

SCOTTISH WOMEN'S RURAL INSTITUTES

CENTRAL COUNCIL CONSTITUTION

Charity no.: SC 011901

AIMS

The aims shall be:

a) to advance the education and training of women who are members, who live and work in the country or are interested in

- country life
- home skills
- family welfare
- citizenship

b) to promote the preservation and development of Scotland's traditions, rural heritage and culture.

1.1 It shall be the business of Central Council to maintain the SWRI movement in Scotland on a national basis and to promote the common and concerted activities of the federated institutes.

1.2 There shall be an Executive Committee consisting of one Central Councillor from each federation.

1.3 The four Central Council standing committees shall be

- Education & International;
- Handcrafts & Housewives;
- Magazine;
- Finance.

1.4 Half yearly reports from standing committees shall go to the Executive Committee and yearly reports to Central Council.

1.5 Central Council shall appoint a financial adviser, who must be a suitably qualified person, an auditor and a stockbroker.

2. ELECTION OF CENTRAL COUNCIL

2.1 Central Council shall consist of representatives elected for three years by the federation members in proportion to the number of members in the federation, as follows

up to 400 members	1 Central Councillor
401 to 1000 members	2 Central Councillors
1001 to 1500 members	3 Central Councillors
1501 and over	4 Central Councillors

2.2 At the meeting of Central Council, each federation will have one vote only, cast by the Central Councillor appointed by the federation to do so.

2.3 Every third year each federation shall

- ask its institutes for nominations to Central Council;
- circulate the list of nominations thus received to the institutes, who shall instruct their delegates how to vote;
- elect Central Councillors by ballot;
- forward the names to the General Secretary of Central Council by 10 December to enable the complete list of names to be sent to all federations at the beginning of the following January. Any federation submitting names after 10 December will not be represented on Central Council. It shall be open to the federation concerned to appeal to the first Central Council meeting of the new triennium.

2.4 Employees of SWRI are not eligible for election to Central Council.

2.5 Any member who has failed to attend two consecutive meetings of the Executive and Finance Committees or of other standing committees, and has failed to send a proxy, shall be held to have resigned and the federation shall be notified.

2.6 Central Councillors may be elected every three years for a maximum of three trienniums and shall not thereafter be eligible for re-election until three years have elapsed.

2.7 The vacancy on Central Council caused by the election of a national office-bearer will be filled by the appointment of the proxy and the federation will elect a new proxy.

3. NOMINATION OF OFFICE-BEARERS OF CENTRAL COUNCIL

3.1 The Office-bearers of Central Council shall consist of Chairman, Senior Vice Chairman, Junior Vice-Chairman and Honorary Treasurer.

3.2 Before being appointed as an office-bearer of Central Council, a nominee must have been elected as a Central Councillor by her own federation for the next triennium.

3.3 It is recommended that a nominee for national office should have experience as a federation office-bearer.

3.4 Each appointment shall be for a three year term of office, except for the Honorary Treasurer who may be elected to serve for a further three years in the same office.

3.5 There will always be an election for the Junior Vice Chairman and Honorary Treasurer's posts.

3.6 Notwithstanding Para. 2.6 and to comply with Para. 3.5, the Vice-Chairmen and Honorary Treasurer shall count their periods of service on Central Council from the date on which they were last elected to their present offices.

3.7 With a view to assisting in continuity and experience,

a) on the expiry of the Chairman's term of office, the Senior Vice Chairman, providing she has been elected Central Councillor by her federation for the next triennium, has the right to become Chairman for the following three years, the decision to be made by 15 December;

b) if the Senior Vice Chairman does not wish to exercise that option, the Junior Vice Chairman, providing she has been elected Central Councillor by her federation for the next triennium, will have the right to become Chairman for the following three years, the decision to be made by 20 December and, if she exercises that right, there will be no election for the Chairman's post;

c) on the expiry of the Senior Vice Chairman's term of office, the Junior Vice Chairman, providing she has been elected Central Councillor by her federation for the next triennium, will have the right to become Senior Vice Chairman for the following three years (unless she has become Chairman as aforesaid), her decision to be made by 15 December;

d) the Honorary Treasurer may, providing she has been elected Central Councillor by her federation for the next triennium, either at the end of the first three year term or, having been re-elected for a further three year term, after six years, be nominated for election as Junior Vice Chairman, or Senior Vice Chairman or Chairman if those posts are vacant.

3.8 From the list of Central Councillors for the next triennium, federations shall return to Central Council Headquarters, by 1 March, nominations for such of the office-bearers' posts as are available, having first ascertained that the nominees have consented to stand for election.

3.9 These nominations shall be issued to each federation at least one month before the new Central Council is due to meet.

4. ELECTION OF NATIONAL OFFICE-BEARERS

4.1 Election will be by ballot as follows

- a voting paper will be sent to each federation for completion at the Federation Executive Committee meeting;
- the appointed Central Councillor for each federation will take the completed voting paper, in a sealed envelope, to Central Council on the day of the meeting;
- the ballot will be confidential and federations will not be identifiable from the forms
- an independent teller will be appointed;
- when more than two nominations are made for an office, a second eliminating vote may have to be held at the Central Council meeting to ensure that the elected nominee has a clear majority (*e.g. a candidate must have more votes than the other candidates collectively, e.g. three candidates have 15, 11, 8 votes*)

respectively. All federations will be asked to vote in a second ballot for the two candidates with 15 and 11 votes. Only the names of the candidates in the second ballot will be announced. No results will be given. The candidate with the higher vote in the second ballot wins the election.);

- federations should instruct their appointed Central Councillors how to vote in the event of a second vote.

4.2 In the event of the Honorary Treasurer standing for re-election to that post, or election to another national office, and failing to be elected to that office, she shall then retire from Central Council on completion of the normal Central Council term.

4.3 During an office-bearer's term in office, the principle of progression shall also apply

- if a vacancy occurs in the Chairman's post: the Senior Vice-Chairman will have the right to step into that post, whom failing the Junior Vice Chairman;
- if a vacancy occurs in the Senior Vice Chairman's post: the Junior Vice Chairman(unless she has become Chairman as aforesaid) will have the right to step into that post;
- if a vacancy occurs in the Junior Vice Chairman's post, or a vacancy remains in the Chairman's post or Senior Vice Chairman's post because the option of progression has not been exercised: the post will be filled by an election at the next meeting of Central Council, from the elected Central Councillors, excepting the Honorary Treasurer (see Para. 3.7). The successor shall serve until the end of the three year period of her predecessor and may then exercise the right to progress to the office of Chairman or Senior Vice Chairman;
- if a vacancy occurs in the Honorary Treasurer's post. The post will be filled by an election at the next meeting of Central Council, from the elected Central Councillors. The successor shall serve until the end of the three year period of her predecessor and may then be elected for a further three years as Honorary Treasurer, providing she has been elected Central Councillor by her federation. The successor may be nominated for election as Junior or Senior Vice Chairman, or Chairman if that post is vacant.

5. POWERS AND DUTIES

5.1 Central Council 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.

5.2 At the Central Council meeting, the appointed Central Councillors shall vote on the business appearing on the agenda, having consulted other Central Councillor(s) from, and bearing in mind the views held by, their federations.

5.3 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 National Office-bearers.

6. DUTIES OF NATIONAL OFFICE-BEARERS

6.1 It shall be the duty of Office-bearers to promote the work of SWRI and to ensure that the policies of Central Council are implemented.

6.2 For this purpose, they shall appoint a General Secretary of SWRI

6.3 They shall appoint National Proficiency Test Judges.

7. DUTIES OF GENERAL SECRETARY

a. The General Secretary shall

- be responsible for the administration of Central Council, and the day to day management of the office;
- be responsible for the appointment of junior staff;
- act as adviser to SWRI;
- have responsibility to ensure that Central Council policies are implemented;
- draft grant applications and other important documentation relating to SWRI.

b. A representation of the office-bearers participates in the appointment of senior staff i.e. Committee Secretaries, Finance Officer and Editor.

8.**FINANCE**

8.1 The expenses of Central Council for office organisation, Central Councillors' official travelling and subsistence allowances, etc., shall be met by a levy per member to be collected by the federations according to the number of institute members in each federation.

8.2 The amount of this levy shall be fixed at the annual meeting of Central Council.

8.3 The proposed levy shall be reported to the Executive Committee in November for onward submission to Central Council in May.

8.4 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 Central Council not later than 1 November of every year.

8.5 New institutes will be excused ONE payment of federation and Central Council levies.

8.6 The annual, audited Central Council accounts shall

- be published in the SWRI magazine;
- 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.

8.7 Central Council shall be entitled to receive any funds given, or bequests made, to SWRI as a whole, and shall be responsible for their expenditure.

8.8 Expenses of the office-bearers' and Central Councillors' attendance at meetings of Central Council, and the standing committees to which they are elected, shall be borne by Central Council.

9.**CENTRAL COUNCIL ANNUAL MEETING**

9.1 Central Council shall meet at least once annually.

9.2 The date and place of the annual meeting shall be fixed by Central Council. At least a day shall be allowed for the annual meeting.

9.3 Agenda items for the annual meeting shall be sent to the General Secretary not later than six weeks before the date of the meeting.

9.4 It shall be competent for the General Secretary to call an emergency or extraordinary meeting at the instance of the Chairman or of any six federations.

10.**EXECUTIVE AND STANDING COMMITTEES**

Every Central Councillor shall be appointed to a committee of Central Council.

11.**PROXIES ON THE EXECUTIVE AND STANDING COMMITTEES**

The proxies (Federation Constitution 10.9d) of Central Councillors on the standing committees shall

- attend in the absence of elected members;
- be drawn from the elected proxies in the same federation;
- have full voting powers;
- become Central Councillor when a vacancy occurs.

12.**EX OFFICIO MEMBERS**

12.1 National office-bearers will be ex officio, without voting powers, on the following standing committees: Education and International, Handcrafts and Housewives, Magazine.

12.2 National office-bearers will have a vote on Central Council, Executive and Finance Committees.

12.3 The national Senior and Junior Vice Chairmen shall be eligible to be Convenors of standing committees other than the Finance Committee.

12.4 Other Convenors, as Central Councillors, shall

- exercise their right to vote on Central Council
- have a vote on their own standing committee and on the Finance Committee.

13. EXECUTIVE COMMITTEE

13.1 The Chairman of Central Council is the Convenor of the committee, membership of which consists of

- one Central Councillor from each federation;
- national office-bearers;
- Convenors of standing committees.

13.2 All standing committees must report to the Executive Committee bi-annually and then to Central Council annually.

13.3 The Executive Committee shall

- consider reports and recommendations from all standing committees before submission to Central Council;
- meet twice yearly (more frequently if required), one of these meetings to be held at the time of the annual Central Council meeting;
- have the power to make decisions between Central Council meetings;
- be responsible for the organisation of national sports competitions;
- have the power to appoint sub committees, where necessary;
- be responsible for the National Test Programme.

14. FINANCE COMMITTEE

14.1 The Honorary Treasurer of Central Council is the Convenor and notwithstanding the committee shall appoint from within its membership a Vice Convenor, membership of which consists of;

- national office-bearers;
- Convenors of standing committees;
- Central Councillors elected by federations in the six areas – North, West Highland, North East, Central, South West and South East. Each area representative shall have a proxy, elected at the same time as the area representative, and from a different federation in the area.

14.2 Its operation shall be open and accountable to the Executive Committee.

14.3 The appointed financial adviser shall attend at least two finance committee meetings annually and consultations which are arranged as required.

14.4 The Finance Committee shall be responsible for SWRI finances, supervise the financial management of SWRI 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 Central Council meeting;
- all monies received shall be paid to the credit of a bank or building society account in the name of Scottish Women's Rural 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 Rural Institutes or such nominees as have been, or may in the future be, appointed by the organisation.

14.5 Based on professional advice, the Finance Committee shall have the power to invest the whole, or any part of, the Scottish Women's Rural 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.

15. EDUCATION AND INTERNATIONAL COMMITTEE

15.1 The Convenor and Vice Convenor will be elected from Central Councillors appointed directly to the committee, at the first meeting of each triennium.

15.2 The committee shall consist of appointed Central Councillors and Central Council office-bearers without voting powers.

15.3 The committee shall be responsible for

- promoting interest, and encouraging participation, in further education, the arts and citizenship in Scotland;
- the organisation of the education test programme;
- matters pertaining to SWRI's association with international bodies, e.g. ACWW;
- information and education on an international basis;
- encouraging international exchange;
- organising institute links and pen-friendships;
- consideration of relevant correspondence submitted by federations.

15.4 Financially, the committee is accountable to the Executive Committee through the Finance Committee.

16. HANDCRAFTS AND HOUSEWIVES COMMITTEE

16.1 The Convenor and Vice Convenor of the committee will be elected from Central Councillors appointed directly to the committee, at the first meeting of each triennium.

16.2 The committee shall consist of appointed Central Councillors and Central Council office-bearers without voting powers.

16.3 The committee shall be responsible for

- all matters pertaining to handcrafts and homecrafts;
- maintaining a high standard in design, craftsmanship, demonstration and judging;
- the organisation of the handcrafts and housewives test programmes, classes, schools and competitions;
- consideration of relevant correspondence submitted by federations
- the organisation of the Handcrafts and Housewives Conference held once in three years.

16.4 Financially, the committee is accountable to the Executive Committee through the Finance Committee.

17. COMMUNICATIONS COMMITTEE

17.1 The Convenor and Vice Convenor of the committee will be elected from Central Councillors appointed directly to the committee, at the first meeting of each triennium.

17.2 The committee shall consist of appointed Central Councillors and Central Council office-bearers without voting powers.

17.3 The committee shall be responsible for

- policy;
- production;
- distribution;
- operational finance;
- consideration of relevant correspondence submitted by federations
- All Marketing and Publicity

of 'Scottish Home and Country', the monthly magazine of Scottish Women's Rural Institutes.

17.4 Editorial policy is the responsibility of the Editor in consultation with the magazine committee.

17.5 Financially, the committee is accountable to the Executive Committee through the Finance Committee.

18. NATIONAL CONFERENCE

18.1 Central Council 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;
- provide an opportunity for discussion of motions submitted by institutes.

18.2 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.

18.3 Between national conferences, necessary changes in constitution and rules shall be

- recommended to Central Council by the national Executive Committee or by a federation at least six months before the Central Council meeting at which they will be considered;
- sent out electronically or by post, to each institute for ratification, for reply before the end of the subsequent month.

- circulated to the federations by the General Secretary at least four months before the Central Council meeting to enable the views of the institute members to be obtained and Central Councillors to be instructed on the federation's views before the meeting;
- decided by Central Council;

19. DISQUALIFICATION OF NATIONAL OFFICE-BEARERS

19.1 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.

19.2 SWRI requires that an office-bearer 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
- h. acts in such a way as to bring the reputation of the Scottish Women's Rural Institutes into disrepute.

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

19.4 A proposal to disqualify a national office-bearer under (g) or (h) will be decided by an extraordinary meeting of the Executive Committee called by the General Secretary at the request of three members of the Executive Committee.

19.5 The meeting will be chaired by the most senior member of the Executive Committee, excluding the office-bearer who is the subject of the complaint.

20. DISSOLUTION OF SWRI

20.1 A motion to dissolve SWRI shall

- only be proposed at an extraordinary Central Council 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.

20.2 Members of Central Council shall be responsible for winding up the organisation's assets and liabilities.

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

Signed on behalf of Central Council

National Chairman

Honorary Treasurer

Date

