

SCOTTISH WOMEN'S INSTITUTES

AIMS

The aims of the organisation shall be:
to advance the education and skills of women and girls.

- To provide a platform for social activities and networking
- To promote the preservation and development of Scotland's heritage and culture
- To promote and work with like-minded organisations at home and abroad.

THE ORGANISATION

SWI is an unincorporated association governed by its constitution and is organised and managed by its Board of Trustees (thereafter referred to as the Board). The business of the Board is to maintain the SWI movement in Scotland on a National basis and to promote the common and concerted activities of the Federated Institutes.

No part of the organisation shall be used for purposes of party-political or sectarian propaganda.

To maintain the national character, the structure of the organisation is as follows:

Institutes
Federations (a maximum of 34)
Board

Institutes and Federations, also unincorporated associations, are self-governing bodies, having control of their own affairs, financial and otherwise but under direction and control of the Board and be bound by their decision. They are entitled to recognition and assistance from the Board, provided that they fulfil the necessary requirements within this constitution.

STATUS

SWI Board, the parent organisation, is a registered Scottish charity (No.SC011901). Federations may be registered Scottish charities. Institutes formed before 2008 may retain charitable status, but new Institutes need not register with OSCR.

SCOTTISH WOMEN'S INSTITUTES

INSTITUTE CONSTITUTION

Institute name: _____ **Registered charity no. (OSCR) (if applicable)** _____

The Institute is part of _____ **Federation** _____

AIMS

The aims of the Institute shall be:

to advance the education and skills of women and girls.

- To provide a platform for social activities and networking
- To promote the preservation and development of Scotland's heritage and culture
- To promote and work with like-minded organisations at home and abroad.

1. FORMATION

1.1 Any woman, or group of women, wishing to form an Institute, shall apply to the local Federation. An Institute shall only be formed with the encouragement and guidance of the local Federation and be affiliated within one year of the inaugural meeting and may not belong to more than one Federation. Institutes are represented on the Federation Committee.

1.2 Any woman may join the organisation as an associate member and, providing the appropriate annual associate fee is paid direct to Headquarters:

- receive monthly copy of the magazine and a membership card
- take part in any Federation event that leads to a National final providing the maximum numbers of associate members do not make up more than 25% of the competing team
- has the ability to take part in any other education event, including summer school, study tour etc
- does not have the ability to vote on any matter or stand for election to any position within the organisation.

1.3 New Institutes must formally adopt the constitution and must inform HM Revenue and Customs that an unincorporated association has been formed.

1.4 A member may join the organisation up to and including the age of 16 but must be accompanied by a responsible adult to a meeting. They will pay a reduced levy determined annually by the Board.

1.5 Institutes may confer a recognition award for exceptional service on a member.

2. FINANCE

2.1 Each Institute sets its own annual subscription. *(The subscription should be reviewed annually to ensure that it covers National and Federation levies).*

2.2 No-one shall be deemed a member of an Institute until the subscription for the current year is paid, and they have completed a membership form with all their current names, addresses and preferred contact details. A member of more than one Institute and Federation must pay a subscription to each Institute and Federation but only one National levy.

Scottish Women's Institutes is a registered Scottish Charity: Charity Number SC011901

2.3 Institutes should keep a register of the names and addresses of their members in compliance with current data regulations.

2.4 Institutes are responsible for payment of National and Federation levies for their members.

2.5 These National and Federation levies shall be based on the membership of the Institute for the previous syllabus year (as reported at their business meeting/AGM) and may be raised in any way the Institute prefers and is payable to Federations in time for them to pay Headquarters by 1st November each year.

2.6 New Institutes will be excused ONE payment of National and Federation levies (i.e. the whole of the first subscription paid by members of a newly formed Institute is retained by the Institute).

2.7 Fundraising for the Institute itself must be given priority.

2.8 Fundraising for other organisations or charities is not one of the organisation's aims. Any donations to other organisations or charities must be specifically raised and not given from Institute funds.

2.9 Each Institute must keep an annual receipts and payments account, independently examined and be presented at their annual business meeting/AGM and copy forwarded to the Federation along with a list of their members contact details including their name and address.

3. MEETINGS

3.1 Meetings shall be held regularly and should be promoted.

3.2 The programme shall include relevant business and comply with the aims of the organisation.

3.3 In order to keep in touch with the work of the organisation at National level, Institutes may be visited by a Board Member or Federation Office-bearer at least once in every three years.

3.4 Visitors should be made welcome at any meeting but are not permitted to take part in any organisation/member activities.

3.5 Each Institute shall hold an annual business meeting.

3.6 If the Institute is a registered Scottish Charity, the Secretary and Treasurer shall:

- complete the annual reports and accounts for submission to the Office of the Scottish Charity Regulator (OSCR), ensuring that they comply with current legislation
- have the independent examiner sign the declaration required by the current legislation.

4. DISQUALIFICATION OF OFFICE-BEARERS

4.1 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. It is a criminal offence under the Act for anyone to be involved in the management or control of a Scottish charity in certain circumstances.

4.2 SWI requires that an Office-bearer will be disqualified from her post in the event of any of the following circumstances:

- has an unspent conviction for dishonesty or an offence under the Act
- is an undischarged bankrupt
- removal under either Scottish or English Law or the courts from being a charity trustee
- disqualified from being a company director

Scottish Women's Institutes is a registered Scottish Charity: Charity Number SC011901

- having been imprisoned
- has become of unsound mind, as evidenced by a medical certificate
- grossly neglects the duties as an Office-bearer; or
- acts in such a way as to bring the reputation of the Scottish Women's Institutes into disrepute.

4.3 In any other circumstances, suspension of any Institute member is decided by the Federation Executive Committee.

5 CLOSURE OF INSTITUTES

5.1 If considering closure, the Federation Secretary must be informed in writing immediately following the decision having been taken.

5.2 Should the Institute cease to function on the date of notification, its funds, after all other outstanding accounts have been paid, shall become the property of the Federation together with all assets, e.g. property, trophies, cheque books, cash books, minute books etc. thereafter being included in the Federation accounts.

5.3 If closure is inevitable, and the Institute is a registered Scottish charity, prior consent must be obtained from the Office of the Scottish Charity Regulator (OSCR) to wind up the institute.

6. GENERAL

While leaving complete freedom to individual members, it is inadvisable for Institutes to affiliate, as corporate bodies, to any other organisation with the exception of ACWW (Associated Countrywomen of the World).

Signed on behalf of the Institute Committee (Trustees)

Institute President

Institute Treasurer/Secretary

Date

**SCOTTISH WOMEN'S INSTITUTES
FEDERATION CONSTITUTION**

Federation name:

Registered charity no. (OSCR)

AIMS

The aims of the Federation shall be:

to advance the education and skills of women and girls.

- To provide a platform for social activities and networking
- To promote the preservation and development of Scotland's heritage and culture
- To promote and work with like-minded organisations at home and abroad

1. STRUCTURE

1.1 A Federation consists of two or more Institutes and all members of those Institutes.

1.2 A Federation may be divided into groups for more efficient working and are accountable to the Federation.

2. POWERS AND DUTIES

2.1 Federations shall be responsible for:

- encouragement and guidance in the formation of new Institutes
- maintaining the efficiency of existing Institutes in the Federation
- encouraging and developing Institute activities
- arranging Federation meetings and schools, shows, competitions, educational excursions, etc.

2.2 The Federation Executive Committee shall have the power to:

- suspend a member within the Federation. It shall be open to the member concerned to appeal to the Board for reinstatement no later than six weeks before the date of the Board meeting
- recommend to the Board, the removal of any Institute in the Federation from the SWI organisation, such Institute to have the right of appeal to the Board no later than six weeks before the date of the next meeting.

3. FINANCE

3.1 The Federation sets its own annual subscription and should ensure that it covers the National levies according to the number of Institute members in the Federation.

3.2 No Institute shall be deemed part of the Federation until subscriptions are paid.

3.3 Federations are responsible for payment of the National levies based on the membership of its Institutes for the previous year. Only one National levy becomes payable per person

3.4 New Institutes will be excused ONE payment of Federation and Board levies (i.e. the whole of the first subscription paid by members of a newly formed Institute is retained by the Institute).

3.5 Fundraising for the Federation funds must be given priority.

3.6 Fundraising for other organisations or charities is not one of the organisation's aims. Any donations for other organisations or charities should be specifically raised and not given from Federation funds.

Scottish Women's Institutes is a registered Scottish Charity: Charity Number SC011901

4.

MEETINGS

4.1 Federations should have at least two meetings in the year, one of which must be the annual business meeting.

4.2 Additional meetings should be called if requested by the President or the majority of the Federation Executive members.

4.3 Only the elected Institute delegates and ex officio members have the power to vote.

4.4 If space allows, vacant places should be made available to Institute observers.

5.

ANNUAL BUSINESS MEETING

5.1 Each Federation will hold an annual business meeting.

5.2 Not less than three months before the annual business meeting, the following points shall be put to the Federation by the President:

- each Institute is responsible for the election of the new committee
- every Institute member is expected to serve on the committee, if elected
- it is advisable that no member should serve on the committee, or hold office, for more than three years without a break of one year, unless progressing to higher office
- the number of positions requiring to be filled
- tellers must be appointed by the Federation to count the votes
- the tellers should be non-members
- each Institute shall receive a nomination form and, thereafter, a voting paper
- the President and office-bearers of all out-going committees shall hold office until the end of the business meeting at which the new committee is elected. This does not apply to an organising or paid secretary who should attend all meetings of committees and sub committees.

5.3 Agenda for business meeting

- Counting by tellers of votes for vacant positions
- minutes of previous business meeting
- Secretary's report
- Treasurer's report and independently examined accounts
- discussion of reports
- adoption of reports (to be moved and seconded)
- President's address, including votes of thanks
- announcement of names of new committee
- any correspondence or ordinary business, that may have arisen, shall be dealt with.

5.4 Election of Office-bearers

a. At the annual business meeting, office-bearers are elected by ballot vote: President, Vice-President(s), Secretary, Treasurer (*the offices of Secretary and Treasurer may be combined*).

b. Each Federation may decide on the most appropriate term of office for its Office-bearers.

c. Voting Procedure

To vote, each Institute shall:

- put a cross (X) opposite the names of those chosen for election from those who are shown as eligible on the voting paper
- 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.

The Federation shall:

- give all voting papers to the tellers duly marked
- appoint the members receiving the greatest number of votes to the new committee
- treat the number of votes cast for each member as confidential.

The tellers shall:

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

6. DUTIES OF OFFICE-BEARERS

6.1 The President or alternate shall:

- chair all meetings of the Federation and committee and conduct all business impartially
- put motions in definite form and take the vote of the meeting, but not personally vote except having a casting vote where necessary.

6.2 The Vice-President shall:

- act for the President in their absence.

6.3 The Secretary shall:

- ensure that the Federation is familiar with all current and National business
- keep a register of the names and addresses of the members in compliance with current data regulations
- keep correctly the minutes of all meetings of the Federation and committee
- communicate, to the Federation members as appropriate, all correspondence received and reply in accordance with their decision, all communications having first been shown to the President
- draw up an agenda for each meeting in consultation with the President
- call meetings of the committee at the instance of the President or by a third of Institutes
- prepare a report for presentation at the business meeting of the year's activities of the Federation
- write the minutes of the business meeting before handing over to her successor.

If relevant, it is desirable that other members be enlisted to help the Secretary. The Secretary's duties may be divided.

6.4 The Treasurer shall:

- receive all monies belonging to the Federation and disburse the same only on the instruction of the committee
- keep an accurate account of receipts and payments and prepare a statement of accounts to be presented at the business meeting
- have the statement of accounts independently examined, signed and dated, but not by a member of the Federation
- hand over the books to her successor at the business meeting.

6.5 If the Federation is a registered Scottish charity, the Secretary and Treasurer shall:

- complete the annual reports and accounts for submission to the Office of the Scottish Charity Regulator (OSCR), ensuring that they comply with current legislation
- have the independent examiner sign the declaration required by the current legislation.

7.

COMMITTEES

7.1 Federations may find it convenient to have an Executive Committee, consisting of the Federation office-bearers, including the Federation President, Vice-President, Area representatives and such other members as desired.

7.2 The Federation Executive Committee shall:

- fix its own time and place for meetings
- be elected by the Institutes
- consist of such representation from the Institutes as may be decided by the Federation. It is desirable that these representatives be members of their Institute committee. 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
- All matters affecting the general running of the Federation shall be decided by the majority vote of the Federation Executive members; the Executive thereafter will implement the decisions
- Provide terms of reference for each of the Federation committees to be reviewed annually.

7.3 A proportion of the committee members, at the discretion of the Federation, shall retire in rotation and shall not be eligible for re-election for a set period decided by each Federation.

8.

SUB COMMITTEES

8.1 The committee has the power to appoint sub-committees. The President, Vice-President, Secretary and Treasurer shall be ex-officio members, with voting powers, on all sub-committees.

9.

QUORUM

9.1 A majority of the committee constitutes a quorum.

10.

HANDCRAFTS AND HOMESKILLS COMMITTEE

10.1 Handcrafts and Homeskills Committee may be formed to encourage interest in crafts and home skills, with a view to maintaining the best traditions in this area arranging tests, classes and schools etc.

11.

NOMINATION COMMITTEE REPRESENTATION

11.1 The role of the Nomination Committee for each area is to appoint two members from that area to serve on national committees and one member to sit on the National Finance Committee. Federations shall elect one representative to the Nomination Committee for up to two trienniums.

11.2 At the nomination meeting, each representative will have one vote per committee only.

11.3 Every third year, each Federation shall ask its Institutes for nominations for national committee members.

11.4 The list of nominations thus received shall be circulated to the Institutes, who shall advise their delegates who to vote for.

11.5 Federation employees are not eligible for election to the Board or any committee.

Scottish Women's Institutes is a registered Scottish Charity: Charity Number SC011901

11.6 Nomination Committee members are not eligible to stand for national committee

11.7 Nomination Committee will be chaired by a Board Member who will be ex-officio without voting power.

a. Federations shall have the power to send a proxy to a meeting of Nomination Committee in place of an elected member, should the latter be unable to attend.

b. Should a vacancy on Nomination Committee occur between triennial elections, such vacancy shall be filled by the appointment of a proxy elected by the Federation.

12. RECOGNITION AWARD

12.1 Federations may confer a recognition award for exceptional service.

13. DISQUALIFICATION OF OFFICE-BEARERS

13.1 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. It is a criminal offence under the Act for anyone to be involved in the management or control of a Scottish charity in certain circumstances.

13.2 SWI requires that an Office-bearer will be disqualified from her post in the event of any of the following circumstances:

- has an unspent conviction for dishonesty or an offence under the Act
- is an undischarged bankrupt
- removal under either Scottish or English Law or the courts from being a charity trustee
- disqualified from being a company director
- having been imprisoned
- has become of unsound mind, as evidenced by a medical certificate
- grossly neglects the duties as an office-bearer or
- acts in such a way as to bring the reputation of the Scottish Women's Institutes into disrepute.

13.3 In any other circumstances, suspension of any Institute member is decided by the Federation Executive Committee.

14. CLOSURE OF THE FEDERATION

14.1 If considering closure, the Chief Executive Officer (CEO) must be contacted for guidance (as defined in the Board Constitution).

14.2 If closure is inevitable and the Federation is a charity, consent must be obtained from the Office of the Scottish Charity Regulator (OSCR) to wind up the Federation.

14.3 Should the Federation cease to function, its funds, after outstanding accounts have been paid, shall become the property of SWI Board together with all assets.

15. GENERAL

While leaving complete freedom to individual members, it is inadvisable for Federations to affiliate, as corporate bodies, to any other organisation with the exception of ACWW.

Scottish Women's Institutes is a registered Scottish Charity: Charity Number SC011901

Signed on behalf of the Federation (Trustees)

Federation President

Federation Treasurer/Secretary

Date:

SCOTTISH WOMEN'S INSTITUTES
BOARD OF TRUSTEES CONSTITUTION

Charity no.: SC 011901

AIMS

The aims of the organisation shall be:

To advance the education and skills of women and girls.

- To provide a platform for social activities and networking
- To promote the preservation and development of Scotland's heritage and culture
- To promote and work with like-minded organisations at home and abroad

1.1 It shall be the business of the Board to promote and develop the SWI movement in Scotland on a National basis and to promote and develop the activities of the Federations and Institutes.

1.2 A Board member shall meet with elected Federation representatives at area level on a biannual basis.

1.3 The four national committees shall be:

- Education & International
- Handcrafts and Homeskills
- Communications
- Finance

1.4 Half yearly reports from standing committees shall go to the Board.

2. ELECTION OF BOARD

2.1 The Board shall consist of 10 members including the three Office-bearers, the CEO (without voting powers) and up to two co-opted persons as required.

2.2 Employees of SWI are not eligible for election to the Board.

2.3 APPOINTMENT TO THE BOARD

Selection Panel

A Selection Panel consisting of the Retiring President, Former President and an Independent Representative (advisor).

Selection Process

Any member who has a proposer and seconder should set out how they match the skillset required and send an application to the CEO by the due date. Following receipt the Selection Panel will select the Board members or select a short list for voting at Federation level if required.

2.4 Any Board member who has failed to attend two consecutive meetings without good reason shall be held to have resigned

2.5 Board members will be elected every three years for a maximum of two trienniums except for position of President.

Scottish Women's Institutes is a registered Scottish Charity: Charity Number SC011901

3. NOMINATION OF OFFICE-BEARERS OF SWI

3.1 The Office-bearers of the SWI shall consist of President, Vice-President and Honorary Treasurer.

3.2 Any members wishing to stand for an Office bearer's position will require to submit biographies to Headquarters. If an election is required, these will be circulated to Federations for voting.

3.3 Each appointment shall be for a three year term of office.

3.4

a) on the expiry of the President's term of office, the Vice-President, has the right to become President if unopposed for the following three years

b) if the Vice-President does not wish to exercise that option, a new President shall be elected.

4. POWERS AND DUTIES

4.1 The Board has the power:

- to initiate any project of a National or International character affecting the organisation as a whole and which would come within the organisation's stated aims
- to legislate in situations not covered by the rules laid down in the constitution, on giving six months' notice to the Institutes of such intended legislation
- to appoint other committees, with power of co-option.

4.2 At the Board meeting, the appointed Board members shall vote on the business appearing on the agenda.

4.3 In exceptional circumstances, a postal or e-mail vote on essential matters may be conducted. Necessity for a postal vote would be at the discretion of the Board.

5. DUTIES OF NATIONAL OFFICE-BEARERS

5.1 It shall be the duty of Office-bearers to promote the work of the SWI and to ensure that policies are implemented.

5.2 For this purpose, they shall appoint a Chief Executive Officer of the SWI.

6. DUTIES OF CEO

6.1 The CEO, who has no voting powers on the Board or any committees, shall:

- be responsible for the administration of the SWI, and the day to day management of the office
- be responsible for the appointment of staff
- act as adviser to SWI
- have responsibility to ensure that Board policies are implemented
- draft grant applications and other important documentation relating to SWI
- where appropriate promote the work of the organisation
- prepare and manage budget for approval of the Board
- ensure compliance with relevant legislation
- provide strategic advice to the Board on organisational performance
- policy- if appropriate represent the organisation on other bodies and draft Consultation responses

- deliver the organisations business plan ensuring that it meets the strategic aims as set by the Board
- supply regular reports to the Board
- identify any potential risks and bring them to the Board's attention.

7. FINANCE

7.1 The expenses of the Board for office organisation, Board members' official travelling and subsistence allowances etc, shall be met by the levy per member collected by the Federations according to the number of Institute members in each Federation.

7.2 The amount of this levy shall be fixed at the annual meeting of the Board.

7.3 The total levy due from each Federation will be based on the membership of the Institutes for the previous year (as reported at the Federation business meeting) and shall be paid to Headquarters not later than 1 November of every year.

7.4 New Institutes will be excused ONE payment of Federation and National levies.

7.5 The annual, audited SWI accounts shall:

- be sent to the Federations
- be available to all Institutes
- be available to all members
- be made available to non-members within one month of a request
- be available on the members' area of the website.

7.6 The Board shall be entitled to receive any funds given, or bequests made, to SWI as a whole, and shall be responsible for their expenditure.

7.7 Expenses of the Office-bearers and Board members attending meetings of the Board, and the national committees to which they are elected, shall be borne by SWI.

8. BOARD MEETINGS

8.1 The Board shall meet at least four times per year with dates decided by the Board one of which shall be the Annual General Meeting (AGM).

8.2 Agenda items for the AGM shall be sent to the CEO not later than six weeks before the date of this meeting.

8.3 It shall be competent for the CEO to call an emergency or extraordinary meeting at the instance of the National President or any six Federations.

9. EX OFFICIO MEMBERS

9.1 A Board member will be ex officio, without voting powers, on the following committees: Education and International, Handcrafts and Homeskills and Communications.

9.2 National Office-bearers will have a vote on the Board and Finance Committees.

10. FINANCE COMMITTEE

10.1 The Honorary Treasurer of the Board is the Convenor and notwithstanding the committee shall appoint a Vice Convenor from within its membership, which consists of:

- National Office-bearers.
Convenors of national committees.
- Representatives elected by Federations in the six areas – North, West Highland, North East, Central, South West and South East. .

10.2 Its operation shall be open and accountable to the Board.

10.3 The appointed Financial Adviser shall attend at least two Finance Committee meetings annually and consultations which are arranged as required.

10.4 The Finance Committee shall be responsible for SWI finances, supervise the financial management of SWI and ensure that:

- proper books of accounts are maintained and brought to a balance as at 31 December annually
- a copy of the duly audited accounts is sent to each Federation not later than two weeks before the annual general meeting
- all monies received shall be paid to the credit of a bank or building society account in the name of Scottish Women's Institutes, such accounts to be operated on by two signatures from the appointed signatories
- four signatories are appointed, consisting of National Office-bearers and their nominee(s)
- all other assets, heritable and moveable, are recorded in the name of Scottish Women's Institutes or such nominees as have been, or may in the future be, appointed by the organisation
- each committee member has a responsibility to report to their Federation representatives within their geographical area after each meeting.

10.5 Based on professional advice, the Finance Committee shall have the power to invest the whole, or any part of, the Scottish Women's Institutes funds in investments, securities, deposits and other assets of whatever description whether or not falling within the class of investments authorised by The Charities and Trustee Investment (Scotland) Act 2005 as it shall in its discretion think fit.

11. EDUCATION AND INTERNATIONAL COMMITTEE

11.1 The Convenor and Vice Convenor will be elected from the 12 Area representatives at the first committee meeting of each triennium.

11.2 The committee shall consist of appointed Area representatives and National office-bearers without voting powers.

11.3 Financially, the committee is accountable to the Board through the Finance Committee.

11.4 Each committee member has a responsibility to report to their Federation representatives within their geographical area after each meeting.

12. HANDCRAFTS AND HOMESKILLS COMMITTEE

12.1 The Convenor and Vice Convenor of the committee will be elected from the 12 Area representatives at the first meeting of each triennium.

12.2 The committee shall consist of appointed Area representatives and National Office-bearers without voting powers.

12.3 Financially, the committee is accountable to the Board through the Finance Committee.

12.4 Each committee member has a responsibility to report to their Federation representatives within their geographical area after each meeting.

13. COMMUNICATIONS COMMITTEE

13.1 The Convenor and Vice Convenor of the committee will be elected from the 12 Area representatives at the first meeting of each triennium.

13.2 The committee shall consist of appointed Area representatives and National office-bearers without voting powers.

13.3 Editorial policy is the responsibility of the appointed Editor in agreement with the National Office-bearers.

13.4 Financially, the committee is accountable to the Board through the Finance Committee.

13.5 Each committee member has a responsibility to report to their Federation representatives within their geographical area after each meeting.

14. ANNUAL GENERAL MEETING

14.1 The organisation will hold an Annual General Meeting in May which may be held in conjunction with a National Event.

- a) A report by the National President
- b) The AGM will approve annual accounts
- c) The appointment of Auditors
- d) Office holders as appropriate
- e) Any other reports as appropriate
- f) Between AGM's necessary changes in constitution and rules shall be circulated to the Federations by the CEO two months before the AGM meeting to enable the views of the Institute members to be obtained and shall be decided by the AGM.

15. NATIONAL CONFERENCE

15.1 The Organisation will hold a National Conference once in every three years, which will:

- be open to one voting delegate from each Institute
- be open to visitors from each Institute depending on seating availability
- provide an opportunity for discussion of motions submitted by Institutes.

15.2 A motion sent by an Institute to the National conference shall be proposed by one Institute and seconded by another Institute. The same principle applies to a motion sent by a Federation, i.e. it should be proposed by an Institute delegate from that Federation and seconded by an Institute delegate from another Federation and submitted 28 days in advance of the National Conference.

16. DISQUALIFICATION OF NATIONAL OFFICE-BEARERS AND BOARD MEMBERS

16.1 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. It is a criminal offence under the Act for anyone to be involved in the management or control of a Scottish charity in certain circumstances.

16.2 SWI requires that an Office-bearer or Board member will be disqualified from the post in the event of any of the following circumstances:

- a) has an unspent conviction for dishonesty or an offence under the Act
- b) an undischarged bankrupt
- c) removal under either Scottish or English Law or the courts from being a charity trustee
- d) disqualified from being a Company Director
- e) having been imprisoned
- f) has become of unsound mind, as evidenced by a medical certificate
- g) grossly neglects the duties as an office-bearer or Board member; or
- h) acts in such a way as to bring the reputation of the Scottish Women's Institutes into disrepute.

16.3 In such circumstances the provisions relating to a vacancy occurring during an Office-bearer's term of office shall apply.

16.4 A proposal to disqualify a National Office-bearer or Board member under (g) or (h) will be decided by an extraordinary meeting of the Board called by the CEO at the request of three members of the Board.

16.5 The meeting will be chaired by the most senior member of the Board, excluding the Office-bearer who is the subject of the complaint.

17. DISSOLUTION OF SWI

17.1 A motion to dissolve SWI shall:

- only be proposed at an extraordinary Board meeting
- only be carried by a majority of at least two thirds of the members present
- require the permission of the Office of the Scottish Charity Regulator (OSCR) before the resolution can take effect.

17.2 Members of the Board shall be responsible for winding up the organisation's assets and liabilities.

17.3 Any assets remaining, after the discharge of all debts and liabilities, shall be given to charities having similar aims and nominated by the Board.

Signed on behalf of the Board

National President

Honorary Treasurer

Date