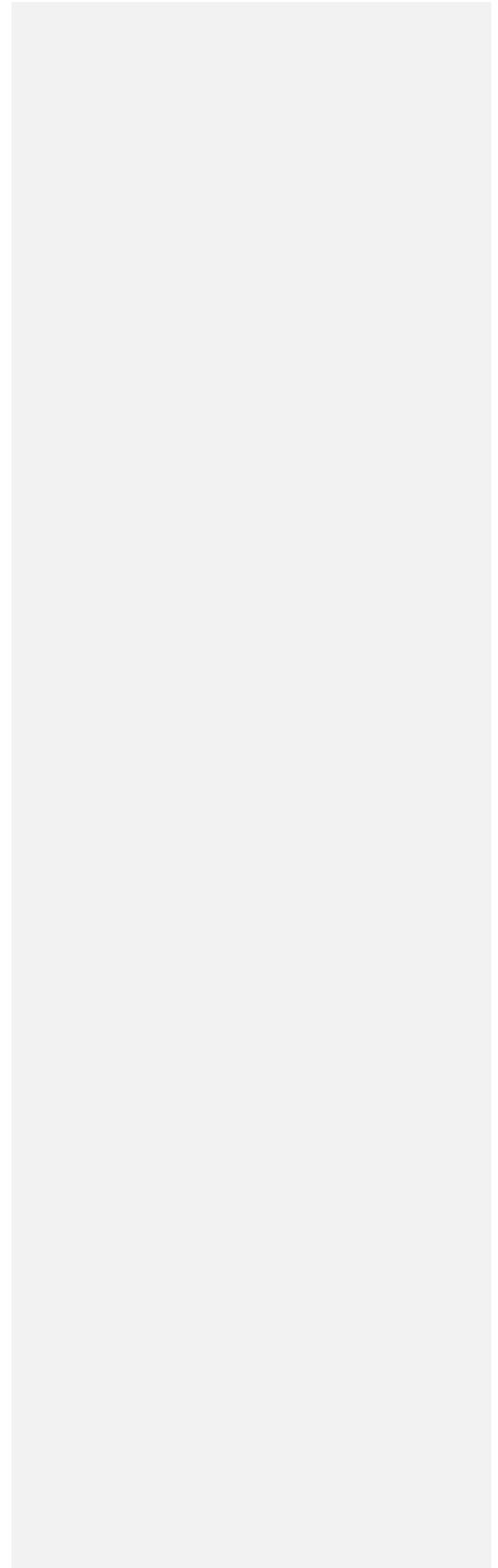


**townswomen**

*leading women forward*

**CONSTITUTION  
FOR A  
TOWNSWOMEN'S GUILDS**



THE

TOWNSWOMEN'S GUILD

# CONSTITUTION

Date Adopted: 3<sup>rd</sup> April 2000

## CONSTITUTION FOR A TOWNSWOMEN'S GUILD

### 1. NAME

The name of the Guild is "\*\*\*\*\*" (hereinafter referred to as "the Guild").

### 2. DEFINITIONS

In this Constitution:

"The Federation" means the Federation of Townswomen's Guilds to which the Guild is affiliated and on whose Federation Council the Guild is represented.

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

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

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

### 3 OBJECTS

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

- 3.1. To advance the education of women irrespective of race creed and party so as to enable them to make the best contribution towards the common good.
- 3.2. To educate such women in the principles of good citizenship and in all public questions both national and international.
- 3.3. To advance the education of the public by carrying out research into any public questions whether local national or international, and publishing the useful results of such research.
- 3.4. To advance the education of the public by promoting public understanding of any subject of educational value where women have particular knowledge or experience.
- 3.5. To provide or assist in the provision of facilities for recreation or other leisure time occupation for such women in the interests of social welfare and with a view to improving their conditions of life.

### 4. ENABLING PROVISIONS

- 4.1. In furtherance of the Objects set out in clause 3 above but not otherwise the Guild may exercise the following powers:-
- 4.2. To disseminate the knowledge gained in the carrying out of the Objects by means of all manner of information provisions, publications, presentations, conferences, demonstrations and exhibitions including the exchange of information with other bodies having similar Objects whether in this country or overseas.
- 4.3. To arrange and provide for, or join in arranging and providing for, the holding of exhibitions, meetings, lectures, classes, seminars and training courses.
- 4.4. To raise funds and invite and receive contributions from any person or persons whatsoever by way of subscriptions and otherwise.

4.5. To operate bank accounts in the name of the Guild and to invest the money of the Guild not immediately required for the said Objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.

4.6. To do all such other lawful things as are necessary for the attainment of such Objects.

## 5. THE GUILD

5.1. The members of the Guild from time to time shall carry out the Objects of the Guild and shall abide by this Constitution.

5.2. The Guild is affiliated to and represented on the Federation and the National Council

## 6. MEMBERSHIP

6.1. Membership of the Guild is open to women who undertake to pay the annual subscription and uphold the Objects of the Guild and abide by this Constitution. There shall be no honorary members.

6.2. The annual subscription is due on February 1 in each year.

6.2.1. New members who join the Guild for the first time after August 31 in any year must pay the annual subscription forthwith, but such payment will cover not only the remainder of the financial year of the Guild in which the member joins, but also the whole of the next financial year of the Guild. The Guild financial year shall end on January 31 in each year.

6.2.2. An existing member not paying her current subscription by March 31 in each Year ceases to be a member of the Guild. Should she wish to rejoin, the full annual subscription is payable.

6.2.3. Every member shall be issued with a membership card.

## 7. GUILD MEETINGS

### 7.1. REGULAR MEETINGS

7.1.1. The Guild is administered by its Executive Committee. At least eleven monthly meetings shall be held at a time and place agreed by a simple majority of the members from time to time.

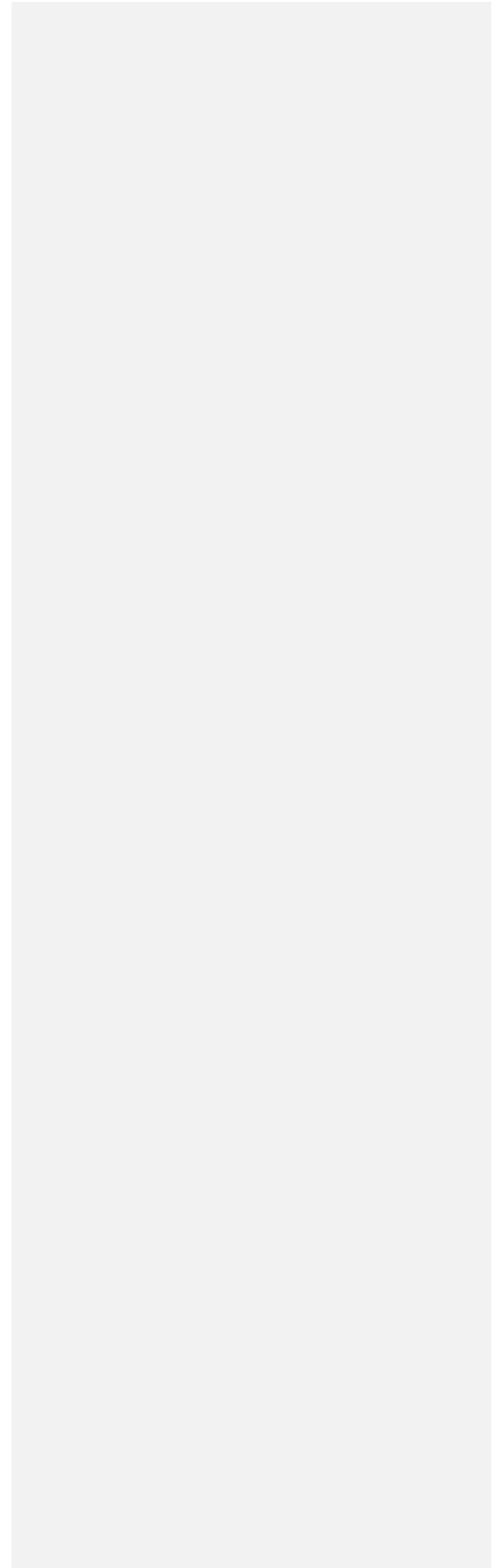
7.1.2. Any change in the regular meeting place or time shall be decided by a simple majority of the members of the Guild at an Extraordinary Meeting. The National Headquarters and the Federation shall be notified of such changes.

7.1.3. The Guild programme of work and the budgets must be approved each year by a simple majority of the members of the Guild present and voting.

7.1.4. The procedure at a Guild meeting must include:

- a) The Minutes of the previous meeting.
- b) The financial statements and any budgets to be considered.
- c) Reports from the Executive Committee and any sub-committees.
- d) Reports from delegates to Federation Council, the National Council and any other meetings at which the Guild has been represented.
- e) Any motions proposed by the Executive Committee or by other members of the Guild.

f) Correspondence.



## 7.2. THE ANNUAL GENERAL MEETING

7.2.1. There shall be an Annual General Meeting of the Guild in March or April of each year at which a Returning Officer (appointed by the Federation) shall conduct the annual elections.

7.2.2. The Annual General Meeting shall:

- a) Elect a Chairman, Honorary Treasurer, Honorary Secretary and Vice Chairman of the Guild (the Officers) who shall hold office for one year until the next Annual General Meeting.
- b) Elect members of the Guild to fill all vacancies on the Executive Committee of the Guild.
- c) Receive the annual report and accounts.
- d) Appoint an auditor if necessary.
- e) Consider motions previously submitted.
- f) Confirm compliance with this Constitution.
- g) Read and adopt the Guild standing orders.

7.2.3. All those members who have paid their subscriptions for the previous financial year of the Guild together with those new members who have paid their annual subscription for the current financial year prior to the date of the Annual General Meeting, are entitled to place motions on the agenda and to vote.

7.2.4. The quorum for the Annual General Meeting shall be 6 or one third of the members of the Guild, whichever is the greater.

7.2.5. Voting is by simple majority of those present except that motions concerning finance and the Constitution require a two thirds majority of those present.

7.2.6. Voting by proxy or by post is not permitted.

7.2.7. Following the Annual General Meeting copies of Form TGF6 (or such form as may replace it, which gives details of the Guild and its officers) and the accounts signed by the Chairman and Honorary Treasurer shall be sent to both the Secretary of the Federation and the National Headquarters.

7.2.8. At the first Guild meeting after the Annual General Meeting two of its duties shall be to:

- a) Appoint a delegate to the National Council.
- b) Appoint a delegate to the Federation Council. There are two delegates to this Council. One delegate is appointed annually to serve for two years.

## 7.3. EXTRAORDINARY MEETINGS

7.3.1. An Extraordinary Meeting of the Guild may be called at any time by:

- a) The Chairman,
- b) The Executive Committee, or
- c) One third of the members of the Guild, who shall serve written notice of such request on the Chairman.

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

7.3.3. The quorum for an Extraordinary Meeting shall be 6 or one third of the membership of the Guild, whichever is the greater

7.3.4. Voting is by simple majority of those present except in the case of motions concerning finance and the Constitution where a two thirds majority of those present and voting is required. Voting by post or proxy is not permitted.

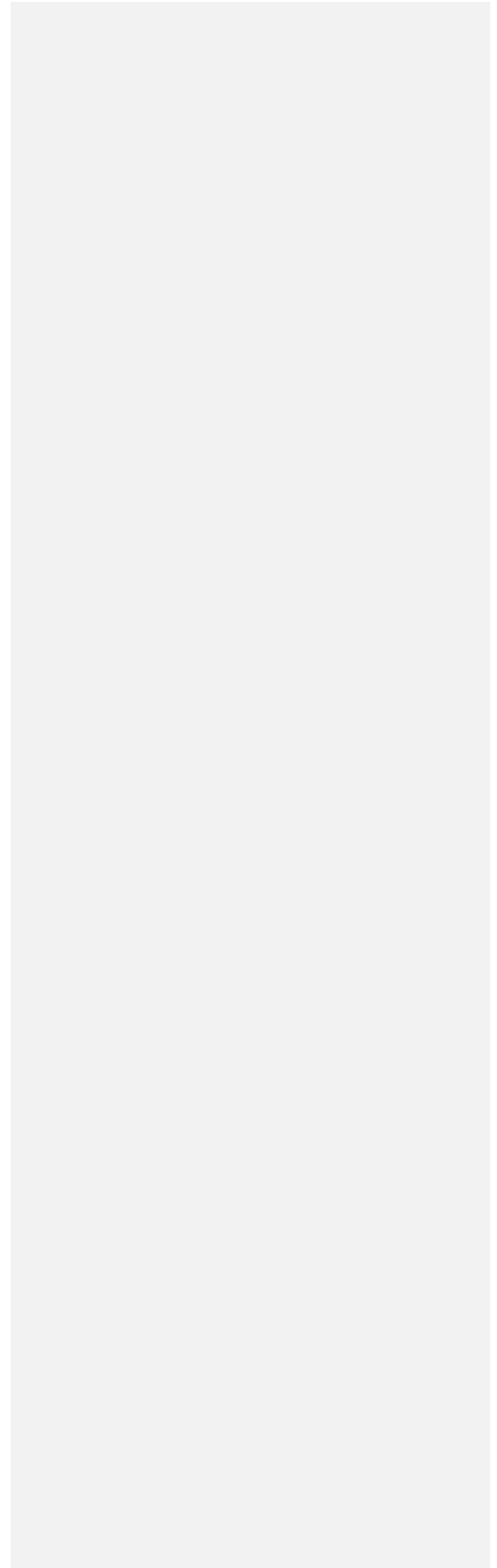
#### 7.4. ELECTIONS AT THE ANNUAL GENERAL MEETING

- 7.4.1. All those members who have paid for their subscriptions in the previous financial year of the Guild, together with those new members who have paid their annual subscriptions for the current financial year of the Guild are entitled to nominate or be nominated as an Officer or an Executive Committee member. Any member may nominate herself,
- 7.4.2. Nominations for the Officers and Executive Committee members:
  - a) May be written on a nomination form provided by the Secretary and given to the Returning Officer at the January or February meeting of the Guild prior to the Annual General Meeting, or.
  - b) Sent directly to the Returning Officer.
- 7.4.3. All nominations must be received by the Returning Officer at least fourteen days prior to the Annual General Meeting.
- 7.4.4. Any Guild experiencing difficulty in obtaining an Officer or Officers must notify both the Local Federation and National Headquarters, who together shall decide who is to visit the Guild.
- 7.4.5. In the event of a tie in the voting, a second ballot shall be held between those tying. In the event of a further tie the Returning Officer shall decide the outcome by mechanical means such as the toss of a coin.

#### EXECUTIVE COMMITTEE

- 8.1. The Executive Committee of the Guild consists of four Officers and four, six, eight or ten other members elected at the Annual General Meeting.
- 8.2. The Guild Executive Committee:
  - a) Holds regular meetings.
  - b) Decides the quorum for its meetings by Standing Order.
  - c) Reviews the Guild Standing Orders annually prior to the Annual General Meeting of the Guild.
  - d) Administers the finances of the Guild in accordance with this Constitution.
- 8.3. Voting in the Executive Committee is by simple majority of those present and voting except in the case of motions concerning finance or the Constitution where a two thirds majority of those present and voting is required. The Chairman shall have a casting vote.
- 8.4. An Extraordinary Meeting of the Executive Committee may be called at the request of the Chairman or two thirds of the members of the Executive Committee who shall serve written notice on the Chairman of such request.
- 8.5. Not less than seven days' notice of the meeting is required.
- 8.6. The Executive Committee may appoint sub-committees and ad-hoc committees and is responsible for drawing up their Standing Orders and Terms of Reference. All acts and proceedings of such committees should be fully and promptly reported back to the Executive Committee.
- 8.7. The Chairman of each sub-committee or ad-hoc committee is appointed by the members of the Executive Committee. At least one member of the Guild Executive Committee must, however, sit on each sub-committee and ad-hoc committee.

8.8. All members of each sub-committee retire at the Annual General Meeting of the Guild but are eligible for re-appointment by the Executive Committee.





- 8.9. A member who is absent from three consecutive meetings of the Guild Executive Committee without adequate reason being given, is deemed to have resigned.
- 8.10. A vacancy on the Guild Executive Committee caused by the resignation of a member on a question of Guild policy, procedure or any other difference of opinion connected with the Guild is filled at the earliest possible Guild meeting by election.
- 8.11. A vacancy on the Executive Committee caused by the resignation of a member due to personal reasons or non-attendance, is filled by co-option. The co-opted member serves for the remaining period of service of the member replaced, with that member's voting rights.
- 8.12. The Chairman of the Guild may hold that office for not more than three years consecutively. She is not then eligible for nomination or election as Chairman until a further two years have elapsed.
- 8.13. The Vice-Chairman may not hold office for more than three years consecutively. She is not then eligible for nomination or election as Vice-Chairman until a further two years have elapsed.
- 8.13. The Honorary Treasurer may not hold office for more than seven years consecutively. She is not then eligible for nomination or election as Honorary Treasurer until a further two years have elapsed.
- 8.14. The Secretary of the Guild may not hold office for more than seven years consecutively. She is not then eligible for nomination or election to the office of Secretary until a further two years have elapsed.
- 8.15. Executive Committee members hold office for two years so that one half of the members of the Executive Committee retire each year but are eligible for re-election.
- 8.16. No Officer or Executive Committee member is eligible for election or co-option to the Executive Committee of more than one Guild.
- 8.17. The Executive Committee may co-opt up to two additional members in each year, who must then retire at the next Annual General Meeting. A co-opted member shall have the same voting rights as all the other members of the Executive Committee.
- 8.19. The Executive Committee is responsible to the Guild for the arrangements of Guild Meetings, outlining schemes of work and carrying out the wishes of the Guild.
- 8.20. No member of the Executive Committee shall acquire any interest in property belonging to the Guild (otherwise than as a trustee of the Guild) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive Committee.

## **9. FINANCE**

- 9.1. All monies and assets received by and belonging to the Guild shall be spent or applied only in furtherance of the Objects of the Guild and as laid down in this Constitution.
- 9.2. The Guild may raise money for the general fund by subscription, donations, applying for and accepting grants and by specific fund-raising efforts.
- 9.3. The Executive Committee shall comply with their obligations under the Charities Act 1993 (or any statutory re-enactment or modification of that Act) with regard to:
- a) The keeping of accounting records for the Guild.
  - b) The preparation of annual statements of account for the Guild.
  - c) The auditing or independent examination of the statements of account of the Guild.
  - d) The transmission of the statements of account of the Guild to the Commission.

9.4. Guild funds may be spent on Guild activities provided that:

- a) The activity is in accordance with the objects of the movement.
- b) The necessary authority is given at a Guild meeting prior to all expenditure.
- c) The procedure for handling Guild Funds by the Guild Honorary Treasurer is observed.

9.5. The Guild may also raise money for special purposes provided that:

- a) The purpose for which it is raised is in accordance with the aims and objects of the Guild.
- b) A resolution is passed at a Guild Meeting prior to the raising of the money, specifically stating the purpose for which the money is to be raised.

The Honorary Treasurer shall be responsible for collecting all receipts relating to special fundraising efforts and shall pay all expenses incurred.

9.6. Any motion concerning finance requires a two thirds majority of those members of the Guild, present and voting.

9.7. A sub-committee may not hold funds, other than petty cash.

9.8. Any money raised belongs to the Guild.

9.9. If money is raised in any financial year for a special purpose in the following year, a resolution must be passed at the December or January Guild meeting reserving this money for that purpose.

9.10. A bank account is opened by the Executive Committee of the Guild and all monies received by the Guild are banked without deductions, by the Guild Honorary Treasurer.

9.11. All payments of over £20 must be by cheque or crossed warrants.

9.12. Each cheque for withdrawal from the bank is signed by two of the Guild Officers, one of whom must be the Honorary Treasurer or the Chairman.

9.13. PETTY CASH

Where petty cash is concerned the Executive Committee decides:

- a) The purpose for which the cash is issued.
- b) Which Guild members shall hold it.
- c) The amount to be issued in each case.

9.14. At, at least quarterly intervals the Guild Honorary Treasurer produces the analysed cash book, the bank statements (including deposit account statements) receipts, bills and petty cash statements for inspection by the Executive Committee of the Guild and these are initialled by the Chairman of the Guild.

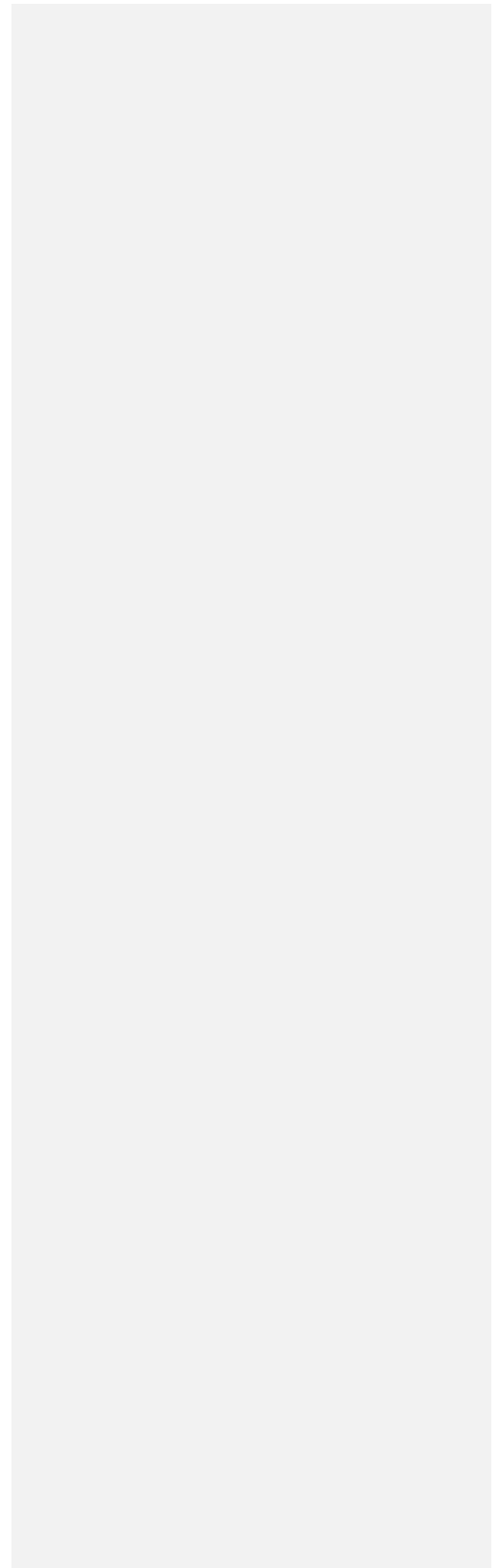
9.15. The Guild financial year shall end on January 31 in each year.

9.16. The affiliation fee to the Townswomen's Guilds is payable to the Townswomen's Guilds National Headquarters and must be sent to the National Headquarters by the following March 31.

9.17. CHARITABLE DONATIONS

The Guild may resolve to undertake fundraising in order to make a donation to a specific U.K. registered charity, in which case it shall be clearly minuted whether the whole or only part of the net proceeds of the

fundraising exercise are to be given to the specified charity with any balance being retained for the benefit of the Guild.



#### 9.18. ACTIVITIES

The cost of activities may be met from the general fund or from a fund raised specifically. A grant or loan from the general fund must be authorised in advance by a resolution passed by at least two thirds of those Guild members present and voting at a Guild meeting. Such resolution shall be minuted, this being authority for the Honorary Treasurer to pay the relevant accounts when received.

9.19 The Guild shall decide the rate of allowance for use of members' cars and telephones, and the persons who shall qualify for such reasonable, out of pocket reimbursement.

#### 9.20 RESERVES

If funds held in a special fund are no longer required for the purposes for which they were raised then the Guild may resolve to transfer the funds to the Guild general fund.

### 10. NATIONAL COUNCIL AND FEDERATION COUNCIL

10.1. The delegate to the National Council is appointed annually at the first meeting after the Annual General Meeting of the Guild, and serves for one year only, attending the Annual General meeting and any Extraordinary Meeting of the National Council.

10.2. The Executive Committee appoints a delegate to the Federation Council who serves for two years and the appointment commences immediately following the Federation Annual General Meeting. There are two delegates always serving, one being appointed each year to serve a two-year term.

The Guild shall notify the Federation on the appointment of each delegate and a register of such names shall be kept by the Federation.

10.3. If a delegate to the Federation Council Meeting is unable to be present at any meeting of the Federation Council, the Executive Committee of the Guild may appoint a deputy delegate to attend in her place and this deputy delegate shall exercise the same rights and privileges as an official delegate even though she is not a named delegate.

10.4. If the delegate to the Federation Council is elected an Officer or Executive Committee member of the Federation the Guild shall appoint another delegate in her place at the next Guild Meeting. The Guild shall inform the Federation of the new appointment.

10.5. A representative of the Townswomen's Guilds Headquarters appointed by its Executive Committee may attend any meeting of the Guild or of its Executive Committee. The Guild or its Executive Committee may also ask the Townswomen's Guilds Headquarters to send a representative to attend any such meeting.

### 11. AFFILIATION

#### 11.1. TO THE NATIONAL HEADQUARTERS

11.1.1. An affiliation fee is payable by March 31 in each year by the Guild to the National Headquarters at the rate agreed by the Central Council calculated on the total subscriptions received by the Guild in the Guild's current financial year.

11.1.2. Failure to pay affiliation fees by the due date will result in:

- a) The loss of the right to send a delegate to the National Council Meeting, and
- b) The loss of the Group Insurance Cover.

11.1.3. The Guild shall pay in each year to the National Headquarters by April 30 in each year the amount of the expenses pool for the Annual General Meeting of the National Council as calculated by the Executive Committee of the Townswomen's Guilds and agreed by Central Council, except that such payments are not required where the expenses of the Guild's delegate exceed the amount of the pooled expenses. The payment is required even if the Guild does not send a delegate to the National Council Meeting for any reason.

11.1.4. In the event of an Extraordinary Meeting of the National Council an expenses pool will be operated.

## 11.2. TO THE FEDERATION

11.2.1. The affiliation fee is payable by March 31 in each year to the Federation at the rate agreed by Central Council calculated as a capitation fee on the total membership of the Guild in the current financial year. The Guild is debarred from all Federation electoral rights if the affiliation fee is not paid by March 31 each year.

11.2.2. The Guild shall pay to the Federation such an amount as shall be agreed by the Federation Council as a fares pool for attending meetings of the Federation Council, either per capita or per Guild.

## 11.3. DELEGATES' EXPENSES

11.3.1. Prior to meetings, the Guild shall pay the reasonable fares and subsistence of its delegates attending the National Council and Federation Council, at scales agreed from time to time by those Councils.

11.3.2. The Guild may pay the fares and subsistence at the applicable rate as laid down by Central or Federation Council to observers nominated by the Guild attending the National Council and Federation Council Meetings.

11.3.3. The Guild shall pay the fares and subsistence at the applicable rate as laid down by Central or Federation Council to any member appointed as a representative of the Guild, prior to travel, on any Guild business.

11.3.4. In order to qualify for such payment, delegates must be in attendance during the whole of the meetings.

## 12. THE CONSTITUTION

12.1. Clause 3 of the constitution (objects) shall be read annually by the Executive Committee of the Guild.

12.2. The Guild shall not carry out any policy contrary to that of the Townswomen's Guilds.

## 12.3. ALTERATION

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

12.3.2. No amendment may be made without the prior consent in writing of the National Executive Committee of Townswomen's Guilds as ratified at a meeting of the Central Council of Townswomen's Guilds.

12.3.3. No amendment may be made to clause 1, clause 3, clause 8.20, clause 14.3 or this clause without the prior consent in writing of the Commissioners.

12.3.4. No amendment may be made which would have the effect of making the Guild cease to be a charity at law.

12.3.5. The Executive Committee should promptly send to the Commission a copy of any amendment made under this clause.

### 13. LOCAL RULES

A Guild may make local rules provided that:

- a) They are made at a duly convened Guild meeting which takes place at least fourteen days after the proposed rules have been circulated to all members.
- b) The rules shall be passed at that meeting by two thirds majority of those members present and voting.
- c) Such rules shall not conflict with this Constitution.

### 14. CLOSURE

14.1. A resolution for the closure of a Guild shall only be considered at an Extraordinary Meeting of the Guild.

14.2. No resolution shall be proposed for the closure of a Guild without at least two months prior notice in writing being given to the Federation Executive Committee and to the National Executive Committee of the Townswomen's Guilds. The Townswomen's Guilds shall appoint a representative to attend the next meeting prior to the calling of an Extraordinary meeting to consider the resolution for a closure, and discuss ways of preventing it.

14.3. If the Executive Committee decides that it is necessary or advisable to dissolve the Guild it shall call a meeting of all members of the Guild, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. At this meeting, the chair will be taken by the representative appointed by the National Headquarters. If the proposal is confirmed by a two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Guild. All outstanding bills should be paid, including any monies owed to the National Headquarters. If the National Headquarters is a registered charity at this time, a cheque for the total balance of funds made payable to Townswomen's Guilds should be sent to the National Headquarters, after which any unused cheques should be handed in to the Bank. If the National Headquarters is not a registered charity at this time, a cheque for the total balance of funds made payable to Townswomen's Guilds should be sent to such other charitable body or bodies within the Townswomen's Guilds movement as the members of the Guild may determine, failing which the remaining assets shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the Guild as the members of the Guild may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Guild must be sent to the Commission and to the National Headquarters.

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**TOWNSWOMEN'S GUILDS**

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