

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

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1. NAME

The name of the Federation is "The Federation of Townswomen Guilds" (hereinafter referred to as "the Federation")

2. DEFINITIONS

In this Constitution:

"Townswomen's Guilds" means the Charity established to provide administrative support to and co-ordinate the activities of the national movement of individual Guilds and Federations of Townswomen's Guilds (Registered Charity Number 306072)

"The National Council" means the National Council of Townswomen's Guilds.

"The Central Council" means the Central Council of Townswomen's Guilds.

"The National Executive Committee" means the National Executive Committee of Townswomen's Guilds.

"The National Headquarters" means the National Headquarters of the Townswomen's Guilds of Chamber of Commerce House 75 Harborne Road Edgbaston, Birmingham B15 3DA.

3. OBJECTS

A Federation of Townswomen's Guilds is formed for such purposes generally as may from time to time be charitable according to the Law of England and Wales and more specifically (without prejudice to the generality of the foregoing):-

- 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.
- 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.

ENABLING PROVISIONS

- 4.
- 4.1. In furtherance of the Objects set out in clause 3 above but not otherwise the Federation may exercise the following powers:-
- 4.2. To disseminate the knowledge gained in the carrying out of 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.
- 4.3. To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- 4.4. To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.
- 4.5. To operate bank accounts in the name of the Federation and to invest the money of the Federation not immediately required for the said Objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 4.6. To do all such other lawful things as are necessary for the attainment of such Objects.

5. THE FEDERATION

- 5.1. A Federation consists of Guilds in an area defined by the National Executive Committee and is established only when formed by an appointed representative of the NEC and when a representative of each of those Guilds declares on behalf of her Guild that they will carry out the objects of the movement and abide by its Constitution issued from time to time by the National Headquarters of Townswomen's Guilds.
- 5.2. The name of the Federation shall be approved and altered only with the consent of the National Executive Committee.

6. FUNCTIONS

- 6.1. The Federation forms a Council representative of the Guilds affiliated to it.
- 6.2. Receives regular reports from each Guild.
- 6.3. Co-ordinates the activities of the Guilds and organises joint activities among Guilds by arranging schools, classes, conferences, workshops, seminars, exhibitions, festivals and social events.
- 6.4. Presents the needs of Guilds to local education and other public voluntary bodies.

- 6.5 Collects and distributes information of use to the Guilds.
- 6.6. Sends information and returns to National Headquarters when requested and assists the National Headquarters in the organisation and development of the area.
- 6.7. Considers through its Council motions proposed by the Federation Executive Committee, by members of the Council or by Guilds in the Federation.
- 6.8. Supplies trained Returning Officers for the Annual General Meetings of the Guilds.

7. **ADMINISTRATION**

- 7.1. A Federation is administered by its Executive Committee.

7.2. **MEMBERSHIP**

The Council consists of two delegates each with equal voting rights appointed by each Guild affiliated to the Federation, the Officers and Members of the Executive Committee. Any delegate who is elected an Officer or member of the Federation Executive Committee is replaced on the Council by another delegate appointed by her Guild who then serves to complete the original term of appointment.

7.3. **REGULAR MEETINGS**

- a) The Council shall meet at least four times a year including its Annual General Meeting. Members of the Guilds within the Federations may be admitted to Council Meetings as observers at the discretion of the Council.
- b) Voting is by simple majority of those present except in the case of motions concerning finance and the Constitution where a two-thirds majority of those present and voting is required. Voting by proxy or by post is not permitted.

7.4. **Procedure at a Council Meeting.**

7.4.a The Business of a Council Meeting must include:

- i) The minutes of the previous meeting.
- ii) The financial statement and any budgets to be considered.
- iii) Reports from the Executive Committee and the sub-committees.
- iv) A report twice a year from the delegate to Central Council.
- v) Reports from the delegates to the National Council Meeting and other meetings at which the Federation has been represented.

vi) Motions proposed by the Executive Committee by members of the Council or from Guilds in the Federation.

vii) Correspondence.

7.4.b Copies of the minutes of each Council meeting must be circulated to the Guilds in the Federation, the members of the Council, and National Headquarters. These are sent by the Federation Secretary with the approval of the Chairman and Executive Committee.

7.4.c Motions concerning finance and the Constitution require a two thirds majority of those present and voting to be passed and must be circulated to all Guilds in the Federation in time for them to be considered at a Guild meeting before the Council meeting at which the vote is taken.

7.4.d All resolutions passed by the Council are binding on all Guilds in the Federation. Federations may not pass resolutions which are contrary to the aims and objects of the movement.

8. **ANNUAL GENERAL MEETING**

8.1. There shall be an Annual General Meeting of the Council in April or May to transact the following business:

- a) To elect the Officers and the other members to fill all vacancies on the Executive Committee.
- b) To receive the Annual Report and Accounts.
- c) To appoint an auditor if necessary.
- d) To consider motions previously circulated.
- e) To review local rules.
- f) To confirm compliance with this Constitution.
- g) To read and adopt the Federation Standing Orders.

8.2. The retiring and continuing delegates of the Council, or their deputy delegates vote with the Officers and members of the Federation Executive Committee in the ballot for Officers and Executive Committee Members and on all other business.

8.3. Only those Guilds that have paid their affiliation fees by March 31 prior to the Annual General Meeting are entitled to place motions on the agenda and to vote.

8.4. Voting is by simple majority of those present and voting except in the case of motions concerning finance and the Constitution where a two-thirds majority of those present and voting is required. Voting by proxy or by post is not permitted and only those delegates or deputy delegates to Federation Council appointed by their Guilds have voting rights.

- 8.5. The quorum for the Annual General Meeting shall be 8 or one third of the members of the Council, whichever is the greater.
- 8.6. The Federation Returning Officer shall not be a member of that Federation.
- 8.7. Members of ~~the Guild~~ within the Federation may be admitted as observers to the Annual General Meeting at the discretion of the Council.
- 8.8. Signed copies of the TGF7 (or such form as may replace it, which gives details of the Executive Committee and its Officers) and accounts shall be sent to the National Headquarters.

9. **EXTRAORDINARY MEETING OF THE COUNCIL**

- 9.1. An Extraordinary Meeting of the Council may be called at the request of the Chairman or two thirds of the members of the Council who shall serve written notice of such request on the Chairman.
- 9.2. Not less than seven days notice of the meeting and of all motions to be submitted shall be given to all members in writing.
- 9.3. The quorum at an Extraordinary Meeting of the Council is 8 or one third of the membership of the Council, whichever is the greater.
- 9.4. Voting is by simple majority of those present and voting except in the case of motions concerning finance and the Constitution where a two thirds majority of those present and voting is required. Voting by proxy or by post is not permitted.

10. **FEDERATION EXECUTIVE COMMITTEE**

10.1 COMPOSITION

- 10.1.a The Executive Committee consists of the Officers and six, eight or ten members.
- 10.1.b Voting is by simple majority of those present except in the case of motions concerning finance and the Constitution where a two-thirds majority of those present and voting is required. Voting by proxy or by post is not permitted. The Chairman shall have a casting vote.
- 10.1.c The Officers of the Federation are the Chairman, the Honorary Treasurer, the Honorary Secretary and the Vice-Chairman. The Officers are elected at the Annual General Meeting of the Council and hold office for one year.
- 10.1.d The Chairman may hold that office for not more than four consecutive years. She is not then eligible to stand for that particular office until a further two years have elapsed.
- 10.1.e The Treasurer may hold that office for not more than five consecutive years. She is not then eligible to stand for that particular office until a further two years have elapsed.

10.1.f The Honorary Secretary may hold that office for not more than five consecutive years. She is not then eligible to stand for that particular office until a further two years have elapsed.

10.1.g The Vice-Chairman may hold that office for not more than four consecutive years. She is not then eligible to stand for that particular office until a further two years have elapsed.

10.1.h Executive Committee Members, half of whom retire each year, hold office for two years but are eligible for re-nomination.

10.1.i Any existing Officer or member of the Executive Committee who has served on the Executive Committee for a total of 6 years or longer shall be entitled to serve on the Executive Committee for a further 6 years. Any existing Officer or member of the Executive Committee who has served on the Executive Committee for a period of less than 6 years shall be entitled to serve on the Executive committee for a period of 12 years including the period of years already served.

Any Officer or member of the Executive Committee who has served on the Executive Committee for a total period of 12 years shall be entitled, after a period of 6 years has elapsed, to serve on the Executive Committee for a further total period of 12 years only.

10.1.j The Executive Committee may co-opt up to two additional members in each year who must then retire at the next Annual General Meeting. A co-opted member shall have the same voting rights as all the other members of the Executive Committee.

10.1.k A member of the Executive Committee shall resign forthwith on being elected a member of the National Executive Committee.

10.2 ADMINISTRATION

10.2.a The Executive Committee:

(i) holds regular meetings.

(ii) decides the quorum for meeting by Standing Order.

(iii) revises its own Standing Orders annually.

10.2.b An Extraordinary Meeting of the Executive Committee may be called at the request of the Chairman or two thirds of the members of the Executive Committee, who shall serve written notice of such request on the Chairman.

10.2.c Not less than seven days notice of the meeting and of all motions to be submitted shall be given to all members in writing.

10.2.d The Executive Committee may establish sub-committees and ad hoc Committees and is responsible for drawing up their Standing Orders and Terms of Reference. All acts and proceedings should be fully and promptly reported back to the Executive Committee.

- 10.2.e The Chairman of each sub-committee is appointed by the Executive Committee and is a member of that Committee.
- 10.2.f A sub-committee and an ad hoc committee have the power of co-option, subject to the approval of the Executive Committee.
- 10.2.g Members of sub-committees retire at the Federation Annual General Meeting but are eligible for re-appointment.
- 10.2.h A member who is absent from three consecutive meetings of the Executive Committee without adequate reason, is deemed to have resigned from the Committee.
- 10.2.i A vacancy on the Executive Committee caused by the resignation of a member on a question of policy, procedure or other difference of opinion connected with the Federation is filled at the earliest possible Council Meeting by election.
- 10.2.j A vacancy on the Executive Committee caused by the resignation of a member due to personal reasons or non-attendance, is filled by the co-option. The co-opted member serves for the remaining period of service of the member replaced, with that member's voting rights.
- 10.2.k No member of the Executive Committee shall acquire any interest in any property belonging to the Federation (otherwise than as a trustee of the Federation) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

10.3. ELECTIONS

- 10.3.a A candidate for election as an Officer must be a retiring or continuing delegate to the Council appointed by her Guild or a member who has had one year's Federation Executive Committee experience or two years' Federation Council experience within the preceding three years and has given their consent to nomination.

Retiring or continuing delegates of a Guild that has paid its affiliation fee to the Federation to date and the Officers and all members of the Federation Executive Committee to date are entitled to:

- a) accept nomination; and
- b) nominate and vote for the Officers and members of the Executive Committee.

10.3.b Executive Committee

Any fully paid up Guild member is eligible to be nominated or re-elected or may nominate herself to the Federation Executive Committee.

- 10.3.c Elections for Officers and Executive Committee are by simple majority of those eligible to vote, on a ballot. Voting by proxy or by post is not permitted.

10.4. FUNCTIONS

The Executive Committee is responsible to the Council for the following:

- (i) Arrangements for Council Meetings.
- (ii) Outlining the schemes of work and carrying out the wishes of the Council in this connection.
- (iii) Administering the funds as approved by the Council.
- (iv) Organisation and development including the recruitment of members and the opening of new Guilds in the area of the Federation.

10.5 CENTRAL COUNCIL

- (i) The Federation Executive Committee appoints one delegate to serve one year and one deputy delegate to serve one year on the Central Council. Both the delegate and deputy delegate shall be members of the Federation Executive Committee.
- (ii) If a delegate to the Central Council is elected to the National Executive Committee, she shall be replaced on the Central Council by another delegate appointed by her Federation Executive Committee, to represent that Federation.
- (iii) If a delegate resigns as a delegate to the Central Council, the Federation Executive Committee shall appoint another delegate to complete her term of office.
- (iv) No Federation delegate shall serve on the Central Council for more than six consecutive years.

11. TOWNSWOMEN'S GUILDS NATIONAL HEADQUARTERS

11.1. The Federation is affiliated to the Townswomen's Guilds and represented on the National Council and Central Council of the Townswomen's Guilds.

11.2. The Federation Executive Committee nominates annually a delegate to the National Council of the Townswomen's Guilds, such delegate on the Federation Executive Committee or Council having given her consent to nomination. The appointment shall be confirmed by the Federation Council, the delegate attending also in the event of an Extraordinary Meeting of the National Council being held. A delegate serves for one year only and shall not be eligible to attend again until a further 2 years have elapsed.

11.3. A representative of the Townswomen's Guilds National Headquarters appointed by the National Executive Committee may attend any meeting of the Council, Executive Committee or Sub-Committees of the Federation.

11.4. The Federation Council or its Executive Committee or a Guild within the Federation may ask the Townswomen's Guilds National Headquarters to send a representative to any meeting of the Federation Council, Executive Committee or Sub-Committees.

11.5. The Federation Council or its Executive Committee has the right of appeal to the National Executive Committee.

12. **FINANCE**

12.1. PROCEDURE

12.1.1. All money and assets received by and belonging to the Federation shall be spent or applied only in furtherance of the Objects of the Federation and as laid down in this Constitution.

Funds can be spent on activities provided that:

- a) The activity does not contravene the aims and objects of the movement.
- b) The necessary authority is given at a Council Meeting prior to the expenditure.
- c) The procedure for handling Federation funds by the Federation Honorary Treasurer is observed.

12.1.2. The Federation may raise money for special events.

12.1.3. The Federation may apply for and accept grants and seek sponsorship for educational or recreational activities.

12.1.4. The Federation may raise monies for charity.

12.1.5. Any motion concerning Finance proposed at a Federation Council Meeting, requires a two thirds majority of those present and voting.

12.1.6. The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:

- a) The keeping of accounting records for the Federation.
- b) The preparation of annual statements of account for the Federation.
- c) The auditing or independent examination of the statements of account of the Federation.
- d) The transmission of the statements of account of the Federation to the Commission.

The accounts shall be circulated to the delegates with the agenda at least fourteen days prior to the meeting.

12.1.7. If money is raised in any financial year for a special purpose in the following year, a resolution must be passed at the Council Meeting prior to the end of the Federation Financial year, reserving the money for that purpose.

- 12.1.8. A Sub-Committee may not hold funds. Any money raised belongs to the Federation.
- 12.1.9. A bank account is opened by the Executive Committee and all monies received by the Federation are banked without deduction by the Federation Honorary Treasurer at the earliest possible moment.
- 12.1.10. All payments are made on the authority of the Executive Committee and minuted accordingly.
- 12.1.11. Payments of over £20 must be made by cheque or crossed warrant.
- 12.1.12. Each cheque or form for withdrawal is signed by two of the Federation Officers, one of whom must be the Chairman or the Honorary Treasurer.
- 12.1.13. Where petty cash is concerned, the Federation Executive Committee decides:
- a) the purpose for which petty cash is issued.
 - b) which members shall hold it.
 - c) the amount to be issued in each case.
- 12.1.14. At each meeting of the Federation Executive Committee the Honorary Treasurer must produce the cash analysis book, the bank statements (including deposit account statements if any), receipts, bills and petty cash statements, for inspection by the Federation Executive Committee and these should be initialled by the Chairman.

12.1.15. The Federation financial year ends on January 31.

12.2. DELEGATES EXPENSES

- 12.2.1. Prior to the meeting the Federation shall pay the fares and subsistence of its delegate attending the National Council Meeting, at scales agreed from time to time by the Central Council of the Townswomen's Guilds.
- 12.2.2. The Federation pays the fares and subsistence at the agreed rate to any member appointed as a representative of the Federation to travel on Federation business.
- 12.2.3. The Federation may pay the reasonable fares and subsistence of members representing the Federation at Sports events, schools, conferences etc.
- 12.2.4. In order to qualify for such payment/s delegates must be in attendance during the whole of the meetings.

12.3. TOWNSWOMEN'S GUILDS NATIONAL HEADQUARTERS PAYMENTS

- 12.3.1. The affiliation fee payable to Townswomen's Guilds National Headquarters at the agreed rate shall be paid by March 31 in each year and is calculated on the number of Guilds within the Federation eligible to hold an Annual General Meeting.

- 12.3.2. A Federation failing to pay its affiliation fee by the due date is debarred from sending a delegate to the National Council Meeting but is nevertheless responsible for its share of the expenses pool for that meeting.
- 12.3.3. Federations whether represented at National Council Meetings or not are required to pay to National Headquarters by April 30 in each year the amount of the expenses pool as agreed by the Central Council, except that such payments are not required where the fares and subsistence pool of the Federation delegate exceed the amount of the pooled expenses.
- 12.3.4. In the event of an Extraordinary Meeting of the National Council being held, an expenses pool will be operated.

13. **LOCAL RULES**

A Federation may make Local Rules provided that:

- a) they are made at a Council Meeting after fourteen days notice has been given to every Guild.
- b) they are passed at that meeting by a two thirds majority of the Council Members present and voting.
- c) they do not conflict with this Constitution or with the constitutions of the Guilds represented by the Federation.

14. **AFFILIATION OR REPRESENTATION ON OTHER ORGANISATIONS**

- 14.1. The Federation may become affiliated only to a body having objects consistent with this Constitution, provided payment of the affiliation fee is agreed by a two thirds majority of Council Members present and voting.
- 14.2. Representatives or Observers may attend meetings and conferences of other organisations with the consent of the Council.

15. **THE CONSTITUTION**

- 15.1. Clause 3 of the Constitution shall be read annually by the Federation Executive Committee.
- 15.2. The Federation shall not carry out any policy contrary to that of the Townswomen's Guilds.

15.3. **ALTERATIONS**

- 15.3.1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than two thirds of the members present and voting at a Federation Council Meeting. The notice of the Federation Council Meeting must include notice of the resolution, setting out the terms of the alteration proposed.

- 15.3.2 No amendment may be made without the prior consent in writing of the National Executive Committee of Townswomen's Guilds as ratified at a meeting of the Central Council of Townswomen's Guilds. Alterations once passed are not reconsidered for three years except by resolution of the National Executive Committee at a National Council Meeting.
- 15.3.3. No amendment may be made to clause 1, clause 3, clause 10.2.k or this clause 15 without the prior consent in writing of the Commissioners.
- 15.3.4. No amendment may be made which would have the effect of making the Federation cease to be a charity at law.
- 15.3.5. The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

16. **DIVISION AMALGAMATION OR REALIGNMENT OF FEDERATIONS**

- 16.1. The National Executive Committee has the power to amalgamate divide or realign the area of a Federation after consultation with the Federations and Guilds concerned; such alteration is binding for three years.
- 16.2. The Federation is divided, amalgamated or realigned at the Annual General Meeting of the Federation Council provided that:
- a) a resolution to that effect has been previously circulated to the Guilds forming the Federation in time for it to be considered at their Guild meetings and passed at the Federation Annual General Meeting.
 - b) the resolution is passed at an Extraordinary Meeting of the Federation Council by a two-thirds majority of the delegates present and voting on the instructions of their Guilds.
- 16.3. On division, amalgamation or realignment:
- a) all outstanding liabilities are paid from Federation funds, the accounts produced as at January 31 of the year of division, amalgamation or realignment and a copy sent to National Headquarters.
 - b) funds equipment and property are apportioned between the newly formed Federation after consultation with the Federations concerned and in accordance with the procedure and formula laid down by the National Executive Committee.