordinary General Meetings;

15.2.2 all proceedings at Executive Committee meetings;

15.2.3 all reports of sub-committees; and

15.2.4 all professional advice obtained.

15.3 Annual reports and statements of account relating to the Federation must be made available for inspection by any member of the Federation.

15.4 A copy of the latest available statement of accounts must be supplied to any person who makes a written request and pays the Federation's reasonable costs (as required by the Charities Act 1993).

15.5 The Executive Committee shall operate one or more bank accounts in the name of the Federation and such accounts shall be operated as determined by the Executive Committee provided that in all cases a minimum of two signatures shall be required in respect of any withdrawal or transfer of funds.

15.6 The financial year of the Federation shall end on 31 January in each year.

15.7 [An annual affiliation fee at such level as shall be determined by Townswomen's Guilds shall be paid to the National Office no later than 31 March in each year.]

## **16 NOTICES**

16.1 Notices under this Constitution may be delivered by hand, by post or by email.

16.2 The address at which a member is entitled to receive notices is the address noted in the register of members.

16.3 Any notice given in accordance with this Constitution is to be treated for all purposes as having been received if delivered by hand on the day of delivery, if delivered by first class post 24 hours after posting and if delivered by email on the day it is sent.

16.4 A member present by its appointed representative at any meeting of the Federation shall be deemed to have received notice of the meeting and of the purposes for which it was called.

16.5 A technical defect in the giving of notice of which the members or the Executive Committee members are unaware at the time does not invalidate decisions taken at the meeting in question.

## **17 LOCAL RULES**

17.1 The Executive Committee may from time to time make rules in relation to any aspect of the affairs of the Federation provided that such rules shall not be inconsistent with anything contained in this Constitution.

17.2 The Rules may regulate the following matters but are not restricted to them:-

17.2.1 the admission of new members of the Federation and the subscriptions and other fees or payments to be made by members;

17.2.2 the conduct of members in relation to one another;

17.2.3 the setting aside of the whole or any part of the Federation's assets for a particular purpose or purposes;

17.2.4 the procedure at General Meetings and meetings of the Executive Committee in so far as such procedures are not regulated by this Constitution; and

17.2.5 any such other matters as are commonly the subject matter of the rules of an unincorporated association.

17.3 The members of the Federation in General Meeting have the power to alter, add to, or repeal the rules.

17.4 The Executive Committee must adopt such means as they think sufficient to bring the rules to the notice of all members.

## **18 ALTERATIONS**

18.1 The provisions of this Constitution may be amended by a resolution passed by not less than 75% of the members present and voting (by their appointed representatives) at a General Meeting. The notice of the General Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

18.2 No amendment may be made that would have the effect of making the Federation cease to be a charity at law.

18.3 No amendment may be made to clause 3, clause 14, clause 19 and this clause without the prior written consent of the Charity Commission.

18.4 A copy of any resolution amending this Constitution together with a copy of the revised Constitution must be sent to the Charity Commission within one month of the resolution being passed.

## **19 CLOSURE**

19.1 If at any time the Executive Committee consider it necessary or expedient to close the Federation they shall convene an Extraordinary General Meeting and shall in the notice of the meeting despatched to members in accordance with the provisions of this Constitution indicate that the purpose of the meeting is to consider the closure of the Federation.

19.2 If at the Extraordinary General Meeting called for the purpose of considering the closure of the Federation the members resolve by a 75% majority of those present and voting that the Federation should be closed then the members of the Executive Committee must remain in office as charity trustees and assume responsibility for the orderly winding-up of the Federation's affairs.

19.3 The Executive Committee must collect in all the assets of the Federation and must pay or make provision for all of its liabilities. Having done so any remaining property or money must be applied:-

19.3.1 directly for the Objects;

19.3.2 by transfer to another Federation having objects the same or similar to the Objects;

19.3.3 by transfer to the members of the Federation; or

19.3.4 by transfer to Townswomen's Guilds.

19.4 The Executive Committee must, if appropriate, notify the Charity Commission promptly that the charity has been closed and must forward to the Charity Commission final accounts.

19.5 The Executive Committee must also notify the National Office of the closure of the Federation.





**August 2006**