
CONSTITUTION OF SCOTTISH WOMEN'S INSTITUTES SCIO



MORTON
FRASER
MACROBERTS
LLP

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CONSTITUTION

GENERAL

1. TYPE OF ORGANISATION

The Organisation will, upon registration, be a Scottish Charitable Incorporated Organisation (SCIO).

2. SCOTTISH PRINCIPAL OFFICE

The principal office of the Organisation will be in Scotland (and must remain in Scotland).

3. NAME

The name of the Organisation is SCOTTISH WOMEN'S INSTITUTES SCIO (the "Organisation").

4. PURPOSES

The Organisation's charitable purposes are:

- (i) the advancement of education by:
 - a. providing a platform for social activities and networking for women and girls in Scotland; and
 - b. promoting and working with like-minded organisations at home and abroad.
- (ii) the advancement of culture and heritage by:
 - a. promoting the preservation and development of Scotland's heritage and culture;
 - b. promoting and working with like-minded organisations at home and abroad; and
 - c. providing a platform for social activities and networking for women and girls in Scotland.

5. POWERS

- 5.1 The Organisation has power to do anything which is calculated to further its purposes or is conducive or incidental to doing so.
- 5.2 No part of the income or property of the Organisation may be paid or transferred (directly or indirectly) to the members, either in the course of the Organisation's existence or on dissolution, except where this is done in direct furtherance of the Organisation's charitable purposes.

6. LIABILITY OF MEMBERS

- 6.1 The members of the Organisation have no liability to pay any sums to help to meet the debts (or other liabilities) of the Organisation if it is wound up; accordingly, if the Organisation is unable to meet its debts, the members will not be held responsible.
- 6.2 The members and charity trustees have certain legal duties under the Charities and Trustee Investment (Scotland) Act 2005; and clause 6.1 does not exclude (or limit) any personal liabilities they might incur if they are in breach of those duties or in breach of other legal obligations or duties that apply to them personally.

7. GENERAL STRUCTURE

The structure of the Organisation consists of:-

- 7.1 MEMBERS – who by virtue of their membership of an Institute of the Organisation are also members of the Organisation and have the right to attend members' meetings (including any annual general meeting) and have important powers under the constitution; in particular, the members may appoint people to serve on the board and take a vote on changing the constitution itself;
- 7.2 JUNIOR MEMBERS – who are under the age of 16 years old, are members of Institutes and Federations and who have the right to attend members' meetings (including any annual general meeting) of the Organisation. Junior Members may not vote at meetings, make appointments to the board or stand for election to the board or any committee of the Organisation;
- 7.4 INDEPENDENT MEMBERS – who have the right to attend online events arranged by the Organisation, and vote as Members of the Organisation at members' meetings (including any annual general meeting); and
- 7.5 The BOARD - who hold regular meetings, and generally control the activities of the Organisation; for example, the board is responsible for monitoring and controlling the financial position of the Organisation.
- 7.6 The people serving on the board are referred to in this constitution as CHARITY TRUSTEES.

Also, relevant to the Organisation's structure, members may operate locally and/or regionally through:

- 7.7 FEDERATIONS which are unincorporated associations of Institutes and which operate regionally.;
- 7.8 INSTITUTES which are unincorporated associations which comprise groups of members operating locally; and

MEMBERS

8. MEMBERSHIP

- 8.1 Membership is open to all women and girls.
- 8.2 As at the date of foundation of the Organisation as a SCIO, all existing members of the unincorporated association Scottish Women's Institute (Scottish Charity Register Number: SC011901) and all paid-up members of Institutes shall automatically become members of the Organisation.

9. APPLICATION FOR MEMBERSHIP

- 9.1 Any qualifying person who wishes to become a member must submit an application for membership and pay an annual membership fee.
- 9.2 Any qualifying person who joins an Institute shall also become a member of the Organisation.

10. REGISTER OF MEMBERS

- 10.1 The board must keep a register of members, setting out the following:
- 10.1.1 for current members:
 - (a) their full name, address and contact details; and
 - (b) the date on which they were registered as a member of the Organisation;
 - 10.1.2 for former members - for at least six years from the date on which they ceased to be a member:
 - (a) their name; and
 - (b) the date on which they ceased to be a member.
- 10.2 The board must ensure that the register of members is updated within 28 days of any change:
- 10.2.1 which arises from a resolution passed by the members of the Organisation; or
 - 10.2.2 which is notified to the Organisation.
- 10.3 If a member or charity trustee of the Organisation requests a copy of the register of members, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a member who is not a charity trustee, the board may provide a copy which has the addresses and any contact details blanked out.

11. FEES

- 11.1 All members shall pay such fees, annual or otherwise, as the board shall determine.
- 11.2 Fees are payable by Independent Members directly to the Organisation. All other members can either pay directly to the Organisation or through their relevant Institute / Federation.

12. TRANSFER OF MEMBERSHIP

Membership of the Organisation may not be transferred by a member to anyone else.

13. WITHDRAWAL FROM MEMBERSHIP

Any person who does not renew their membership, is deemed to be withdrawn and shall be removed from membership if payment is not received within 3 months of the date on which a payment reminder was issued by the Organisation or the relevant Federation / Institute. To be able to vote at a members' meeting, members must have paid their annual membership.

14. RE-REGISTRATION OF MEMBERS

- 14.1 The board may, at any time, issue notices to the members requiring them to confirm that they wish to remain as members of the Organisation and allowing them a period of 28 days (running from the date of issue of the notice) to provide that confirmation to the board.
- 14.2 If a member fails to provide confirmation to the board (in writing or by e-mail) that they wish to remain as a member of the Organisation before the expiry of the 28-day period referred to in clause 14.1, the board may remove them from membership.
- 14.3 A notice under clause 14.1 will not be valid unless it refers specifically to the consequences (under clause 14.2) of failing to provide confirmation within the 28-day period.

15. REMOVAL FROM MEMBERSHIP

- 15.1 Any person may be removed by the board from membership, providing the following procedures have been observed:-

15.1.1 at least 14 days' notice of a board meeting at which the member's removal from membership is to be considered must be given to the member concerned, specifying the grounds for the proposed removal;

15.1.2 the member concerned will be entitled to be heard at the board meeting.

DECISION-MAKING BY THE MEMBERS

16. MEMBERS' MEETINGS

16.1 The board must arrange an annual general meeting of members (an "AGM") in each calendar year.

16.2 The gap between one AGM and the next must not be longer than 15 months.

16.3 Notwithstanding clause 16.1, an AGM does not need to be held during the calendar year in which the Organisation is formed; but the first AGM must still be held within 15 months of the date on which the Organisation is formed.

16.4 The business of each AGM must include:-

16.4.1 a report by the chair on the activities of the Organisation;

16.4.2 consideration of the annual accounts of the Organisation; and

16.4.3 the election of charity trustees (by show of hands or by such other method to allow full participation of attending members) further to the process set out at 24.2.

16.5 The board may arrange a special members' meeting at any time.

16.6 Each AGM will allow virtual attendance and be available to all members to attend.

17. POWER TO REQUEST THE BOARD TO ARRANGE A SPECIAL MEMBERS' MEETING

17.1 The board must arrange a special members' meeting if they are requested to do so by a notice. Such notice may take the form of a document signed by members. A notice will be valid if it is signed by members amounting to 10% or more of the total membership of the Organisation at the time, providing:

17.1.1 the notice states the purposes for which the meeting is to be held; and

17.1.2 those purposes are not inconsistent with the terms of this constitution, the Charities and Trustee (Investment) Scotland Act 2005 or any other statutory provision.

17.2 If the board receive a notice under clause 17.1, they shall issue a notice for a special members' meeting within 28 days of the date on which they received the notice.

18. NOTICE OF MEMBERS' MEETINGS

18.1 The AGM and special members' meeting shall be held at such a place and time, as the board shall appoint. All members shall be informed in writing, one month in advance of the meeting.

18.2 The notice calling a members' meeting must specify in general terms what business is to be dealt with at the meeting; and

18.2.1 in the case of a resolution to alter the constitution, must set out the exact terms of the proposed alteration(s); and/or

18.2.2 if there has been a resolution under clause 20.3 (requirement for two-third majority) then the exact terms of the resolution must be set out.

- 18.3 Notice of every members' meeting must be given to all the members of the Organisation and to all the charity trustees; but the accidental omission to give notice to one or more members will not invalidate the proceedings at the meeting.
- 18.4 Any notice which requires to be given to a member under this constitution must be sent by e-mail to the member, at the e-mail address last notified by them to the Organisation. Members without an e-mail address should notify the Organisation that this is the case. For those members without an e-mail address, the Organisation may issue notices by post to the address last notified by the member to the Organisation.

19. PROCEDURE AT MEMBERS' MEETINGS

- 19.1 No valid decisions can be taken at any members' meeting unless a quorum is present.
- 19.2 The quorum for a members' meeting shall be 50.
- 19.3 A members' meeting may be held in person, virtually or by conference call or similar means, provided members can communicate with one another and vote.
- 19.4 If a quorum in terms of clause 19.2 is not achieved within 15 minutes after the time at which a members' meeting was due to start, or if a quorum ceases to be present during a members' meeting, the meeting cannot proceed unless the quorum is re-established; and fresh notices of the meeting will require to be sent out, to deal with the business (or remaining business) which was intended to be conducted.
- 19.5 The chair of the Organisation should act as chairperson of each members' meeting.
- 19.6 If the chair is not present the appointed deputy will conduct the meeting. If both chair and appointed deputy are not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.

20. VOTING AT MEMBERS' MEETINGS

- 20.1 Every member has one vote.
- 20.2 All decisions at the members' meeting will be made by majority vote - with the exception of the types of resolution listed in clause 20.3. If there is an equal number of votes for and against any resolution, other than resolutions under clause 20.3, the chair of the meeting will be entitled to a second (casting) vote.
- 20.3 The following resolutions will be valid only if passed by not less than two thirds of those voting on the resolution at a members' meeting (or if passed by way of a written resolution under clause 21):
- 20.3.1 a resolution amending the constitution;
 - 20.3.2 a resolution which directs the board to either take or not to take any particular step;
 - 20.3.3 a resolution approving the amalgamation of the Organisation with another SCIO (or approving the constitution of the new SCIO to be constituted as the successor pursuant to that amalgamation);
 - 20.3.4 a resolution to the effect that all of the Organisation's property, rights and liabilities should be transferred to another SCIO (or agreeing to the transfer from another SCIO of all of its property, rights and liabilities);
 - 20.3.5 a resolution for the winding up or dissolution of the Organisation.
- 20.4 A resolution put to the vote at a members' meeting will be decided openly, by members voting for or against the resolution, unless twenty five percent (25%) of members present at the meeting ask for a secret ballot.

20.5 The chairperson will decide how any secret ballot is to be conducted, and they will declare the result of the ballot at the meeting.

21. MINUTES

21.1 The board must ensure that proper minutes are kept in relation to all members' meetings. A record of the members' meetings and a copy will be circulated in advance of future members' meetings.

21.2 Records of members' meetings should be signed by the chairperson of the meeting.

BOARD

22. NUMBER OF CHARITY TRUSTEES

22.1 Unless otherwise determined by resolution, the number of charity trustees shall be limited to 10, excluding any co-opted charity trustees under clause 24.2.

22.2 The minimum number of charity trustees is 3.

23. ELIGIBILITY

23.1 A person will not be eligible for election or appointment to the board if they are an employee of the charity or are prevented from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005 having been disqualified from acting as a trustee or otherwise.

24. ELECTION, RETIRAL, RE-ELECTION

24.1 The board shall maintain a document known as the "Board Skills Matrix" setting out the skills considered to be needed for the board to take forward the best interests of the Organisation.

24.2 The members shall be entitled to elect charity trustees at an AGM or Special Members' Meeting, further to the Board Member Triennium Application Process. In addition, subject to the limits under clause 22, the charity trustees shall be entitled to appoint any individual as a charity trustee at any point. All appointment/election processes shall have regard to the Board Skills Matrix and the suitability of candidates to meet any gaps in the skillset of the board.

24.3 At each AGM, subject to clause 24.4, all of the serving charity trustees previously appointed/elected under clause 24.2 and having served a 3-year term shall retire from office – unless re-elected by the members.

24.4 A charity trustee whose election was confirmed by the members under clause 24.2 shall, unless their office is terminated in accordance with this constitution, hold office for a period of 3 years ending on the date of the third AGM pursuant to their appointment, at which point they shall retire from office but be eligible for re-election or re-appointment subject to clause 24.6.

24.5 A charity trustee appointed by the charity trustees under clause 24.2 shall, unless their office is terminated in accordance with this constitution, hold office until the next AGM, at which point they shall retire from office but be eligible for re-election or re-appointment subject to clause 24.6.

24.6 No individual shall hold the office of charity trustee continually/consecutively for a period exceeding six (6) years. For the avoidance of doubt, an individual having held office for six years may hold office again, provided a break of at least 12 months is observed.

25. TERMINATION OF OFFICE

25.1 A charity trustee will automatically cease to hold office if: -

- 25.1.1 they become disqualified from being a charity trustee under the Charities and Trustee Investment (Scotland) Act 2005;
 - 25.1.2 they become incapable for medical reasons of carrying out their duties as a charity trustee - but only if that has continued (or is expected to continue) for a period of more than six months;
 - 25.1.3 they give the Organisation a notice of resignation, signed by them;
 - 25.1.4 they are absent (without good reason, in the opinion of the board) from more than three consecutive meetings of the board - but only if the board resolves to remove them from office;
 - 25.1.5 they are removed from office by resolution of the board on the grounds that they are considered to have committed a material breach of the code of conduct for charity trustees (as referred to in clause 30);
 - 25.1.6 they are removed from office by resolution of the board on the grounds that they are considered to have been in serious or persistent breach of their duties under section 66(1) or (2) of the Charities and Trustee Investment (Scotland) Act 2005;
 - 25.1.7 they are removed from office or from membership by a resolution of the members passed at a members' meeting; or
 - 26.1.8 they retire in accordance with clause 24.3 or 24.4 without deemed re-election or re-appointment.
- 25.2 A resolution under paragraph 25.1.5, 25.1.6 or 25.1.7 shall be valid only if: -
- 25.2.1 the charity trustee who is the subject of the resolution is given reasonable prior written notice of the grounds upon which the resolution for their removal is to be proposed;
 - 25.2.2 the charity trustee concerned is given the opportunity to address the meeting at which the resolution is proposed, prior to the resolution being put to the vote; and
 - 25.2.3 (in the case of a resolution under paragraphs 25.1.5, 25.1.6 or 25.1.7) the vote in favour of the resolution is carried by at least two thirds (to the nearest round number and excluding the charity trustee subject to the resolution) of those present and eligible to vote.

26. REGISTER OF CHARITY TRUSTEES

- 26.1 The board must keep a register of charity trustees, setting out the following:
- 26.1.1 for current charity trustees:
 - (a) their full name and address;
 - (b) the date on which they were appointed as a charity trustee; and
 - (c) any office held by them in the Organisation;
 - 26.1.2 for former charity trustees - for at least 6 years from the date on which they ceased to be a charity trustee:
 - (a) the name of the charity trustee;
 - (b) any office held by them in the Organisation; and
 - (c) the date on which they ceased to be a charity trustee.
- 26.2 The board must ensure that the register of charity trustees is updated within 28 days of any change:

26.2.1 which arises from a resolution of the board or a resolution passed by the members of the Organisation; or

26.2.2 which is notified to the Organisation.

26.3 If any person requests a copy of the register of charity trustees, the board must ensure that a copy is supplied to them within 28 days, providing the request is reasonable; if the request is made by a person who is not a charity trustee of the Organisation, the board may provide a copy which has the addresses blanked out - if the board is satisfied that including that information is likely to jeopardise the safety or security of any person or premises.

27. OFFICE-BEARERS

27.1 The members appoint people to the board and the board appoint the office bearers. The office bearers consist of a National President (who shall act as chair), National Vice-President and National Treasurer from amongst their number.

27.2 In addition to the chair required under clause 27.1, the charity trustees may elect (from among themselves) further office-bearers if they consider that appropriate.

27.3 All of the office-bearers will cease to hold office at the conclusion of each AGM, but may then be re-elected under clause 27.1 or 27.2.

27.4 A person elected to any office will automatically cease to hold that office: -

27.4.1 if they cease to be a charity trustee; or

27.4.2 if they give to the Organisation a notice of resignation from that office, signed by them.

28. POWERS OF THE BOARD

28.1 Except where this constitution states otherwise, the Organisation (and its assets and operations) will be managed by the board; and the board may exercise all the powers of the Organisation.

28.2 A meeting of the board at which a quorum is present may exercise all powers exercisable by the board.

28.3 If a resolution is passed in accordance with clause 20.3.3, and the members may direct the board to take or not take any particular step; the board shall accordingly give effect to any such direction.

29. CHARITY TRUSTEES - GENERAL DUTIES

29.1 Each of the charity trustees has a duty, in exercising functions as a charity trustee, to act in the interests of the Organisation; and, in particular, must:-

29.1.1 seek, in good faith, to ensure that the Organisation acts in a manner which is in accordance with its purposes;

29.1.2 act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person;

29.1.3 in circumstances giving rise to the possibility of a conflict of interest between the Organisation and any other party:

(a) put the interests of the Organisation before that of the other party;

(b) where any other duty prevents them from doing so, disclose the conflicting interest to the Organisation and refrain from participating in any deliberation or decision of the other charity trustees with regard to the matter in question; and

- 29.1.4 ensure that the Organisation complies with any direction, requirement, notice or duty imposed under or by virtue of the Charities and Trustee Investment (Scotland) Act 2005.
- 29.2 In addition to the duties outlined in clause 29.1, all of the charity trustees must take such steps as are reasonably practicable for the purpose of ensuring: -
- 29.2.1 that any breach of any of those duties by a charity trustee is corrected by the charity trustee concerned and not repeated; and
- 29.2.2 that any trustee who has been in serious and persistent breach of those duties is removed as a trustee.
- 29.3 Provided they have declared their interest, and have not voted on the question of whether or not the Organisation should enter into the arrangement, a charity trustee will not be debarred from entering into an arrangement with the Organisation in which they have a personal interest; and subject to compliance with the provisions of this constitution and those relating to remuneration for services contained in the Charities and Trustee Investment (Scotland) Act 2005, they may retain any personal benefit which arises from that arrangement.

30. CODE OF CONDUCT FOR CHARITY TRUSTEES

- 30.1 Each of the charity trustees shall comply with the code of conduct (incorporating detailed rules on conflict of interest) prescribed by the board from time to time.
- 30.2 The code of conduct referred to in clause 30.1 shall be supplemental to the provisions relating to the conduct of charity trustees contained in this constitution and the duties imposed on charity trustees under the Charities and Trustee Investment (Scotland) Act 2005 (and shall, *inter alia*, contain express provision that charity trustees and members use social media appropriately, including in such a way that their personal activities on social media do not in any way cause harm or damage to the reputation of the charity); and all relevant provisions of this constitution shall be interpreted and applied in accordance with the provisions of the code of conduct in force from time to time.

DECISION-MAKING BY THE CHARITY TRUSTEES

31. NOTICE OF BOARD MEETINGS

- 31.1 The chair or appointed deputy can call a meeting of the board.
- 31.2 At least 7 days' notice must be given of each board meeting, unless (in the opinion of the person calling the meeting) there is a degree of urgency which makes that inappropriate.

32. PROCEDURE AT BOARD MEETINGS

- 32.1 No valid decisions can be taken at a board meeting unless a quorum is participating. The quorum for board meetings shall be 50% of the total number of board members, present and attending the board meeting.
- 32.2 Charity trustees shall be deemed to be participating in a board meeting, or part of a board meeting when:
- 32.2.1 the meeting has been called and takes place in accordance with this constitution, and
- 32.2.2 the charity trustees can each communicate to the others any information or opinions they have on any particular items of the business of the meeting.
- 32.3 In determining whether charity trustees are participating in a meeting, it is irrelevant where any trustee is or how they communicate with each other.

- 32.4 If all the charity trustees in a meeting are not in the same place they may decide that the meeting is to be treated as taking place wherever any of them is.
- 32.5 If at any time the number of charity trustees in office falls below the number stated as the quorum in clause 32.1, the remaining charity trustee(s) will have power to fill the vacancies or call a members' meeting but will not be able to take any other valid decisions.
- 32.6 The chair of the Organisation should act as chairperson of each board meeting.
- 32.7 If the chair is not present the appointed deputy will conduct the meeting. If both chair and appointed deputy are not present within 15 minutes after the time at which the meeting was due to start (or is not willing to act as chairperson), the charity trustees present at the meeting must elect (from among themselves) the person who will act as chairperson of that meeting.
- 32.8 Every charity trustee has one vote, which must be given personally.
- 32.9 All decisions at board meetings will be made by majority vote.
- 32.10 If there is an equal number of votes for and against any resolution, the chair of the meeting will be entitled to a second (casting) vote.
- 32.11 The board may, at its discretion, allow any person to attend and speak at a board meeting notwithstanding that they are not a charity trustee - but on the basis that they must not participate in decision-making.
- 32.12 A charity trustee must not vote at a board meeting (or at a meeting of a sub-committee) on any resolution which relates to a matter in which they have a personal interest or duty which conflicts (or may conflict) with the interests of the Organisation; they must withdraw from the meeting while an item of that nature is being dealt with.
- 32.13 For the purposes of clause 32.12: -
- 32.13.1 an interest held by an individual who is "connected" with the charity trustee under section 68(2) of the Charities and Trustee Investment (Scotland) Act 2005 (husband/wife, partner, child, parent, brother/sister etc) shall be deemed to be held by that charity trustee;
- 32.13.2 a charity trustee will be deemed to have a personal interest in relation to a particular matter if a body in relation to which they are an employee, director, member of the management board, officer or elected representative has an interest in that matter.

33. MINUTES

- 33.1 The board must ensure that proper minutes are kept in relation to all board meetings and meetings of sub-committees.
- 33.2 The minutes to be kept under clause 33.1 must include the names of those present; and (so far as possible) should be signed by the chairperson of the meeting.

ADMINISTRATION

34. DELEGATION TO SUB-COMMITTEES

- 34.1 The board may delegate any of their powers to board sub-committees; a board sub-committee must include at least one charity trustee, but other members of a board sub-committee need not be charity trustees.
- 34.2 The board may also delegate to the chair of the Organisation (or the holder of any other post) such of their powers as they may consider appropriate.
- 34.3 When delegating powers under clause 34.1 or 34.2, the board must set out appropriate conditions (which must include an obligation to report regularly to the board).

- 34.4 Any delegation of powers under clause 34.1 or 34.2 may be revoked or altered by the board at any time.
- 34.5 The rules of procedure for each board sub-committee, and the provisions relating to membership of each board sub-committee, shall be set by the board.
- 34.6 Separate to board sub-committees, the board may establish such other non-board committees, including committees consisting of supporters who wish to assist in fundraising, provided that the charity trustees put in place appropriate procedures to assure sufficient oversight of the activities of that committee.

35. OPERATION OF ACCOUNTS

- 35.1 Subject to clause 35.2, the signatures of two out of three signatories appointed by the board will be required in relation to all operations (other than the lodging of funds) on the bank and building society accounts held by the Organisation; at least one out of the two signatures must be the signature of a charity trustee.
- 35.2 Where the Organisation uses electronic facilities for the operation of any bank or building society account, the charity trustees shall ensure authorisation processes consistent with the approach reflected in clause 35.1.

36. ACCOUNTING RECORDS AND ANNUAL ACCOUNTS

- 36.1 The board must ensure that proper accounting records are kept, in accordance with all applicable statutory requirements.
- 36.2 The board must prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions (or if the board consider that an audit would be appropriate for some other reason), the board should ensure that an audit of the accounts is carried out by a qualified auditor.
- 36.3 An Institute or Federation may request a copy of the Organisation's annual accounts. Where such a request is received, the Organisation must provide these in a timely manner.

MISCELLANEOUS

37. WINDING-UP

- 37.1 If the Organisation is to be wound up or dissolved, the winding-up or dissolution process will be carried out in accordance with the procedures set out under the Charities and Trustee Investment (Scotland) Act 2005.
- 37.1.1 If the Organisation has any surplus assets available to it before it is wound up or dissolved, these must be used for charitable purposes that are either the same or similar to those set out in the Organisation's constitution.

38. ALTERATIONS TO THE CONSTITUTION

- 38.1 This constitution may (subject to clause 38.2) be altered by resolution of the members passed at a members' meeting (subject to achieving the two thirds majority referred to in clause 20.3.1) or by way of a written resolution of the members.
- 38.2 The Charities and Trustee Investment (Scotland) Act 2005 prohibits taking certain steps (e.g. change of name, an alteration to the purposes, amalgamation, winding-up) without the consent of the Office of the Scottish Charity Regulator (OSCR).

39. INTERPRETATION

- 39.1 References in this constitution to the Charities and Trustee Investment (Scotland) Act 2005 should be taken to include: -
- 39.1.1 any statutory provision which adds to, modifies or replaces that Act; and

39.1.2 any statutory instrument issued in pursuance of that Act or in pursuance of any statutory provision falling under paragraph 39.1.1 above.

39.2 In this constitution: -

39.2.1 “charity” means a body which is either a “Scottish charity” within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a “charity” within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;

39.2.2 “charitable purpose” means a charitable purpose under section 7 of the Charities and Trustee Investment (Scotland) Act 2005 which is also regarded as a charitable purpose in relation to the application of the Taxes Acts.

Schedule 1: Pro-forma Institute Constitution

Template Institute Constitution *[Please note- this is a suggested template.]*

Scottish Women’s Institutes Constitution - Institute

Institute name: (the “ Institute ”)	
Registered charity no: [OSCR] [if applicable]	
The Institute is part of which Federation:	

Aims

The principal aims of the Institute are:

- Build inclusive, diverse communities;
- Advance education and skills;
- Provide a platform for social activities and networking;
- Promote the preservation and development of our cultural heritage; and
- Campaign and work with like-minded organisations at home and abroad.

1. Structure

- 1.1. Any woman or group of women can set up an Institute anywhere in Scotland.
- 1.2. An Institute can be set up with support from their local Scottish Women’s Institutes (“**SWI**”) Federation and/or SWI’s Central Office.
- 1.3. The Institute is required to affiliate with, as relevant, their local SWI Federation.
- 1.4. The Institute may administer its affairs through a volunteer committee, where members share designated roles and responsibilities, or by appointing individuals to specific roles such as President, Treasurer, and Secretary.
- 1.5. The Institute should liaise with the relevant SWI Federation and have at least one representative attend the SWI Federation’s meetings as appropriate.
- 1.6. If the Institute has charitable status with the Office of the Scottish Charity Register (“**OSCR**”), its committee members are also charity Trustees and shall administer the affairs of the Institute according to charity law and OSCR charity guidelines.
- 1.7. The Institute has no minimum or maximum number of members; however, it is required to ensure it has enough members to administer its affairs.

2. Membership

- 2.1. Any woman or girl can join the Institute as an SWI Member.
- 2.2. As an SWI Member, an individual shall also automatically be admitted to the SWI National Organisation as an SWI member in one of the following categories: Member, Independent member, or Junior member (if under the age of 16),
- 2.3. Entry to the SWI is contingent upon paying the SWI National Organisation's membership fee on the due date.
- 2.4. Individuals can assume membership at any time of the year and pay the SWI National Organisation's membership fee on the due date.
- 2.5. All SWI Members must provide basic contact details by completing a membership form. The SWI National Organisation is obligated by law to maintain accurate membership information in accordance with General Data Protection Regulations ("**GDPR**") and the Data Protection Act 2018 as amended.
- 2.6. There are several payment options available to members for paying their SWI National Organisation's membership fee.
- 2.7. Each SWI National Organisation member will have access to the following:
 - A SWI National Organisation membership number;
 - Access to SWI Institutes and SWI Federation meetings and activities;
 - Access to SWI National Organisation member-related communications;
 - Access to participate in national and SWI Federation training, events, and competitions;
 - Access to volunteering at national events, including applying for governance and committee roles at national and SWI Federation levels;
 - Access to a member vote (excluding Junior members); and
 - Access to the SWI online shop and member discounts.
- 2.8. The SWI National Organisation reserves the right to withdraw membership from any member who does not comply with its Member Code of Conduct. For the avoidance of doubt, where SWI membership is removed, an individual will no longer be part of an Institute.

3. Finance

- 3.1. The Institute is responsible for maintaining an updated register of its Members and assets in accordance with GDPR guidelines and the Data Protection Act 2018, ensuring that the register is accessible upon request.
- 3.2. The Institute determines its own monthly meeting fees as a means of self-financing, and it may engage in fundraising activities to maintain financial sustainability.
- 3.3. The Institute shall maintain an independent examination of its accounts, present them at their Annual General Meeting ("**AGM**"), and send a copy to the relevant SWI Federation for reference.

- 3.4. The Institute may recognise attending Honorary Members by paying their SWI membership fee.
- 3.5. The Institute or individuals may sponsor (fund) any member by paying their SWI membership fee.
- 3.6. If the Institute is a registered Scottish Charity, its Trustees shall:
 - Complete the annual reports and accounts for submission to OSCR, ensuring that they comply with current legislation; and
 - Have an independent examiner sign the declaration required by the current legislation.

4. Institute Meetings

- 4.1. The Institute determines the time, location, and frequency of its meetings.
- 4.2. The Institute's meetings should be promoted on all available communication channels.
- 4.3. The Institute's meetings will encompass aspects of learning, friendship, and enjoyment.
- 4.4. The Institute's visitors shall be warmly welcomed to meetings.
- 4.5. The Institute may implement a buddy up system for new members.
- 4.6. The Institute will attempt to attract new and retain current members to attend meetings.
- 4.7. The Institute shall conduct an AGM each year.

5. Appointments to the volunteer committee / as an office bearer

- 5.1. Appointments to the volunteer committee or as an office bearer shall take place at a meeting of the Institute.
- 5.2. An individual can be appointed to the volunteer committee or as an office bearer by a majority decision of all those attending the meeting.
- 5.3. The length of term of office for any volunteer committee members or office bearers shall be determined by the Institute.

6. Uncertainty of Institute future or potential closure

- 6.1. If the Institute's future is uncertain, the Institute shall immediately inform the relevant SWI Federation and SWI's Central Office for support.
- 6.2. If closure of the Institute is inevitable, the Institute's funds, after all other outstanding accounts have been paid, will become the property of the relevant SWI Federation together with all other assets.
- 6.3. If closure is inevitable, and the Institute is a registered Scottish charity, prior consent must be obtained from the OSCR to wind up the Institute.

Schedule 2: Pro-forma Federation Constitution

Template Federation Constitution *[Please note- this is a suggested template. Federations listed as charities may require further detailed provisions as set out in clause 3 below]*

1. Scottish Women’s Institutes Constitution – Federation

Federation name: (the “ Federation ”)	
Registered charity no: [OSCR [if applicable]]	

2. Aims

The principal aims of the Federation are:

- Build inclusive, diverse communities;
- Advance education and skills;
- Provide a platform for social activities and networking;
- Promote the preservation and development of our cultural heritage; and
- Campaign and work with like-minded organisations at home and abroad.

3. Structure

- 3.1. The Federation administers and governs its own affairs through an executive committee who are elected by the institutes and whom are trustees of the Charity.
- 3.2. The Federation may decide to share designated office bearer roles with responsibilities, or appoint individuals to specific roles such as President, Treasurer, and Secretary.
- 3.3. The Federation office-bearers and area representatives shall be ex-officio members of the committee with voting powers; have power to co-opt members, who shall not have voting powers, except on sub-committees;
- 3.4. All matters affecting the general running of the Federation shall be decided by the majority vote of the Federation executive committee; the executive thereafter will implement the decisions; and provide terms of reference for each of the Federation committees to be reviewed annually.
- 3.5. The Federation committee shall consist of SWI Members from local Institutes as its members.

- 3.6. The Federation comprises of two or more SWI Institutes.
- 3.7. The Federation exists to support and communicate with all SWI Institutes within the Federation's area.
- 3.8. Where a Federation is a registered Scottish Charity, it shall adhere to the Office of the Scottish Charity Regulator ("**OSCR**") governance processes to ensure compliance and maintain its charitable status.

4. Federation office bearer roles

4.1. The President or committee representative should:

- Lead all Federation and committee meetings;
- Lead all motions clearly and oversee the voting process, refraining from personal voting unless a casting vote is necessary; and
- Maintain support including health and wellbeing for committee workload.

4.2. The Vice-President or committee representative should:

- Stand in for the President when required;
- Maintain support, including health and wellbeing for committee workload; and
- Ensure committee succession planning is in place.

4.3. The Secretary or committee representative should:

- Keep an updated register of members and assets within the Federation area, following General Data Protection Regulation and Data Protection Act 2018 requirements and ensuring accessibility upon request;
- Manage, report, upkeep, and document meetings along with minutes for all Federation meetings; and
- Disseminate national communications using all available communication channels.
-

4.4. The Treasurer or committee representative shall:

- Complete the Federation's annual reports and accounts for submission to OSCR (if applicable), ensuring that they comply with current legislation;
- Have an independent examiner sign the declaration required by the current legislation;
- Manage the inflow and outflow of Federation funds, including membership fees, as instructed by the committee; and
- Keep accurate accounts of receipts and payments and prepare a statement of accounts to be presented at the Annual Business Meeting ("**AGM**").

5. Federation responsibilities

5.1. The Federation is responsible for:

- 5.1.1. Facilitating the supporting and growth of SWI Institutes within the Federation area;
- 5.1.2. Monitoring and maintaining support for all established SWI Institutes;
- 5.1.3. Organising inclusive Federation meetings, activities, and events for SWI Members to connect, participate, and build friendships;
- 5.1.4. Helping cascade national communications across the SWI Institutes;
- 5.1.5. Promoting wellbeing and champion skills development through various activities and initiatives;
- 5.1.6. Promoting, encouraging and preserving Federation and SWI Institutes heritage;
- 5.1.7. Determining the time, location, and frequency of its meetings;
- 5.1.8. Encouraging healthy succession planning for office bearer positions; and
- 5.1.9. Encouraging working between Federations.

5.2. The committee may appoint sub-committees as required.

5.3. Federations may decide recognition awards.

6. Finance

- 6.1. The Federation has the ability to gather SWI National Organisation membership fees from the SWI Institutes in its area.
- 6.2. The Federation may determine its own annual fee as a means of covering its administration costs.
- 6.3. The Federation is encouraged to generate its income through fundraising.

7. Federation Meetings

- 7.1. The Federation shall have at least two annual member meetings, one of which must be an AGM.
- 7.2. A majority of the executive committee constitutes a quorum.
- 7.3. Additional meetings can be called if required.
- 7.4. A Federation committee meeting can be requested by no less than one-third of the SWI Institutes.

8. Annual General Meeting

8.1 Election of office-bearers:

- At the AGM, office-bearers are elected by a ballot vote.
- The Federation may decide on length of term of office for office-bearers.

8.2 Voting procedure for election of office-bearers:

Each SWI Institute that is a Federation member may:

- Put a cross (X) opposite the names of those chosen for election from those who are shown as eligible on the voting paper; and
- Bring or send this marked voting paper to the Secretary in a sealed envelope in sufficient time for it to be included in the election.

A voting paper is disqualified if too many votes are recorded on it, or if it is signed.

8.3 The Federation shall:

- Give all voting papers to the tellers duly marked;
- Appoint the SWI Members receiving the greatest number of votes to the new committee; and
- Treat the number of votes cast for each SWI member as confidential.

8.4 The tellers:

- May disqualify a list if too many votes are recorded on it, or if it is signed;
- Must treat the number of votes cast for each SWI member as confidential; and
- Must ensure that the voting papers are put in a sealed envelope and handed to the Federation Secretary, who should retain them for three months.

9. Code of Conduct

9.1. The supervision and regulation of charities in Scotland is governed by the terms of section 69 of The Charities and Trustee Investment (Scotland) Act 2005 (the “**2005 Act**”) as amended.

9.2. Office-bearers will be disqualified from the post in the event of any of the following circumstances:

- If they have an unspent conviction for dishonesty or an offence under the Act;
- If they are an undischarged bankrupt;
- If they are removed under either Scottish or English Law or the courts from being a charity trustee;
- If they are disqualified from being a company director;
- If they are imprisoned;
- If they have become of unsound mind, as evidenced by a medical certificate;
- If they grossly neglect their duties as an office-bearer; or
- If they act in such a way as to bring the reputation of the SWI into disrepute.

10. Suspension

- 10.1. In any circumstances other than those set out at 9.2, suspension of any SWI Member from an Institute may be decided by the Federation's executive committee.

11. Uncertainty of Federation or potential closure

- 11.1. If the Federation's future is uncertain, the committee shall contact the SWI Chief Executive Officer ("**CEO**") for advice and support.
- 11.2. If the Federation is considering closure, the SWI CEO must be contacted immediately.
- 11.3. If closure is inevitable and the Federation is a registered Scottish charity, consent must be obtained from OSCR to wind up the Federation.
- 11.4. Should a Federation cease to function, its funds, after outstanding accounts have been paid, shall become the property of SWI National Organisation together with all assets.