

TOWNSWOMEN'S GUILDS

Company Number: 5901323

Registered Charity Number: 1115974

ARTICLES OF ASSOCIATION

A Charitable Company Limited by Guarantee not having a share capital

(as incorporated 9 August 2006 and amended by Special Resolutions on 18 July 2007 and 13 June 2018)

Registered Office
Gee Business Centre
First Floor Gee House
Holborn Hill
Birmingham B7 5JR

**ARTICLES OF ASSOCIATION OF
TOWNSWOMEN'S GUILDS**

(as incorporated 9 August 2006)

PART A: PRINCIPAL MATTERS

1 NAME

The name of the Company is Townswomen's Guilds (and in this document is called "the Charity" or "TG").

2 INTERPRETATION

2.1 In these Articles:

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| "the Act" | means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Charity; |
| "address" | means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the charity; |
| "Affiliated Members" | means all women for whom a subscription or capitation fee has been paid to the Charity, either directly or via the woman's Guild |
| "AGM" | means an annual general meeting of the Charity |
| "the Articles" | means the Charity's Articles of Association |
| "Associate Member" | means those women who are not members of a Guild but are affiliated to the Charity directly by payment of a subscription |
| "Business Day" | means any day other than a Saturday, Sunday or a bank holiday |
| "Chairman" | means (subject to the context) either the person elected as chairman of the Charity under Article 32 or where the Chairman of the Charity is not present or has not taken the chair at a meeting means the person who is chairing the NEC Meeting or General Meeting at the time |
| "the Charity" | means the company intended to be regulated by the Articles |
| "Charity Commission" | means the office of the Charity Commissioners for England and Wales |

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| "Clear Days" | in relation to a period of notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect |
| "Committee" | means a sub-committee of the National Executive Committee (NEC) exercising powers delegated to it by the NEC |
| "Companies House" | means the office of the Registrar of Companies |
| "Company Member" | means a Guild which is for the period of its existence a member of the Charity nationally, or a representative of the Associate Members appointed in accordance with Article 10.3 |
| "Conditions for Membership" | means the prerequisites for membership as determined from time to time by the NEC |
| "document" | includes, unless otherwise specified, any document sent or supplied in electronic form; |
| "electronic form" | has the meaning given in section 1168 of the Companies Act 2006; |
| "EGM" | means an extraordinary general meeting of the Charity |
| "Federations" | means those groupings of Guilds, however named or constituted, who work together to carry out the Objects of the Charity |
| "General Meeting" | means an AGM or an EGM |
| "Guild" | means a body of women in a particular geographic area who are recognised by the NEC and who seek to carry out the Objects and affiliate to the Charity by means of subscription and otherwise |
| "including" | means "including without limitation" and "include" and "includes" are to be construed accordingly |
| "the National Executive Committee (NEC)" | means the directors of the Charity, who are also charity trustees as defined by section 177 of the Charities Act 2011; and (where appropriate) includes a Committee of the Charity and the NEC acting by written resolution |
| "NEC Meeting" | means a meeting of the NEC |
| "the Objects" | means the objects of the Charity set out in Article 4 of the Articles |

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| "Observers" | means those persons (other than Members of the NEC) present under Article 34 at a NEC Meeting |
| "Registered Office" | means the registered office of the Charity |
| "Secretary" | means the secretary of the Charity including a joint, assistant or deputy secretary |
| "United Kingdom" | means Great Britain and Northern Ireland |
| "Vice-Chairman" | means a person elected as a Vice-Chairman of the Charity under Article 32 |
| "Working Party" | means a body established by the NEC to make recommendations to the NEC but without decision-making powers |
| "Writing or written" | includes all methods of representing or reproducing words in a visible form, whether communicated electronically, by post or in person. |

2.2 In the Articles:

2.2.1 terms defined in the Act are to have the same meaning;

2.2.2 references to the singular include the plural and vice versa and to the feminine include the masculine and neuter and vice versa;

2.2.3 references to "organisations" or "persons" include corporate bodies, public bodies, unincorporated associations and partnerships;

2.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it.

2.2.5 headings are not to affect their interpretation;

3 LIABILITY OF MEMBERS (GUARANTEE)

The liability of the Company Members is limited to a sum not exceeding £1 if the Charity is wound up whilst the Guild or Representative of the Associate Members is a Company Member or within one year after ceasing to be a Company Member, to contribute such amount as is required up to a maximum of £1 towards the costs of winding up the Charity and liabilities incurred whilst the contributor was a Company Member.

4 OBJECTS

- 4.1 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):
- 4.1.1 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: and to develop their individual capabilities, competences, skills and understanding;
 - 4.1.2 to educate people, but in particular women, on the principles of good citizenship, and in all public questions both national and international;
 - 4.1.3 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;
 - 4.1.4 to advance the education of the public by promoting public understanding of any subject of educational value where women have particular knowledge, or experience;
 - 4.1.5 to provide or assist in the provision of facilities for recreation or other leisure time occupation including for creative and performance arts and crafts, in particular for women but also for such individuals who have a need of such facilities, in the interests of social welfare and with a view to improving their conditions of life; and
 - 4.1.6 to advance citizenship for the public benefit by the promotion of civic responsibility and volunteering so that people become active members of society;
- 4.2 Nothing in the Articles shall authorise an application of the property of the Charity for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 and/or section 2 of the Charities Act (Northern Ireland) 2008.

5 POWERS

The Charity may do anything that a natural or corporate person can lawfully do in order to further the Objects (but not otherwise) and in particular it has powers:

Staff and Volunteers

- 5.1 to employ staff or engage consultants and advisers on such terms as the NEC thinks fit and to provide pensions to staff, their relatives and dependants;
- 5.2 to recruit or assist in recruiting and managing voluntary workers, including paying their reasonable expenses;

Property

- 5.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 5.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish any buildings, structures or property;

5.5 to sell, lease, licence, exchange, dispose of or otherwise deal with property (subject to the restrictions in sections 117 and 122 the Charities Act 2011);

5.6 to provide accommodation for any other charitable organisation on such terms as the NEC decides (including rent-free or at nominal or non-commercial rents);

Borrowing

5.7 to borrow and give security for loans (subject to the requirements of sections 124 -126 of the Charities Act 2011 if it wishes to mortgage land);

Grants and Loans

5.8 to make grants, donations or loans, to give guarantees and to give security for those guarantees (subject to the restrictions in the Charities Act 2011);

Fund Raising

5.9 to raise funds, to invite and receive contributions from any person, persons or organisation whatsoever by way of subscriptions and otherwise for the purposes of the Charity;

5.10 to raise funds, to invite and receive contributions from any person, persons or organisation whatsoever in support of other charitable organisations whose objects and activities will make women's lives better either directly or indirectly, wherever they are located;

Trading

5.11 to trade in the course of carrying out the Objects and to charge for services, but not to undertake taxable permanent trading activity (all activities undertaken to raise funds must comply with any relevant statutory regulations);

Publicity

5.12 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to publish and disseminate information to publicise the work of the Charity and other organisations operating in similar fields;

5.13 to promote or carry out research and publish the results of it;

Contracts

5.14 to co-operate with and enter into contracts with any person;

Bank or building society accounts

5.15 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank or building society accounts in the name of the Charity;

Investments

5.16 to:

5.16.1 deposit or invest funds;

5.16.2 employ a professional fund-manager; and

5.16.3 arrange for the investments or other property of the Charity to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000

Insurance

- 5.17 to insure the assets of the Charity to such amount and on such terms as the NEC decides, to pay premiums out of income or capital and to use any insurance proceeds as the NEC decides (without necessarily having to restore the asset);
- 5.18 to insure and to indemnify its employees and voluntary workers from and against all risks incurred in the proper performance of their duties;
- 5.19 to take out insurance to protect the Charity, Guilds and Federations and those who use premises owned by or let or hired to the Charity, Guilds or Federations;
- 5.20 to insure all Affiliated Members against accidental injury incurred while taking part in the activities of the Charity, or of any Guild or Federation recognised by the NEC;
- 5.21 to take out indemnity insurance to cover the liability of the Members of the NEC, Members of Guild and Federation Committees and any officers/employees of the Charity for negligence, default, breach of duty or breach of trust in relation to the Charity but this insurance may not extend to:
- 5.21.1 any claim arising from any act or omission which a Member of the NEC or officer knew was a breach of duty or breach of trust or which was committed by a Member of the NEC or officer in reckless disregard of whether it was a breach of duty or breach of trust or not; or
- 5.21.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Member of the NEC or officer in her capacity as a Member of the NEC or officer of the Charity;

Other Organisations

- 5.22 to establish, promote, assist or support (financially or otherwise) any trusts, companies, industrial and provident societies, associations or institutions which have purposes which include any one or more of the Objects or to carry on any other relevant charitable purposes;
- 5.23 to co-operate or join with any charity, voluntary body or public or statutory authority or any other organisation in any location whatsoever in furthering the Objects or allied charitable purposes, to exchange information and advice and to undertake joint activities with them;
- 5.24 to amalgamate with any charity which has objects similar to the Objects;
- 5.25 to undertake and execute any charitable trusts;
- 5.26 to affiliate, register, subscribe to or join any organisation;
- 5.27 to act as agent or trustee for any organisation;

Reserves

- 5.28 to accumulate income in order to set aside funds for special purposes or as reserves against future expenditure;

General

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

6 APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- 6.2 The Charity may make the following payments or grant the following benefits to Members of the NEC:
- 6.2.1 the reimbursement of reasonable and proper out-of-pocket expenses (including travel and dependents' care costs) actually incurred in enabling them to carry out their duties as Members of the NEC;
 - 6.2.2 the payment of reasonable and proper out of pocket expenses to those Members of the NEC who are engaged by the Charity as volunteers in the work of the Charity and which are actually incurred by them in carrying out their work as volunteers;
 - 6.2.3 an indemnity in respect of any liabilities properly incurred in running the Charity in the circumstances specified in Article 38;
 - 6.2.4 the benefit of indemnity insurance under Article 5.21 purchased at the Charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 6.3 Subject to Article 7, none of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Company Member. This does not prevent a Member who is not also a Member of the NEC receiving reasonable and proper remuneration for any goods or services supplied to the Charity or being employed by the Charity.

7 BENEFITS AND PAYMENTS TO NEC MEMBERS AND CONNECTED PERSONS

In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

7.1 General provisions

No Member of the NEC or connected person may:

- 7.1.1 buy any goods or services from the charity on terms preferential to those applicable to members of the public;
- 7.1.2 sell goods, services or any interest in land to the Charity;
- 7.1.3 be employed by, or receive any remuneration from, the Charity;
- 7.1.4 receive any other financial benefit from the Charity;

unless the payment is permitted by Article 7.2 or authorized by the court or the prior written consent of the Charity Commission has been obtained.

7.2 Scope and powers permitting payments or benefits to NEC Members or connected persons

When it is in the interest of the Charity an NEC Member or person connected to the NEC Member may receive or benefit from:

- 7.2.1 reasonable and proper interest on money lent by any Member of the NEC to the Charity, the rate at which said interest may be paid must not exceed the Bank of England bank rate (also known as the base rate);
- 7.2.2 rent or hiring fees for property let or hired by any Member of the NEC to the Charity, provided that the amount of the rent and other terms of the lease must be reasonable and proper and the NEC Member must withdraw from any meeting at which the lease or rent payment are under discussion;
- 7.2.3 the usual professional charges for business done by any Member of the NEC who is a solicitor, accountant or other professional or by her firm when instructed by the Charity to act in a professional capacity on its behalf provided that at no time shall a majority of the Members of the NEC benefit under this provision and that a Member of the NEC shall withdraw from any meeting at which her appointment or remuneration or that of her partner is under discussion;
- 7.2.4 a payment to a Charity in which a Member of the NEC has no more than a 1% shareholding; and
- 7.2.5 other payments or benefits (approved in writing in advance by the Charity Commission) in exceptional cases.

7.3 Amendments

This clause may not be amended without the prior written consent of the Charity Commission.

8 DECLARATION OF NEC MEMBERS' INTERESTS

- 8.1 A Member of the NEC who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with the Charity must declare her interest under sections 177 and 182 of the Companies Act before the matter is discussed by the NEC.
- 8.2 Every Member of the NEC must ensure that at all times the Secretary has a list of:
- 8.2.1 any other body of which she is a director or officer;
 - 8.2.2 any firm in which she is a partner;
 - 8.2.3 any public body of which she is an official or elected member;
 - 8.2.4 any company whose shares are publicly quoted in which she owns or controls more than 2% of the shares;
 - 8.2.5 any company whose shares are not publicly quoted in which she owns or controls more than 10% of the shares; or
 - 8.2.6 any other interest which is significant or material.
- 8.3 A decision of the NEC will not be invalid because of the subsequent discovery of an interest which should have been declared.

9 CONFLICTS OF INTERESTS AND LOYALTIES

9.1 Personal Interests

- 9.1.1 A Member of the NEC has a personal interest in a matter which is to be discussed or determined by the NEC if she will be directly affected by the decision of the NEC in relation to that matter.
- 9.1.2 A Member of the NEC who has a personal interest in a matter which is to be discussed or determined by the NEC:
- a. may not count towards the quorum in relation to that matter;
 - b. may not take part in the discussion in relation to that matter;
 - c. may not vote in relation to that matter; and
 - d. must leave the NEC Meeting at which the matter is discussed and determined.

9.2 Non-Personal Interests

A Member of the NEC who has an interest in a matter which is to be discussed or determined by the NEC but which arises because of a duty of loyalty owed to another organisation or person, may subject to her fulfilling her duty to act in the best interests of the Charity and to the right of the remaining Members of the NEC to require that she should withdraw from the NEC Meeting at which the matter is to be discussed or determined:

- 9.2.1 count towards the quorum in relation to that matter;
- 9.2.2 take part in the discussion in relation to that matter;
- 9.2.3 remain in the NEC Meeting at which the matter is to be discussed or determined; and

9.2.4 vote in relation to that matter.

PART B: COMPANY MEMBERSHIP

10 MEMBERS

10.1 The Company Members are:

10.1.1 Guilds admitted to membership of the Company by the NEC under the Articles.
and

10.1.2 representatives of the Associate Members selected annually in accordance with Article 10.3.

10.2 A Guild may not be admitted as a Company Member:

10.2.1 unless a written membership application in such form as the NEC requires has been submitted;

10.2.2 unless the NEC is satisfied that the Guild meets the Conditions for Membership;
and

10.2.3 if the Guild would immediately cease to be a Company Member under the Articles.

10.3 Representatives of the Associate Members are selected annually as follows:

10.3.1 The NEC will each year set the number of representatives of the Associate Members having regard to the number of Associates and the average Guild size. The representatives will be selected in the following manner:

10.3.2 Self- nominations will be sought from the Associate Members.

10.3.3 If more nominations are received by the nomination deadline than there are available places the representatives will be drawn from a hat by a member of staff as determined by the NEC.

10.4 Company Membership for a Guild is personal to the Guild and is not transferable.

10.5 Company Membership for a representative of the Associate Members is one year only and may be transferred during that year only to another Associate Member and with the agreement of the Secretary or the NEC.

11 CLASSES OF MEMBERSHIP

11.1 The NEC may establish different classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

11.2 The NEC may not directly or indirectly alter the rights or obligations attached to a class of membership.

11.3 The rights attached to a class of membership may only be varied if:

11.3.1 Three-quarters of the members of that class consent in writing to the variation;
or

11.3.2 A special resolution is passed at a separate general meeting if the members of that

class agreeing to the variation.

11.3.3 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

12 TERMINATION OF COMPANY MEMBERSHIP

12.1 Membership is terminated if:

12.1.1 the Company Member gives written notice of resignation to the Secretary;

12.1.2 in the reasonable opinion of the NEC, a Guild which is a Company Member ceases to meet the Conditions for Membership and the NEC resolves by a 75% majority of those present and voting that it should be removed provided that the Guild concerned has first been given an opportunity to present its case and justify why it should not be removed as a Company Member; or

12.1.3 in the case of a Guild the Guild ceases to exist.

12.2 In the case of a Representative of Associate Members membership is terminated on the appointment of new Representatives in the following year.

PART C: GENERAL MEETINGS

13 ANNUAL GENERAL MEETINGS

13.1 The Charity must hold an AGM each year unless it passes an elective resolution to dispense with this requirement.

13.2 There must be no more than 15 months between one AGM and the next.

13.3 The AGM is to be held at such time and place as the NEC decides.

13.4 The business of the AGM is:

13.4.1 to receive the annual report of the NEC;

13.4.2 to consider the accounts and the auditor or independent examiner's report;

13.4.3 to appoint the auditor or independent examiner (if necessary); and

13.4.4 to transact any other business specified in the notice convening the meeting.

14 EXTRAORDINARY GENERAL MEETINGS

14.1 A General Meeting other than an AGM is called an EGM.

14.2 An EGM may be called by the NEC or by Company Members in accordance with Article 14.3

14.3 On receiving a requisition from at least one-tenth of the Company Members under Section 303 of the Act the NEC must immediately convene an EGM.

14.4 If there are insufficient Members of the NEC available to form a quorum at an NEC Meeting to call an EGM it may be called in the same way as an NEC Meeting.

15 NOTICE OF GENERAL MEETINGS

- 15.1 An AGM and an EGM called to pass a special resolution must be called by at least 21 Clear Days' notice.
- 15.2 Any other EGM must be called by at least 14 Clear Days' notice.
- 15.3 A General Meeting may be called by shorter notice if this is agreed:
 - 15.3.1 for an AGM by all of the Company Members entitled to attend and vote; and
 - 15.3.2 for an EGM by a majority in number of the Company Members who may attend and vote and who together hold 90% or more of the total voting rights of all of the Company Members at the EGM.
- 15.4 The notice must specify:
 - 15.4.1 the time, date and place of the General Meeting;
 - 15.4.2 the general nature of the business to be transacted; and
 - 15.4.3 in the case of an AGM, that it is the AGM.
- 15.5 Subject to the Act no business may be transacted at a General Meeting except that specified in the notice convening the meeting.

16 ACCIDENTAL OMISSION OF NOTICE

The proceedings at a General Meeting shall not be invalidated because a person who was entitled to receive notice of the General Meeting did not receive it because of an accidental omission by the Charity.

17 QUORUM

- 17.1 No business may be transacted at a General Meeting unless a quorum is present.
- 17.2 The quorum for General Meetings is one-fifth of the Company Members extant at the time of the meeting, being present in person or by their duly authorised representatives.
- 17.3 A duly authorised representative of a Company Member which is a Guild may be part of the quorum at a General Meeting if she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment and can be heard by all the other participants.
- 17.4 If a quorum is not present within 15 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the NEC decides.
- 17.5 If at the adjourned meeting there are again insufficient Company Members present within 15 minutes from the time of the adjourned General Meeting to constitute a quorum then those Company Members who are present by their duly authorised representatives (provided that they number at least 20) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.
- 17.6 Reasonable notice of an adjournment of a General Meeting because of a lack of quorum

and the time and place of the adjourned General Meeting must be given to all Company Members.

- 17.7 Any person who in the reasonable opinion of the NEC has an interest in the work of the Charity may attend a General Meeting and may speak but unless she is the duly authorised representative of a Company Member she may not vote.

18 CHAIRMAN AT GENERAL MEETINGS

- 18.1 The Chairman is to chair General Meetings.
- 18.2 If the Chairman is not present within 15 minutes from the time of the General Meeting or is unwilling to act, then one of the two Vice-Chairmen must chair the General Meeting. If both Vice-Chairmen are present, then the chairman of the General Meeting will be decided by drawing lots.
- 18.3 If neither the Chairman nor a Vice-Chairman is present and willing to act within 15 minutes from the time of the General Meeting, the Company Members present must choose one of their number to chair the General Meeting.

19 ADJOURNMENT OF GENERAL MEETINGS

- 19.1 The Chairman may, with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn it to a time and place agreed by the General Meeting.
- 19.2 The Chairman may adjourn a General Meeting if it appears to her that for any reason an adjournment is necessary for the business of the meeting to be properly conducted.
- 19.3 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 19.4 It is not necessary to give notice of a General Meeting which is adjourned under Article 9.1 or 9.2 unless it is adjourned for 30 days or more in which case 14 Clear Days' notice must be given.
- 19.5 Resolutions passed at an adjourned General Meeting are to be treated as having been passed on the date on which they were actually passed.

20 VOTING AT GENERAL MEETINGS

- 20.1 Resolutions are to be decided on a show of hands unless a ballot is properly demanded.
- 20.2 A Company Member which is a Guild may by resolution of its governing body (or a committee or officer acting under powers delegated by its governing body) authorise such person as it thinks fit to act as its representative at General Meetings always provided that any person so appointed must be a Member of a Guild.
- 20.3 A person authorised under Article 20.2 may exercise the same powers on behalf of the Guild as it could exercise if it were an individual.
- 20.4 If there is an equality of votes on a show of hands or a ballot the Chairman is entitled to a second or casting vote.
- 20.5 An objection to the qualification of any voter may only be raised at the General Meeting

at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chairman whose decision is final.

- 20.6 A declaration by the Chairman that a resolution has been carried (or not carried) unanimously, or by a majority, which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.

21 BALLOTS

- 21.1 A ballot may be demanded by the Chairman or by the duly authorised representatives of any two Company Members which are Guilds before or on the declaration of the result of a show of hands.
- 21.2 A demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the result of the show of hands will stand.
- 21.3 The demand for a ballot will not prevent the General Meeting continuing to transact business other than in relation to the question on which the ballot is demanded.
- 21.4 A ballot is to be taken as the Chairman directs. The Chairman may appoint scrutineers (who need not be the duly authorised representatives of Company Members which are not Guilds) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded but will be treated as passed when the result is declared.
- 21.5 A ballot on the election of a chairman or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chairman directs.
- 21.6 At least 7 Clear Days' notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General Meeting at which it is demanded.

22 APPOINTMENT OF PROXY BY A COMPANY MEMBER

- 22.1 A Company Member being a Guild may appoint a proxy delegate from any other Guild if it is unable to send a representative from amongst its own Guild Membership to a General Meeting.
- 22.2 The Company Member appointing a proxy delegate under Article 22.1, should apply for a delegate place at a general meeting using the form provided, giving the nominated proxy's name and membership number as its delegate's details.
- 22.3 A Company Member appointing a proxy delegate from another Guild is responsible for:
- 22.3.1 ensuring all relevant delegate paperwork is forwarded to the proxy delegate; and
 - 22.3.2 advising the proxy delegate of the Company Member's voting preferences.

23 POSTAL VOTING

- 23.1 The Company may, if the NEC so decide, allow the Company Members to vote by post to make a decision on any matter that is being decided at a General Meeting other than campaigns, mandates and debates.
- 23.2 The NEC must appoint at least two persons independent of the Charity to serve as scrutineers to supervise the conduct of the postal ballot and the counting of votes.
- 23.3 If postal voting is to be allowed on a matter, the Charity must send to the Company Members not less than [21] days before the deadline for receipt of votes cast in this way:
- 23.3.1 a notice by email, if the Company Member has agreed to receive notices in this way including an explanation of the purpose of the vote and the voting procedure to be followed by the Company Member and a voting form capable of being returned by post to the Charity, containing details of the resolution being put to a vote;
- 23.3.2 a notice by post to all other Company Members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the Company Member and a postal voting form containing details of the resolution being put to a vote.
- 23.4 The voting procedure must require all forms returned by post to be in an envelope with the Company Member's name and nothing else on the outside inside another envelope addressed to 'The Scrutineers for Townswomen's Guilds, at the Registered Office or such other postal address as is specified in the voting procedure.
- 23.5 The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- 23.6 The scrutineers must make a list of Company Members casting valid votes and a separate list of Company Members casting votes which were invalid. These lists must be provided to a Member of the NEC or other person overseeing admission to and voting at the General Meeting. A Company Member who has cast a valid postal vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which it has already cast a valid vote. A Company Member who has cast an invalid vote by post is allowed to vote at the meeting and counts towards the quorum.
- 23.7 For postal votes, the scrutineers must retain the internal envelopes (with the Company Member's name) a scrutineer must record on this evidence of the Company Member's name that the vote has been counted or if the vote has been declared invalid the reason for such declaration.
- 23.8 Votes cast by post must be counted by the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and the number of votes received which were invalid.
- 23.9 The scrutineers must not disclose the result of the postal ballot until after votes taken by hand or by ballot at the meeting or by ballot after the meeting have been counted. Only

at this point shall the scrutineers declare the result of the valid votes received and these votes shall be included in the declaration of the result of the vote.

- 23.10 Following the final declaration of the result of the vote, the scrutineers must provide to a Member of the NEC or other authorised person bundles containing the evidence of Company Members submitting valid postal votes, evidence of invalid votes, the valid votes and the invalid votes.
- 23.11 Any dispute about the conduct of a postal ballot must be referred initially to a panel set up by the NEC, to consist of two Members of the NEC and two persons independent of the Charity. If the dispute cannot be satisfactorily resolved by the panel it must be referred to the Electoral Reform Society.

24 WRITTEN RESOLUTIONS

- 24.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Company Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
- 24.1.1 a copy of the proposed resolution has been sent to every eligible Company Member;
 - 24.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of Company Members has signified its agreement to the resolution; and
 - 24.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 24.2 A resolution under Article 24.1 may comprise several copies to which one or more Company Members have signified their agreement.
- 24.3 A resolution under Article 24.1 may be signed for a Company Member which is a Guild by its authorised representative

PART D. NATIONAL EXECUTIVE COMMITTEE (NEC)

25 COMPOSITION OF THE NEC

- 25.1 Unless the NEC decides otherwise:
- 25.1.1 the minimum number of Members of the NEC is four; and
 - 25.1.2 the maximum number of Members of the NEC is fourteen.
- 25.2 The NEC shall comprise:
- 25.2.1 up to 12 elected Members; and
 - 25.2.2 up to 2 co-opted Members.
- 25.3 The elected Members of the NEC are to be elected by the Company Members from amongst nominees identified by a nominations committee established by the NEC for the purpose of identifying potential Members of the NEC. All nominees for election to the NEC must be Members of a Guild.

- 25.4 If the number of nominations for membership of the NEC is less than or equal to the number of vacancies on the NEC no election shall be required.
- 25.5 Elections pursuant to Article 25.4 shall be conducted by means of a postal ballot, in accordance with Article 23.
- 25.6 An elected Member of the NEC shall serve for a term of three years. A retiring Member of the NEC may be re-elected (subject to nomination by the nominations committee referred to in Article 25.4) but subject to Article 32.1 no elected Member of the NEC may serve for more than three terms of three years.
- 25.7 The election of a Member of the NEC is not to take effect until she has signed the prescribed Companies House form and the election of any person who has not done so within one month of election is to lapse unless the NEC resolves that there is good cause for the delay.
- 25.8 If a casual vacancy arises amongst the elected Members of the NEC, then the NEC may appoint a person to fill the vacancy. The person so appointed shall continue in office until the end of the term of office of the person she has replaced.
- 25.9 The NEC may co-opt up to two people with particular skills or experience to serve as co-opted Members of the NEC. A co-opted Member of the NEC is to serve for such term as the NEC may determine at the time of co-option, subject to a maximum term of three years. A co-opted Member of the NEC whose term of office expires may be co-opted for a further term or terms provided that (subject to Article 32.1) she may not serve as such for more than nine years in total.
- 25.10 For the avoidance of doubt, a Member of the NEC shall not (subject to Article 32.1) serve as such for more than nine years in total whether as an elected Member, a co-opted Member or any combination of such positions.
- 25.11 A person may not be appointed as a Member of the NEC:
- 25.11.1 if she would immediately cease to hold office under Article 27; or
 - 25.11.2 if she is aged less than 18 years.

26 OBLIGATIONS OF MEMBERS OF THE NEC

- 26.1 The NEC must set out in writing the obligations of its Members to the NEC and to the Charity. Such statement of obligations is not intended to be exhaustive and the NEC must review and may amend it from time to time.
- 26.2 The statement of obligations must include:
- 26.2.1 a commitment to the Charity's values and objectives;
 - 26.2.2 an obligation to contribute to and share responsibility for the NEC's decisions;
 - 26.2.3 an obligation to read NEC papers and to attend meetings, training sessions and other relevant events;
 - 26.2.4 an obligation to declare relevant interests;
 - 26.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the NEC;

26.2.6 an obligation to comply with their fiduciary duties, including:

- a. to act in the best interests of the Charity;
- b. to declare any interests in matters to be discussed at NEC meetings and to comply with appropriate procedures to regulate conflicts of interest in accordance with Articles 8 & 9;
- c. to secure the proper and effective use of the Charity's property;
- d. to act personally;
- e. to act within the scope of any authority given;
- f. to use the proper degree of skill and care when making decisions particularly when investing funds;
- g. to act in accordance with the Articles of Association; and
- h. a reference to their obligations under the general law.

26.2.7 A Member of the NEC must sign and deliver to the NEC a statement confirming she will meet her obligations to the NEC and to the Charity within one month of her election or co-option.

27 RETIREMENT AND REMOVAL OF MEMBERS OF THE NEC

27.1 An NEC Member will cease to hold office if:

- 27.1.1 she ceases to be a Member of the NEC under the Act or is prohibited by law from being a Member of the NEC or is disqualified from acting as a charity trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- 27.1.2 in the written opinion, given to the Charity, of a registered medical practitioner treating her, she has become incapable of acting as a director and may remain so for more than three months;
- 27.1.3 she is declared bankrupt or makes any arrangement or composition with her creditors;
- 27.1.4 she is in the opinion of the NEC guilty of conduct detrimental to the interests of the Charity and the NEC resolves by a 75% majority of those present and voting that she should be removed provided that she has first been given an opportunity to put her case and to justify why she should not be removed;
- 27.1.5 she resigns by written notice to the Secretary;
- 27.1.6 she fails to sign a statement of her obligations under Article 26 within one month of her election or co-option and the NEC resolves by a 75% majority of those present and voting that she be removed;
- 27.1.7 she is absent from three consecutive NEC Meetings without good reason and the NEC resolves by a 75% majority of those present and voting that she should be removed; or
- 27.1.8 in the case of an elected Member of the NEC, the Guild of which she is a Member

ceases to be a Company Member, unless she transfers her membership to another Guild

PART E. NEC MEETINGS

28 FUNCTIONS OF THE NEC

The NEC must direct the Charity's affairs in such a way as to promote the Objects. Its functions include:

- 28.1 defining and ensuring compliance with the values and objectives of the Charity;
- 28.2 establishing policies and plans to achieve those objectives;
- 28.3 approving each year's budget and accounts before publication;
- 28.4 establishing and overseeing a framework of delegation of its powers to Committees, individual Members of the NEC and employees under Article 33 with proper systems of control;
- 28.5 monitoring the Charity's performance in relation to its plans, budget controls and decisions;
- 28.6 appointing (and if necessary removing) senior staff;
- 28.7 satisfying itself that the Charity's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
- 28.8 ensuring that appropriate advice is taken on the items listed in Articles 28.1 to 28.7 and in particular on matters of legal compliance and financial viability.

29 POWERS OF THE NEC

- 29.1 Subject to the Act and the Articles, the business of the Charity is to be managed by the NEC who may exercise all the powers of the Charity.
- 29.2 An alteration to the Articles does not invalidate earlier acts of the NEC which would have been valid without the alteration.

30 NEC MEETINGS

- 30.1 Subject to the Articles, the NEC may regulate NEC Meetings as it wishes.
- 30.2 NEC Meetings shall usually be called by the Secretary but may in exceptional circumstances be called by any Member of the NEC. There shall be at least 6 NEC Meetings each year.
- 30.3 7 days' notice of NEC Meetings must be given to each Member of the NEC.
- 30.4 A NEC Meeting which is called on shorter notice than required under Article 30.3 is deemed to have been duly called if at least two Members of the NEC certify in writing that because of special circumstances it ought to be called as a matter of urgency.
- 30.5 Subject to Article 30.6, questions arising at an NEC Meeting are to be decided by a majority of votes.
- 30.6 If there is an equality of votes the Chairman is entitled to a second or casting vote.

- 30.7 A technical defect in the appointment of a Member of the NEC or in the delegation of powers to a Committee of which the NEC is unaware at the time does not invalidate decisions taken in good faith.

31 QUORUM FOR NEC MEETINGS

- 31.1 Unless the NEC otherwise determine, the quorum for NEC Meetings is one-half of the Members of the NEC for the time being.
- 31.2 A Member of the NEC may be part of the quorum at an NEC Meeting if she can hear, comment and vote on the proceedings through telephone, video conferencing or other communications equipment and can be heard by all of the other participants.
- 31.3 The NEC may act despite vacancies in its number but if the number of Members of the NEC is less than four then the NEC may act only to call a General Meeting or to fill casual vacancies pursuant to Article 25.9.
- 31.4 At a NEC Meeting which remains inquorate for 15 minutes after its starting time or one which becomes inquorate for more than 15 minutes the Members of the NEC present may act only to:
- 31.4.1 adjourn it to such other time and place as they decide; or
 - 31.4.2 call a General Meeting.
- 31.5 If at the adjourned meeting there are again insufficient Members of the NEC present within 15 minutes from the appointed time to constitute a quorum then those Members, of the NEC who are present (provided that they number at least three) shall constitute a quorum for the purpose of allowing any business of the adjourned meeting to be conducted.

32 CHAIRMAN AND VICE-CHAIRMEN

- 32.1 The Charity must have a Chairman and two Vice-Chairmen. All are to be elected by the NEC and are to serve for such period of time (not to exceed three years) as the NEC shall determine at the time of election. The person appointed as Chairman may serve for the period of time determined by the NEC (up to a maximum of three years) notwithstanding that such period of time may exceed the nine year maximum term of office for a Member of the NEC permitted under Article 25.
- 32.2 The Chairman and Vice-Chairmen may resign from their positions at any time without having to resign as a Member of the NEC at the same time.
- 32.3 If the Charity has no Chairman, the first item of business at a NEC Meeting must be to elect a Chairman.
- 32.4 The Chairman and any Vice-Chairman may be removed only at a NEC Meeting called for the purpose at which a resolution with a majority in favour is passed. The Chairman or the Vice-Chairman (as the case may be) must be given an opportunity to say why she should not be removed.
- 32.5 The Chairman is to chair all NEC Meetings and General Meetings at which she is present unless she does not wish, or is not able, to do so.

- 32.6 If the Chairman is not present within 5 minutes after the starting time of a NEC Meeting or is unwilling or unable to chair the meeting, then one of the Vice-Chairmen must take the chair unless unwilling or unable to do so. If both Vice-Chairmen are present, then the Vice-Chairman to chair that NEC meeting will be decided by the drawing of lots.
- 32.7 If the Chairman and the Vice-Chairmen are not present within 5 minutes after the starting time of a NEC Meeting or are unwilling or unable to chair the meeting, then the NEC must elect one of the Members of the NEC who is present to chair that meeting.
- 32.8 The functions of the Chairman are:
- 32.8.1 to ensure that NEC Meetings and General Meetings are conducted efficiently;
 - 32.8.2 to give all Members of the NEC an opportunity to express their views;
 - 32.8.3 to establish a constructive working relationship with, and to provide support for, senior staff;
 - 32.8.4 where necessary (and in conjunction with the other Members of the NEC) to ensure that, where any senior staff post is or is due to become vacant, a replacement is found in a timely and orderly fashion;
 - 32.8.5 to encourage the NEC to delegate sufficient authority to Committees to enable the business of the Charity to be carried on effectively between NEC Meetings;
 - 32.8.6 to ensure that the NEC monitors the use of delegated powers; and
 - 32.8.7 to encourage the NEC to take professional advice when it is needed.
- 32.9 The role of a Vice-Chairman is to deputise for the Chairman during any period of her absence and, for that period, her functions shall be the same as those of the Chairman.
- 32.10 Except to the extent that the Articles provide otherwise or to the extent that authority has been delegated by the NEC neither the Chairman nor any Vice-Chairman has any authority beyond that of any other Member of the NEC.

33 DELEGATION

- 33.1 The NEC may:
- 33.1.1 establish Committees consisting of those persons whom the NEC decide;
 - 33.1.2 delegate to a Committee any of its powers; and
 - 33.1.3 revoke a delegation at any time.
- 33.2 The NEC may establish Working Parties consisting of those persons whom the NEC decide. A Working Party may not take decisions on behalf of the NEC but may consider issues in depth with a view to making recommendations to the NEC.
- 33.3 The Members of a Committee or a Working Party are to be appointed by the NEC, but the NEC may give a Committee or a Working Party the right to co-opt individuals to its membership. Each Committee or Working Party is to be chaired by a Member of the NEC.
- 33.4 Each Member of a Committee or Working Party (including the chairman) is to hold office from the date of her appointment until the term of office for which she has been

appointed expires or until she resigns or is removed by the NEC from the Committee or Working Party.

- 33.5 The NEC must determine the quorum for each Committee and Working Party it establishes.
- 33.6 The NEC must specify the financial limits within which any Committee may function. A Working Party can have no authority to incur expenditure.
- 33.7 Every Committee or Working Party must report its proceedings and decisions to the NEC as the NEC determines.

34 OBSERVERS

- 34.1 The NEC may allow individuals who are not Members of the NEC to attend NEC Meetings as Observers on whatever terms they decide.
- 34.2 Observers may not vote but may take part in discussions with the prior consent of the Chairman.
- 34.3 The NEC may exclude Observers from any part of a NEC Meeting where the NEC considers the business is private.
- 34.4 The NEC must exclude an Observer from any NEC Meeting at which a possible personal benefit to her is being considered.

35 WRITTEN RESOLUTIONS OF THE NEC

- 35.1 A written resolution signed by all of the Members of the NEC entitled to receive notice of an NEC Meeting (provided they would constitute a quorum at an NEC meeting) is as valid as if it had been passed at an NEC meeting.
- 35.2 A written resolution signed by all of the Members of a Committee (provided they would constitute a quorum of that Committee) is as valid as if it had been passed at a meeting of that Committee.
- 35.3 A resolution under Articles 35.1 or 35.2 may consist of several documents in similar form each signed by one or more of the Members of the NEC or Committee Members and will be treated as passed on the date of the last signature.

36 VALIDITY OF NEC DECISIONS

- 36.1 Subject to Article 36.2. all acts done by an NEC meeting or a committee of NEC Members, shall be valid notwithstanding the participation in any vote of an NEC Member:
- 36.1.1 who was disqualified from holding office;
- 36.1.2 who had previously retired or who been obliged by the constitution to vacate office;
- 36.1.3 who was not entitled to vote on the matter, whether by reason of conflict of interests or otherwise;
- if without:
- 36.1.4 the vote of that NEC Member; and

36.1.5 that NEC Member being counted in the quorum

the decision has been made by a majority of the directors at a quorate meeting,

- 36.2 Article 36.1 does not permit an NEC Member or a connected person to keep any benefit that may be conferred upon her by a resolution of the NEC or committee of the NEC if, but for Article 36.1, the resolution would have been void, or if the NEC Member has not complied with Articles 8 and 9.

PART F. SECRETARY AND INDEMNITIES

37 THE SECRETARY

- 37.1 A Secretary must be appointed by the NEC for such term as the NEC decides.
- 37.2 A Secretary may be removed by the NEC at any time.
- 37.3 The duties of the Secretary include advising the NEC on legal compliance.
- 37.4 If a Member of the NEC is appointed as Secretary she may not receive any form of remuneration for acting in such capacity.

38 INDEMNITIES FOR NEC MEMBERS AND EMPLOYEES

- 38.1 No officer or employee is to be liable for losses suffered by the Charity except those due to her own dishonesty or gross negligence.
- 38.2 Subject to sections 232 to 234 of the Act every Member of the NEC, is to be indemnified by the Charity against any liability incurred in the discharge of her duties or in that capacity in defending any civil or criminal proceedings as long as:
- 38.2.1 judgment is given in her favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by her); or
- 38.2.2 she is acquitted; or
- 38.2.3 relief is granted to her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

PART G. STATUTORY AND MISCELLANEOUS

39 MINUTES

- 39.1 The Secretary must keep minutes of all General Meetings.
- 39.2 The NEC must arrange for minutes to be kept of all NEC Meetings. The names of the Members of the NEC present must be included in the minutes.
- 39.3 Copies of the draft minutes of NEC Meetings must be distributed to the Members of the NEC as soon as reasonably possible after the meeting and in any case seven days before the next NEC Meeting (unless the next NEC Meeting is an urgent meeting as provided for in Article 30.4).
- 39.4 Minutes must be approved as a correct record at the next General Meeting (as regards minutes of General Meetings) or NEC Meeting (as regards minutes of NEC Meetings). Once approved they must be signed by the person chairing the meeting at which they are approved.

39.5 The NEC must keep minutes of all the appointments made by the NEC.

40 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

40.1 The Charity must comply with Part 15 of the Act, and the Members of the NEC must comply with their obligations as charity trustees under Part 8 of the Charities Act 2011 in:

40.1.1 preparing and filing an annual report and annual accounts and sending them to the Charity Commission; and

40.1.2 making the required annual returns to the Registrar of Companies and the Charity Commission.

40.2 The Charity must comply with Parts 16 of the Act and Part 8 of the Charities Act 2011 relating to the audit or examination of accounts (to the extent that the law requires).

40.3 The annual report and accounts must contain:

40.3.1 revenue accounts and balance sheet for the last accounting period;

40.3.2 the auditor's or independent examiner's report on those accounts; and

40.3.3 the NEC's report on the affairs of the Charity.

40.4 The accounting records of the Charity must always be open to inspection by a Member of the NEC.

41 BANK AND BUILDING SOCIETY ACCOUNTS

41.1 All bank and building society accounts must be controlled by the NEC and must include the name of the Charity.

41.2 A cheque or order for the payment of money must be signed in accordance with the NEC's instructions.

42 EXECUTION OF DOCUMENTS

42.1 Unless the NEC decides otherwise, documents which are executed as deeds must be signed by:

42.1.1 two Members of the NEC; or

42.1.2 one Member of the NEC and the Secretary.

43 NOTICES

43.1 Notices under the Articles must be in writing except notices calling NEC Meetings.

43.2 A Company Member present at a General Meeting in person or by a duly authorised representative is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it was called.

43.3 The Charity may give a notice to a Company Member, Member of the NEC, Secretary, Auditor or Independent Examiner either:

43.3.1 personally;

43.3.2 by sending it by post in a prepaid envelope;

- 43.3.3 by facsimile transmission;
- 43.3.4 by leaving it at her/its address; or
- 43.3.5 by email.
- 43.4 Notices under Article 43.3.2 to 43.3.5 may be sent:
 - 43.4.1 to an address which that person or organisation has given the Charity;
 - 43.4.2 to the last known home or business address of the person or organisation to be served; or
 - 43.4.3 to that person or organisation's address in the Charity's register of members.
- 43.5 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 43.6 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 43.7 A copy of the notification from the system used by the Charity to send emails, that the email has been sent to the particular person, will be conclusive evidence that the notice was sent, and such notice will be deemed to have been delivered 24 hours after it was sent.
- 43.8 A notice may be served on the Charity by delivering it or sending it to the Registered Office or by handing it to the Secretary.
- 43.9 The NEC may make standing orders to define other acceptable methods of delivering notices by electronic mail or other means.

44 STANDING ORDERS

- 44.1 Subject to Article 44.4:
 - 44.1.1 the NEC may from time to time make standing orders for the proper conduct and management of the Charity; and
 - 44.1.2 the Charity in General Meeting may alter, add to or repeal the standing orders.
- 44.2 The NEC must adopt such means as they think sufficient to bring the standing orders to the notice of Company Members.
- 44.3 Standing orders are binding on all Company Members and Members of the NEC.
- 44.4 No standing order may be inconsistent with or may affect or repeal anything in the Articles.

45 WINDING UP

- 45.1 If the Charity is wound up any property remaining after all its debts and liabilities have been satisfied must be applied to another charitable organisation which has objects similar to the Objects.
- 45.2 The charitable organisation to which the Charity's property is transferred under Clause 44.1 is:
 - 45.2.1 to be nominated by the Company Members at or before the time of dissolution;
 - 45.2.2 in default of any nomination under Clause 44.2.1 to be selected by the Charity Commission.
- 45.3 Subject to Clauses 44.1 and 44.2 any property remaining must be used for other charitable purposes similar to the Objects.