



The Constitution and Bye-Laws of
Associated Country Women of the World

2017



Associated Country Women of the World

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CHARITABLE INCORPORATED ORGANISATION

CONSTITUTION 1174798

of

ASSOCIATED COUNTRY WOMEN OF THE WORLD

Date of constitution: 19 June 2017, approved by the
Charity Commission 22 September 2017.

1. Name

1.1 The name of the Charitable Incorporated Organisation is Associated Country Women of the World (“ACWW”).

2. National Location of Principal Office

2.1 ACWW must have a principal office in England or Wales. The principal office of ACWW is in England (herein referred to as “Central Office”).

3. Objects

3.1 The objects of ACWW are

- 3.1.1 the relief of poverty;
- 3.1.2 the relief of sickness and the protection and preservation of health; and
- 3.1.3 the advancement of education.

4. Values

4.1 ACWW consists of independent organisations which are associated for the purposes stated in the Objects and individual members.

4.2 The ACWW, its membership and networks of rural and non-rural women will empower membership societies and networks of rural and non-rural women to work together for an improved quality of life through partnership, advocacy, sharing of knowledge and local activities.

5. Powers

5.1 ACWW has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, ACWW’s powers include power to:

- 5.1.1 establish and maintain co-operation and understanding between member organisations through study and action;
- 5.1.2 promote common interests and encourage education in the economic, social and cultural spheres of these organisations;
- 5.1.3 encourage the formation of new organisations working in the interests of women, especially in countries where this need has not been met;
- 5.1.4 work for equal opportunities for women by the elimination of discrimination because of gender, race, nationality, religion or marital status;

- 5.1.5 promote interest in and working together for, families and communities in the following fields:
- (a) housing, health, nutrition and family welfare planning;
 - (b) education (including but not limited to literacy, home economics, employment skills and leadership training);
 - (c) agriculture (including production, distribution and use of food); and
 - (d) care and concern for the global environment.
- 5.1.6 co-operate with relevant United Nations agencies and national governments within the field of ACWW's Objects and Powers;
- 5.1.7 bring together those organisations willing to promote projects with other organisations which need assistance;
- 5.1.8 provide training centres, courses and scholarships for women in the fields of ACWW's activities;
- 5.1.9 provide educational literature, organise workshops and seminars and self-help projects and programmes;
- 5.1.10 borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. ACWW must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land;
- 5.1.11 buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.1.12 sell, lease or otherwise dispose of all or any part of the property belonging to ACWW. In exercising this power, ACWW must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011;
- 5.1.13 employ and remunerate such staff as are necessary for carrying out the work of ACWW. ACWW may employ or remunerate a Trustee only to the extent that it is permitted to do so by clause 7 (Benefits and payments to Trustees and connected persons) and provided it complies with the conditions of that clause;
- 5.1.14 deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of ACWW 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;
- 5.1.15 to promote and advertise ACWW's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 5.1.16 to invest money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;

- 5.1.17 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 5.1.18 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of ACWW or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 5.1.19 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;
- 5.1.20 to insure any risks arising from ACWW's activities;
- 5.1.21
 - (a) To purchase indemnity insurance out of the funds of ACWW to indemnify any of the Trustees against any personal liability in respect of:
 - (i) any breach of trust or breach of duty committed by them in their capacity as Trustees or Trustees for ACWW;
 - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of ACWW or of any body corporate carrying on any activities on behalf of ACWW; and
 - (iii) any liability to make contributions to the assets of ACWW in accordance with section 214 of the Insolvency Act 1986.
 - (b) Subject to clause 5.1.21(d) below, any insurance in the case of 5.1.21(a)(i) or 5.1.21(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
 - (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
 - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by her; and
 - (iii) any liability incurred by a Trustee to ACWW that arises out of any conduct which she knew (or must reasonably be assumed to have known) was not in the interests of ACWW or in the case of which she did not care whether it was in the best interests of ACWW or not.

- (c) Subject to clause 5.1.21(d) below any insurance in the case of 5.1.21(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is her knowledge prior to the insolvent liquidation of ACWW (or reckless failure to acquire that knowledge) that there was no reasonable prospect that ACWW would avoid going into insolvent liquidation; and
- (d) To purchase out of the funds of ACWW any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

5.1.22 to pay all the expenses and costs of establishing ACWW.

6. Application of Income and Property

- 6.1 The income and property of ACWW must be applied solely towards the promotion of the objects.
 - 6.1.1 A Trustee is entitled to be reimbursed from the property of ACWW or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of ACWW.
 - 6.1.2 A Trustee may benefit from Trustee indemnity insurance cover purchased at ACWW's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- 6.2 None of the income or property of ACWW may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of ACWW. This does not prevent a member who is not also a Trustee receiving:
 - 6.2.1 a benefit from ACWW as a beneficiary of ACWW;
 - 6.2.2 reasonable and proper remuneration for any goods or services supplied to ACWW.
 - 6.2.3 Nothing in this clause shall prevent a Trustee or connected person receiving any benefit or payment which is authorised by Clause 7.

7. Benefits and Payments to Trustees and Connected Persons

- 7.1 General provisions
 - 7.1.1 No Trustee or connected person may:
 - (a) buy or receive any goods or services from ACWW on terms preferential to those applicable to members of the public;
 - (b) sell goods, services, or any interest in land to ACWW;
 - (c) be employed by, or receive any remuneration from, ACWW;
 - (d) receive any other financial benefit from ACWW, unless the payment or benefit is permitted by clause 7.2, or authorised by the court or the Charity Commission ("the Commission"). In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

7.2 Scope and Powers Permitting Trustees' or Connected Persons' Benefits

- 7.2.1 A Trustee or connected person may receive a benefit from ACWW as a beneficiary of ACWW provided that a majority of the Trustees do not benefit in this way.
- 7.2.2 A Trustee or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to ACWW where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 7.2.3 Subject to clause 7.3 a Trustee or connected person may provide ACWW with goods that are not supplied in connection with services provided to ACWW by the Trustee or connected person.
- 7.2.4 A Trustee or connected person may receive interest on money lent to ACWW at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 7.2.5 A Trustee or connected person may receive rent for premises let by the Trustee or connected person to ACWW. The amount of the rent and the other terms of the lease must be reasonable and proper. The Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 7.2.6 A Trustee or connected person may take part in the normal trading and fundraising activities of ACWW on the same terms as members of the public.

7.3 Payment for Supply of Goods Only - Controls

- 7.3.1 ACWW and its Trustees may only rely upon the authority provided by clause 7.2.3 above if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in a written agreement between ACWW and the Trustee or connected person supplying the goods (the "supplier").
 - (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other Trustees are satisfied that it is in the best interests of ACWW to contract with the supplier rather than with someone who is not a Trustee or connected person. In reaching that decision the Trustees must balance the advantage of contracting with a Trustee or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to ACWW.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Trustees is present at the meeting.

- (f) The reason for their decision is recorded by the Trustees in the minute book.
- (g) A majority of the Trustees then in office are not in receipt of remuneration or payments authorised by clause 7.

7.4 In clauses 7.2 and 7.3 above:

7.4.1 “ACWW” includes any company in which ACWW:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the board of the company.

7.4.2 “connected person” includes any person within the definition set out in clause 35 (Interpretation);

8. Conflicts of Interest and Conflicts of Loyalty

8.1 A Trustee must:

- 8.1.1 declare the nature and extent of any interest, direct or indirect, which she has in a proposed transaction or arrangement with ACWW or in any transaction or arrangement entered into by ACWW which has not previously been declared; and
- 8.1.2 absent herself from any discussions of the Trustees in which it is possible that a conflict of interest will arise between her duty to act solely in the interests of ACWW and any personal interest (including but not limited to any financial interest).

8.2 Any Trustee absenting herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Trustees on the matter.

9. Liability of Members to Contribute to the Assets of ACWW if it is Wound Up

9.1 If ACWW is wound up, the members of ACWW have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

10. Membership of ACWW

10.1 Membership of ACWW is open to:

- 10.1.1 an individual over the age of 18 years old; or
- 10.1.2 an organisation of women (whether being a corporate body, or an organisation that is unincorporated) who have power to elect their own officers and lay down their own policy, which is in harmony with that of ACWW and falls within a category of membership at clause 10.2 below (herein referred to as a “Society”); who is interested in furthering ACWW’s purposes, and who, by applying for membership, has indicated her or its agreement to become a member, acceptance of the duty of members set out in clause 10.6 and the Constitution and Rules of the ACWW.

10.2 Categories of Membership

10.2.1 Category I:

- (a) A Category I Society shall be:
 - (i) an organisation of women with a minimum of five hundred (500) members;
 - (ii) a women's section of a rural, agricultural or horticultural organisation with a minimum of five hundred (500) members; or
 - (iii) an organisation with a minimum of five hundred (500) women members, but no separate women's section.
- (b) Each Category I Society shall have five (5) votes at Triennial World Conference and General Meetings.
- (c) Category I Societies must indicate in writing willingness to support, financially and otherwise, the work of ACWW.

10.2.2 Category 2:

- (a) A Category 2 Society shall be:
 - (i) an organisation of women with a minimum of one hundred (100) members;
 - (ii) a women's section of a rural, agricultural or horticultural organisation with a minimum of one hundred (100) members; or
 - (iii) an organisation with a minimum of one hundred (100) women members, but no separate women's section.
- (b) Each Category 2 Society shall have two (2) votes at Triennial World Conference and General Meetings.
- (c) Category 2 Societies must indicate in writing willingness to support, financially and otherwise, the work of ACWW.

10.2.3 Category 3:

- (a) A Category 3 Society shall be an umbrella organisation or national organisation consisting of independent member societies.
- (b) Each Category 3 Society shall have one (1) vote at Triennial World Conference and General Meetings;
- (c) Category 3 Societies must indicate in writing willingness to support, financially and otherwise, the work of ACWW.

10.2.4 Category 4 Societies:

- (a) A Category 4 Society shall be a Society interested in the work and activities of ACWW.
- (b) Category 4 Societies shall be encouraged to make donations to the Pennies for Friendship Fund and must indicate willingness to support financially and otherwise the work of ACWW;
- (c) Category 4 Societies may attend Triennial World Conference, General Meetings and Area Conferences, as space allows and may speak with permission of the Chairman but for the avoidance of doubt have no voting rights.

10.2.5 Category 5 Individuals:

- (a) A Category 5 Individual Member shall be an individual interested in the work and activities of ACWW including Life Members.
- (b) Category 5 Individuals shall be encouraged to make donations to the Pennies for Friendship Fund and must indicate willingness to support financially and otherwise the work of ACWW;
- (c) Category 5 Individuals may attend Triennial World Conference, General Meetings and Area Conferences, as space allows and may speak with permission of the Chairman but for the avoidance of doubt have no voting rights.

10.2.6 Category 6 Individuals:

- (a) A Category 6 Individual Member shall be the Trustees as set out in Clause 15 (Trustees) of ACWW that are in office from time to time.
- (b) For the avoidance of doubt, a person automatically becomes a Category 6 member on election as Trustee and automatically cease to be a Category 6 member when they cease to be a Trustee.
- (c) Category 6 Individual Members shall have one (1) vote at Triennial World Conference and General Meetings.

- 10.3 Each member which is a Society has the right to appoint one representative. At any time by giving notice in writing to ACWW, that Society can cancel the appointment of its representative and appoint another instead. The Society must confirm the name of its representative at ACWW's request. The representative has the right to attend, speak and vote only as their Category allows at Triennial World Conference, General Meetings and Area Conferences and any vote given shall be valid unless prior to the vote ACWW receives written notice ending a representative's authority.

10.4 Admission Procedure

10.4.1 The Trustees:

- (a) may require applications for membership to be made in any reasonable way that they decide including the Trustees having the right to ask for additional information as reasonably required; provided that:
 - (i) a Society applying for Category 1, 2 or 3 membership shall submit to the Central Office of ACWW a copy of its constitution as part of their application. In the event that major changes are made to that constitution, the revised version shall be sent to the Central Office within three months of the changes being implemented; and
 - (ii) applications for Category 1, 2 or 3 membership and/ or applications to change a membership category shall be considered and, if appropriate, approved by the Trustees.
 - (iii) If approved, such membership or change in membership category shall be effective immediately and the Society shall immediately acquire the relevant voting rights provided that ACWW has received the appropriate fee and/or annual dues.

10.4.2 shall, if they approve an application for membership, notify the applicant of their decision within 21 days;

10.4.3 may refuse an application for membership if they believe that it is in the best interests of ACWW for them to do so;

10.4.4 shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken and give the applicant the opportunity to appeal against the refusal, which must be received within 60 days of the reasons being given; and

10.4.5 shall give fair consideration to any such appeal and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

10.5 Transfer of Membership

10.5.1 Membership of ACWW cannot be transferred to anyone else or another Society.

10.6 Duty of Members

10.6.1 It is the statutory duty of each member of ACWW to exercise her or its powers as a member of ACWW in the way she or it decides in good faith would be most likely to further the purposes of ACWW.

10.6.2 Category 1, 2 and 3 Societies shall be encouraged make a donation annually to the Pennies for Friendship Fund, the Triennial World Conference to recommend a minimum figure related to statements of membership at the time of the Triennial World Conference and each Member Society to regard this as their minimum target.

- 10.6.3 Category 4 Societies, Category 5 Individuals and Category 6 Individuals shall be encouraged to make donations to the Pennies for Friendship Fund.
- 10.6.4 All categories of membership shall be encouraged in addition to make donations to ACWW Projects and Trust Funds.

10.7 Termination of Membership

- 10.7.1 Membership of ACWW comes to an end if:
- (a) the member dies, or, in the case of a Society that Society ceases to exist; or
 - (b) the member or Society sends a notice of resignation in writing to the Trustees; or
 - (c) any sum of money owed by the member to ACWW is not paid in full within six months of its falling due; or
 - (d) the Trustees decide that it is in the best interests of ACWW that the member or Society in question should be removed from membership, and pass a resolution to that effect. Such decision will take effect on the date of the letter that the Trustees send to such member or Society. This power is subject to clause 10.7.2 below.
- 10.7.2 Before the Trustees take any decision to remove a member from membership of ACWW they must:
- (a) inform the member of the reasons why it is proposed to remove her or it from membership;
 - (b) give the member at least 60 days notice in which to make representations to the Trustees as to why she or it should not be removed from membership;
 - (c) at a duly constituted meeting of the Trustees, consider whether or not the member should be removed from membership;
 - (d) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (e) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

10.8 Membership Fees

- 10.8.1 Members are required to pay reasonable membership fees to ACWW, as determined by the members by a two-thirds majority at a General Meeting. The annual contribution shall be a contribution towards the funds of ACWW in sterling.
- 10.8.2 Any Society making an application to re-join shall be subject to a re-application fee, to be considered by the Executive.

10.9 Member Areas

- 10.9.1 ACWW shall group its member Societies into "Areas".
- 10.9.2 Each Area shall have an Area President.
- 10.9.3 The specified Areas include:
 - (a) Canada;
 - (b) Caribbean, Central and South America;
 - (c) Central and South Asia;
 - (d) East, West and Central Africa;
 - (e) Europe;
 - (f) South-East Asia and the Far East;
 - (g) Southern Africa;
 - (h) South Pacific;
 - (i) United States of America; and
 - (j) Presidential Area.
- 10.9.4 Procedures relating to Area President elections and Area Conferences shall be set out in Bye-Laws.

11. World Conferences

11.1 Types of World Conferences

- 11.1.1 Triennial World Conference ("TWC") of the members of ACWW must be held as set out in this Constitution. The first Triennial World Conference must be held within forty (40) months of the registration of ACWW, and subsequent Triennial World Conferences must be held at intervals of not more than 42 months.
- 11.1.2 A Special World Conference of the members of ACWW may be held at any time.

11.2 All types of World Conferences must be held in accordance with the provisions of clause 11.11 below.

11.3 A Triennial World Conference must include the business of a General Meeting of the Members.

11.4 Business of Triennial World Conferences

- 11.4.1 The Triennial World Conference shall:
 - (a) receive a Presidential address;
 - (b) receive for approval a report of the work of the Trustees, Area Presidents and Committees;
 - (c) receive written reports of the work of Category I, 2 and 3 Societies;

- (d) consider resolutions and recommendations submitted by Category I, 2 and 3 Societies, Area Conferences, or Trustees that are not to be considered at General Meetings; and
- (e) decide on general policies for the coming Triennium in order to fulfil ACWW Objects.

11.5 Calling World Conferences

11.5.1 Triennial World Conference

- (a) The Trustees, if reasonably practicable, shall give six (6) years notice of the dates and location of a Triennial World Conference.
- (b) Category I, 2 or 3 Societies are invited to extend an invitation to the Trustees to host the next Triennial World Conference.

11.5.2 Special World Conferences

- (a) The Trustees may call a Special World Conference at any time by giving 90 days' notice.
- (b) The Trustees must call a Special World Conference if requested to do so by at least 60% of the total number of Category I, 2 and 3 Societies. The request must state the nature of the business that is to be discussed. If the Trustees fail to hold the Special World Conference within 180 days of the request, the members may proceed to call a Special World Conference but in so doing they must comply with the provisions of this Constitution.

11.6 Chairing of World Conferences

- 11.6.1 The World President shall normally preside as chairman, if present and willing to act. The Deputy World President should preside if the World President is not able or willing to do so. If the World President and Deputy World President are not able or willing to chair the Trustees shall appoint a person to be chairman.

11.7 Attendance at World Conferences

11.7.1 The following persons are entitled to attend World Conferences:

- (a) the Trustees (namely Officers, Specified Committee Chairmen and the Area Presidents);
- (b) five (5) delegates from each Category I Society;
- (c) two (2) delegates from each Category 2 Society;
- (d) one (1) delegate from each Category 3 Society;
- (e) past World Presidents; and
- (f) ACWW UN Representatives.

- 11.8 For the avoidance of doubt, the Lead Delegate from Categories I, 2 and 3 Societies shall receive the voting papers on behalf of their delegation.

- 11.9** The following persons may attend World Conferences as space allows:
- (a) representatives from Category 4 Societies and Category 5 Individuals; and
 - (b) visitors invited at the discretion of the Trustees.

11.10 Quorum of World Conferences

- 11.10.1 A quorum for World Conferences shall be 50% plus 1 of Category 1, 2 or 3 Societies who are present and entitled to vote. Where 50% plus 1 does not equate to a whole number the amount to constitute quorum must be rounded up to the next whole number.

11.11 World Conference Resolutions, Recommendations and Rules of Procedure

- 11.11.1 The procedure for submission of resolutions and recommendations for World Conference business is set out in Bye-Laws
- 11.11.2 World Conferences shall be conducted in line with World Conference Rules of Procedure as set out in Bye-Laws.

12. General Meetings of members

12.1 Types of General Meeting

- 12.1.1 There need not be annual general meetings.
- 12.1.2 All types of general meetings must be called and held in accordance with the provisions below. For the avoidance of doubt, no procedures relating to the calling and holding of World Conferences as set out in clause 11 above and in Bye-Laws automatically apply to general meetings; general meetings are called and held under this clause 12 and any applicable Bye-Laws.
- 12.1.3 General meetings of the members of ACWW may be held at any time but there must be a general meeting held during a Triennial World Conference. A general meeting held during a Triennial World Conference shall be referred to as a Triennial General Meeting ("TGM").

12.2 Business of General Meetings

- 12.2.1 General meeting business includes:
- (a) receiving audited financial statements, a financial report, a financial management report;
 - (b) presentation of the budget for the next Triennium;
 - (c) deciding the membership dues for the next Triennium;
 - (d) electing by secret ballot the Trustees and Area Presidents as set out below;
 - (e) amending the Constitution; and
 - (f) resolutions that are required as being made at general meetings as set out under this Constitution.

12.3 Calling General Meetings

12.3.1 The Trustees:

- (a) must call the Triennial General Meeting of the members of ACWW in accordance with clause 12.4, and identify it as such in the notice of the meeting; and
- (b) may call any other general meeting of the members at any time.

12.3.2 The Trustees must, within 90 days, call a general meeting of the members of ACWW if:

- (a) they receive a request to do so from at least 60% of the members of ACWW; and
- (b) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.

12.3.3 Where the requisite number of members submit a request to the trustees to call a general meeting the following provisions apply:

- (a) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (b) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (c) Any general meeting called by the Trustees at the request of the members of ACWW must be held within 90 days from the date on which it is called.
- (d) If the Trustees fail to comply with the obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting and must call the general meeting within 30 days of the last date that the Trustees should have called the meeting.
- (e) ACWW must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Trustees to duly call the meeting, but ACWW shall be entitled to be indemnified by the Trustees who were responsible for such failure.

12.4 Notice of General Meetings

12.4.1 Informal notice of the date, location and proposed resolutions for Triennial General Meetings will be circulated to members along with details of the Triennial World Conference as set out in Bye-Laws.

12.4.2 The Trustees, must give final legal notice (as required under the General Regulations) of a Triennial General Meeting with at least 3 months notice.

12.4.3 The Trustees or, as the case may be, the relevant members of ACWW, must give at least 90 days notice of any other general meeting to all of the members.

- 12.4.4 If it is agreed by not less than 90% of all members of ACWW, any resolution may be proposed and passed at any general meeting even though the requirements of clauses 12.4.2 and 12.4.3 have not been met.
- 12.4.5 The notice of any general meeting must:
 - (a) state the time and date of the meeting;
 - (b) give the address at which the meeting is to take place;
 - (c) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
 - (d) if a proposal to alter the constitution of ACWW is to be considered at the meeting, include the text of the proposed alteration;
 - (e) include, with the notice for the Triennial General Meeting details of persons standing for election or re-election as Trustee, or where allowed under clause 26 (Use of electronic communication), details of where the information may be found on ACWW's website.
- 12.4.6 Proof that an envelope containing a notice was properly addressed, pre paid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given.
- 12.4.7 Notice shall be deemed to be given 48 hours after it was posted or sent.
- 12.4.8 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by ACWW.

13. Members' Decisions at General Meetings

13.1 General provisions:

- 13.1.1 Except for those decisions that must be taken in a particular way as indicated in clause 13.5 below, decisions of the members of ACWW may be taken either by vote at a general meeting as provided in clause 13.2 or by written resolution as provided in clause 13.3.

13.2 Taking ordinary decisions by vote

- 13.2.1 Subject to clause 13.5 below, any decision of the members of ACWW may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting (including votes cast by postal or electronic / digital ballot and proxy votes).

13.3 Taking ordinary decisions by written resolution without a general meeting

- 13.3.1 Subject to clause 13.5, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:
 - (a) a copy of the proposed resolution has been sent to all the members eligible to vote; and

- (b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the Central Office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature (or in the case of a Society which is a member, by execution according to its usual procedure), by a statement of their identity accompanying the document, or in such other manner as ACWW has specified.

13.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

13.3.3 Eligibility to vote on the resolution is limited to members who are members of ACWW on the date when the proposal is first circulated in accordance with paragraph 13.3.1(a) above.

13.4 Members Power to Request Written Resolutions

13.4.1 Not less than 60% of the members of ACWW may request the Trustees to make a proposal for decision by the members as a written resolution.

13.4.2 The Trustees must within 21 days of receiving such a request comply with it if:

- (a) the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;
- (b) the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and
- (c) effect can lawfully be given to the proposal if it is so agreed.

13.4.3 Clause 13.3 applies to a proposal made at the request of members.

13.5 Decisions that must be taken in a particular way

13.5.1 Any decision by the members to remove a Trustee must be taken in accordance with clause 18.2.

13.5.2 Any decision to amend this constitution must be taken in accordance with clause 32 of this Constitution (Amendment of Constitution).

13.5.3 Any decision to wind up or dissolve ACWW must be taken in accordance with clause 33 of this Constitution (Voluntary winding up or dissolution).

13.5.4 Any decision to amalgamate or transfer the undertaking of ACWW to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

13.6 Chairing of General Meetings

13.6.1 The World President shall normally preside as chairman, if present and willing to act. The Deputy World President should preside if the World President is not able or willing to do so. If the World President and Deputy World President are not able or willing to chair the Trustees shall appoint a person to be chairman.

13.7 Quorum at General Meetings

- 13.7.1 No business may be transacted at any general meeting of the members of ACWW unless a quorum is present (whether in person or by proxy) when the meeting starts.
- 13.7.2 Quorum for general meetings shall be 50% plus 1 of Category 1, 2 or 3 Societies who are present (whether in person or by proxy) and entitled to vote. Where 50% plus 1 does not equate to a whole number the amount to constitute quorum must rounded up to the next whole number.
- 13.7.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
- 13.7.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chairman must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chairman or be notified to the ACWW's members at least seven days before the date on which it will resume.
- 13.7.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 13.7.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Trustees but may not make any decisions. If decisions are required which must be made by a members vote, the meeting must be adjourned.

13.8 Proxy Voting

- 13.8.1 Any Society member of ACWW may request a person who is a non-voting member of another member Society to act as a proxy to exercise all or any of that member's rights to attend, speak and vote at a general meeting of ACWW. Proxies must be appointed by a notice in writing (a "proxy notice") which:
 - (a) states the name and address of the member requesting the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is authenticated in such manner as ACWW may determine; and
 - (d) is delivered to ACWW in accordance with the Constitution and any instructions contained in the notice of the general meeting to which they relate.
- 13.8.2 ACWW may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 13.8.3 Proxy notices may (but do not have to) specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

- 13.8.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 13.8.5 A member who is entitled to attend, speak or vote (either on a show of hands or on a poll (subsequently referred to as a “secret ballot”)) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to ACWW by or on behalf of that member.
- 13.8.6 An appointment under a proxy notice may be revoked by delivering to ACWW a notice in writing given by or on behalf of the member by whom or on whose behalf the proxy notice was given.
- 13.8.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 13.8.8 If a proxy notice is not signed or authenticated by the member appointing the proxy, it must be accompanied by written evidence that the person who signed or authenticated it on that member’s behalf had authority to do so.

13.9 Voting at General Meetings

- 13.9.1 Any decision other than one falling within clause 13.5 (Decisions that must be taken in a particular way) or explicitly stated as needing a certain number of votes shall be taken by a simple majority of votes cast at the meeting (including proxy and postal votes).
- 13.9.2 A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a secret ballot is duly demanded. A secret ballot may be demanded by the chairman or by at least 10% of the members present in person or by proxy at the meeting.
- 13.9.3 A secret ballot demanded on the question of adjournment must be taken immediately. A secret ballot on any other matter shall be taken, and the result of the secret ballot shall be announced, in such manner as the chairman of the meeting shall decide, provided that the secret ballot must be taken, and the result of the secret ballot announced, within 30 days of the demand for the secret ballot.
- 13.9.4 A secret ballot may be taken:
- (a) at the meeting at which it was demanded; or
 - (b) at some other time and place specified by the chairman; or
 - (c) through the use of postal or electronic communications.

13.9.5 In the event of an equality of votes, whether on a show of hands or on a secret ballot, the chairman of the meeting shall have a second, or casting vote.

13.9.6 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chairman of the meeting shall be final.

13.10 Representation of Societies

13.10.1 A Society that is a member of ACWW may, in accordance with its usual decision-making process, authorise a person to act as its representative at any general meeting of ACWW.

13.10.2 The representative is entitled to exercise the same powers on behalf of the Society it could exercise as an individual member of ACWW.

13.10.3 The representative is entitled to request a proxy to attend any general meeting on her behalf should she so choose.

13.11 Adjournment of meetings

13.11.1 The chairman may at meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

14. Postal or Electronic Voting

14.1 ACWW may, if the Trustees so decide, allow the members to vote by post or electronically / digitally to elect Trustees or to make a decision on any matter that is being decided at a general meeting of the members.

14.2 The trustees must appoint one designated person to supervise the conduct of the postal / electronic / digital ballot, to answer queries members may have in regard to the postal / electronic / digital ballot and the counting of votes (hereafter called the "scrutineer").

14.3 If the Board decides to hold a postal or electronic / digital ballot:

14.3.1 the ballot papers or directions for electronic / digital voting shall:

- (a) inform the members that they have the choice as to whether to cast their votes electronically / digitally or by post;
- (b) include contact details of the scrutineer;
- (c) include a deadline by which ballots must be returned to ACWW or electronic / digital votes cast; and
- (d) include the postal and email address that members can either return their ballot paper to or cast their electronic / digital vote;
- (e) include the date on which the count will be made; and
- (f) include the latest date that the result of the ballot will be announced;

14.3.2 the deadline by which ballot papers must be returned to ACWW or electronic / digital votes must be cast, must be specified in the ballot papers or directions for electronic / digital voting where circulated to all members.

14.4 Where the trustees decide to elect trustees by post or electronic / digital means they must, before issuing ballot papers or directions for electronic / digital voting, hold a nominations process. Details of the Nominations process is set out in clause 15.7.

15. Trustees

15.1 Functions and Duties of Trustees

15.1.1 The Trustees shall manage the affairs of ACWW and may for that purpose exercise all the powers of ACWW. It is the duty of each Trustee:

- (a) to exercise her powers and to perform her functions as a Trustee of ACWW in the way she decides in good faith would be most likely to further the purposes of ACWW; and
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that she has or holds herself out as having; and
 - (ii) if she acts as a Trustee of ACWW in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (c) to make all reasonable efforts to attend Triennial World Conference, General Meetings, and Trustee meetings.

15.1.2 A Trustee may not appoint anyone to act on her behalf at meetings of the Trustees.

15.2 Eligibility for Trusteeship

15.2.1 Every Trustee must be a natural person.

15.2.2 No one may be appointed as a Trustee:

- (a) if she or he is under the age of 18 years; or
- (b) if she or he would automatically cease to hold office under the provisions of clause 18.

15.2.3 No one is entitled to act as a Trustee whether on election or appointment or on any re-election or re-appointment until she has expressly acknowledged, in whatever way the Trustees decide, her acceptance of the office of Trustee.

15.2.4 Every Trustee must be an individual member of ACWW.

15.3 Number of Trustees

- 15.3.1 There must be at least four Trustees. If the number falls below this minimum, the remaining Trustee or Trustees may act only to call a meeting of the Trustees and/or appoint a new Trustee.
- 15.3.2 The maximum number of Trustees is twenty (20). The Trustees may not appoint any Trustee if as a result the number of Trustees would exceed the maximum.

15.4 Trustee Positions

- 15.4.1 The Trustees may consist of:
 - (a) World President;
 - (b) Deputy World President (who shall also be Chairman of the Agriculture Committee);
 - (c) Honorary Treasurer (who shall also be Chairman of the Finance and Membership Committee),
 - (d) Honorary Secretary (who shall also be Chairman of the Triennial World Conference Committee),

15.4.1 (a) – (d) collectively referred to as the “Officers”, and

- (e) the three (3) other Specified Committee Chairmen (Communications & Marketing, Projects and United Nations),

15.4.1 (a) – (e) collectively referred to as the “Executive”, and

- (f) the nine Area Presidents

15.4.1 (a) – (f) collectively referred to as the “Trustees” (hereafter also referred to as the “Board”).

- 15.4.2 Two or more trustee positions may not be held by the same person.

15.5 First Trustees

15.5.1 The first Trustees and their positions are:

- (a) Mrs Ruth Elizabeth Shanks AM, World President
- (b) Mrs Margaret Rose Yetman, Deputy World President and Chairman of the Agriculture Committee
- (c) Mrs Heather Joy Brennan, Treasurer and Chairman of the Finance and Membership Committee
- (d) Mrs Henrietta Schoeman, Secretary and Chairman of the Triennial Conference Committee
- (e) Mrs Magdalena de Kock, Chairman of the Communications and Marketing Committee
- (f) Mrs Anne Marit Hovstad, Chairman of the Projects Committee
- (g) Mrs Kerry Maw, Chairman of the United Nations Committee

- (h) Mrs Sheila Wallet Needham, Area President Canada
- (i) Mrs Dotsie M. Gordon, Area President Caribbean, Central & South America
- (j) Ms Thilaka Swarnalatha Perera, Area President Central & South Asia
- (k) Ms Irene Bih Chinje, Area President East, West & Central Africa
- (l) Mrs Margaret McMillan, Area President Europe
- (m) Enny Maria Abdul Karim, Area President South East Asia & the Far East
- (n) Mrs Mabel Moyo, Area President Southern Africa
- (o) Mrs Gail Elizabeth Commens JP, Area President the South Pacific
- (p) Mrs Jo Ellen Almond, Area President United States of America

15.6 Appointment & Re-election of Trustees

- 15.6.1 Trustees shall usually be elected by the members at Triennial General Meetings but where necessary under clause 15.7.5 or clause 17 may be appointed by the Trustees.
- 15.6.2 A Trustee shall hold office until the next Triennial General Meeting, where she shall retire unless she ceases to be a trustee at an earlier date under clause 18.
- 15.6.3 Two or more offices may not be held by the same person.
- 15.6.4 Any person who retires as a Trustee is eligible for re-election. A person may only serve two consecutive Trienniums in the same Trustee position. For the avoidance of doubt a person may only serve in the same Trustee position for two Trienniums in total. A Trustee who has served for four consecutive Trienniums may not be re-elected until they have had at least one Triennium out of office.
- 15.6.5 For the purposes of calculating when a person is due to retire and how many Trienniums a person has served as a Trustees under this Clause 15, account shall be taken of any time served by a Trustee prior to the CIO being formed when The Associated Country Women of the World, an unincorporated charity was active.

15.7 Nomination Procedure for Appointment & Reappointment of Trustees

- 15.7.1 Nominations for ACWW Trustees may be made by all Category 1, 2, or 3 Societies.
- 15.7.2 The Trustees shall call for nominations at least 18 months before the Triennial General Meeting.
- 15.7.3 All nominations for Trustees shall be received in writing by Central Office at least twelve months before the Triennial General Meeting the written consent of the nominee having first been obtained, together with the written consent of the Category 1, 2 or 3 Society to which she belongs.

- 15.7.4 All nominations, accompanied by biographical information, shall reach Category 1, 2 and 3 Societies at least nine (9) months before the Triennial General Meeting at which the elections shall take place.
- 15.7.5 In the event of no nomination having been received for a Trustee position by the deadline, a further call for nominations shall be made immediately. If, following this second call, no nominations are received, an appointment to such Trustee position shall be made by the Trustees. The Trustees shall announce such appointment at the Triennial General Meeting after the elections have been concluded. Appointed Trustees shall hold office as is set out in clause 15.6.2.
- 15.7.6 A person shall not accept nomination for election to more than one office per election.

16. Information for New Trustees

- 16.1 The Trustees will make available to each new Trustee, on or before her first appointment:
 - 16.1.1 a copy of this Constitution and any amendments made to it; and
 - 16.1.2 a copy of ACWW's latest Trustees' annual report and statement of accounts.

17. Filling Trustee Vacancies and Co-option

- 17.1 In the case of a vacancy occurring in the Presidency between Triennial General Meetings, the Deputy World President shall become World President for the remainder of the Triennium and then retire in line with clause 15.6.2.
- 17.2 In the case of vacancies among other Trustees of ACWW between Triennial General Meetings, the Trustees shall appoint a Trustee to serve until the next Triennial General Meeting, when such appointed Trustees shall retire as 15.6.2.

18. Retirement and Removal of Trustees

- 18.1 A Trustee ceases to hold office if he or she:
 - 18.1.1 retires by notifying ACWW in writing (but only if enough Trustees will remain in office when the notice of resignation takes effect to form a quorum for Trustee meetings);
 - 18.1.2 is absent without the permission of the Trustees from more than one of their meetings held within a period of twelve months and the Trustees resolve that her office be vacated;
 - 18.1.3 dies;
 - 18.1.4 in the written opinion, given to ACWW, of a registered medical practitioner treating that person, that the Trustee has become physically or mentally incapable of acting as a Trustee and may remain so for more than three months from the date the registered medical practitioner gives such opinion;
 - 18.1.5 is removed by the members of ACWW in accordance with clause 18.1.2;

- 18.1.6 is removed by a resolution of the Trustees. The Trustees may remove a Trustee under this clause 18.1.6, by a resolution being passed by a two-thirds majority of the other Trustees present and voting at a meeting of the Trustees and that prior to such a meeting the Trustee in question has been given written notice (of at least 30 days) of the intention to propose such a resolution at the meeting; or
- 18.1.7 is disqualified from acting as a Trustee by virtue of section 178-180 of the Charities Act 2011 or the Charities (Protection and Social Investment) Act 2016 (or any statutory re-enactment or modification of either of these pieces of legislation).

- 18.2 A Trustee shall be removed from office if a resolution to remove that Trustee is proposed at a general meeting of the members and properly convened, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- 18.3 A resolution to remove a Trustee in accordance with clause 18.2 shall not take effect unless the individual concerned has been given notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of ACWW.

19. Taking of Decisions by Trustees

- 19.1 Any decision may be taken either:
 - 19.1.1 at a meeting of the Trustees; or
 - 19.1.2 by resolution in writing or electronic form agreed by all of the Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Trustees has signified their agreement.

20. Delegation by Trustees

- 20.1 The Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Trustees may at any time alter those terms and conditions, or revoke the delegation.
- 20.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Trustees, but is subject to the following requirements –
 - 20.2.1 a committee may consist of two or more persons, but at least one member of each committee must be a Trustee;
 - 20.2.2 the acts and proceedings of any committee must be brought to the attention of the Trustees as a whole as soon as is reasonably practicable; and
 - 20.2.3 the Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

21. Meetings and proceedings of Trustees

21.1 Calling meetings

- 21.1.1 The chairman or any three (3) Trustees may call a meeting of the Trustees (otherwise referred to as the “Board”).
- 21.1.2 There shall be at least one (1) Trustees meeting per year. Subject to that, the Trustees shall decide how their meetings are to be called, and what notice is required.

21.2 Chairing of meetings

- 21.2.1 The person elected as World President, shall chair the meetings of the Board.
- 21.2.2 If the World President is unwilling / unable to preside or is not present within thirty (30) minutes after the time appointed for the meeting, the Deputy World President will preside, if the Deputy World President is unwilling / unable to preside or is not present within thirty (30) minutes after the time appointed for the meeting, the Trustees present may appoint one of their members to chair that meeting.

21.3 Procedure at meetings

- 21.3.1 Every person sitting on the Board shall have a vote.
- 21.3.2 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is four (4) Trustees, or the number nearest to one third of the total number of Trustees, whichever is greater. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which she is not entitled to vote.
- 21.3.3 Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- 21.3.4 In the case of an equality of votes, the chairman shall have a second or casting vote.

21.4 Making Decisions Otherwise than at a Meeting

- 21.4.1 A resolution in writing signed by all the Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Trustees or (as the case may be) a committee of Trustees duly convened and held.

21.5 Participation in meetings by electronic means

- 21.5.1 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.
- 21.5.2 Any Trustee participating at a meeting by suitable electronic means agreed by the Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.
- 21.5.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

22. The Executive

- 22.1 The Chairman or any three (3) Executive members may call a meeting of the Executive.
- 22.2 There shall be at least three (3) Executive Meetings per year. Subject to that the Executive shall decide how their meetings are to be called, what notice is required and how meetings are held and decisions made (whether at a meeting or in writing).

23. Specified and Ad Hoc Committees

- 23.1 The Specified Committees are:
- 23.1.1 Agriculture;
 - 23.1.2 Communications and Marketing;
 - 23.1.3 Finance and Membership;
 - 23.1.4 Projects;
 - 23.1.5 Triennial World Conference; and
 - 23.1.6 United Nations
- 23.2 Save for the Chairmen of Specified Committees, Specified Committee members shall be elected or appointed in accordance with the rules under the Bye-Laws.
- 23.3 Specified Committees shall be held and run in accordance with the rules under the Bye-Laws.
- 23.4 The Triennial General Meeting or the Trustees may appoint Ad Hoc Committees. An Ad Hoc Committee is set up to work on a particular task. Such Committees may obtain the services of technical advisers. A technical adviser shall not have a vote. Ad Hoc Committees shall be held and run in accordance with the rules under the Bye-Laws.

24. Saving provisions

- 24.1 Subject to clause 24.2, all decisions of the Trustees, or of a committee of Trustees, or the Executive shall be valid notwithstanding the participation in any vote of a Trustee, or member of a committee or Executive:
- 24.1.1 who was disqualified from holding office;
 - 24.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
 - 24.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - 24.1.4 if, without the vote of that Trustee or member of a committee or Executive and that Trustee or member of a committee or Executive being counted in the quorum, the decision has been made by a majority of the Trustees or member of a committee or Executive at a quorate meeting.

24.2 Clause 24.1 does not permit a Trustee or member of a committee or Executive to keep any benefit that may be conferred upon him or her by a resolution of the Trustees or member of a committee or Executive or of a committee of Trustees if, but for clause 24.1, the resolution would have been void, or if the Trustee or member of a committee or Executive has not complied with clause 8 (Conflicts of Interest).

25. Execution of documents

25.1 ACWW shall execute deeds either by signature or by affixing its seal (if it has one).

25.2 A deed is validly executed by signature if it is signed by at least two of the Trustees.

25.3 If ACWW has a seal:

25.3.1 it must comply with the provisions of the General Regulations; and

25.3.2 it must only be used by the authority of the Trustees or of a committee of Trustees duly authorised by the Trustees. The Trustees may determine who shall sign any deed to which the seal is affixed and unless otherwise determined it shall be signed by two Trustees.

26. Use of electronic communications

26.1 General

26.1.1 ACWW will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (a) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form;
- (b) any requirements to provide information to the Commission in a particular form or manner.

26.2 To ACWW

26.2.1 Any member or Trustee of ACWW may communicate electronically with ACWW to an address specified by ACWW for the purpose, so long as the communication is authenticated in a manner which is satisfactory to ACWW.

26.3 By ACWW

26.3.1 Any member or Trustee of ACWW, by providing ACWW with an email address or similar, is taken to have agreed to receive communications from ACWW in electronic form at that address, unless the member has indicated to ACWW her or its unwillingness to receive such communications in that form.

26.3.2 The Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) provide the members with the notice referred to in clause 12.4 (Notice of general meetings);
- (b) give Trustees notice of their meetings in accordance with clause 21.1 (Calling meetings); and

- (c) submit any proposal to the members or Trustees or Executive or Committee for decision by written resolution or postal vote in accordance with the ACWW's powers under clause 13 (Members' decisions), or clause 14 (Postal or Electronic Voting).

26.3.3 Trustees must:

- (a) take reasonable steps to ensure that members and Trustees and members of the Executive or Committee are promptly notified of the publication of any such notice or proposal;
- (b) send any such notice or proposal in hard copy form to any member or Trustee or Executive member or Committee Member who has not consented to receive communications in electronic form.

27. Keeping of Registers

27.1 ACWW must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Trustees.

28. Minutes

28.1 The Trustees must keep minutes of all:

- 28.1.1 appointments of officers made by the Trustees;
- 28.1.2 proceedings at Triennial World Conferences and Special World Meetings of ACWW;
- 28.1.3 proceedings at general meetings of ACWW;
- 28.1.4 meetings of the Trustees, Executive and Committees:
 - (a) the names of the Trustees and other persons present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions;
- 28.1.5 decisions made by the Trustees otherwise than in meetings.

29. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- 29.1 The Trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of ACWW, within 10 months of the financial year end.
- 29.2 The Trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of ACWW entered on the Register of Charities.

30. Bye-Laws & Rules

30.1 The Trustees may from time to time make such reasonable and proper rules or Bye-Laws as they may deem necessary or expedient for the proper conduct and management of ACWW, but such rules or Bye-Laws must not be inconsistent with any provision of this Constitution. Copies of any such rules or Bye-Laws currently in force must be made available to any member of ACWW on request.

31. Disputes

31.1 If a dispute arises between members of ACWW about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

32. Amendment of Constitution

32.1 As provided by clauses 224-227 of the Charities Act 2011:

32.1.1 This constitution can only be amended:

- (a) by resolution agreed in writing by all members of ACWW; or
- (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of ACWW.

32.2 Any alteration of clause 3 (Objects), clause 33 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Trustees or members of ACWW or persons connected with them, requires the prior written consent of the Charity Commission.

32.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.

32.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

33. Voluntary winding up or dissolution

33.1 As provided by the Dissolution Regulations, ACWW may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve ACWW can only be made:

33.1.1 at a general meeting of the members of ACWW called in accordance with clause 12 (Meetings of Members) of which appropriate notice has been given to those eligible to attend and vote:

- (a) by a resolution passed by a 75% majority of those voting, or
- (b) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or

33.1.2 by a resolution agreed in writing by all members of ACWW.

- 33.2 Subject to the payment of all the ACWW's debts:
- 33.2.1 any resolution for the winding up of ACWW, or for the dissolution of ACWW without winding up, may contain a provision directing how any remaining assets of ACWW shall be applied;
 - 33.2.2 if the resolution does not contain such a provision, the Trustees must decide how any remaining assets of ACWW shall be applied;
 - 33.2.3 in either case the remaining assets must be applied for charitable purposes the same as or similar to those of ACWW.
- 33.3 ACWW must observe the requirements of the Dissolution Regulations in applying to the Commission for ACWW to be removed from the Register of Charities, and in particular:
- 33.3.1 the Trustees must send with their application to the Commission:
 - (a) a copy of the resolution passed by the members of ACWW;
 - (b) a declaration by the Trustees that any debts and other liabilities of ACWW have been settled or otherwise provided for in full; and
 - (c) a statement by the Trustees setting out the way in which any property of ACWW has been or is to be applied prior to its dissolution in accordance with this constitution.
 - 33.3.2 the Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of ACWW, and to any Trustee of ACWW who was not privy to the application.
- 33.4 If ACWW is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

34. Indemnity of Trustees

- 34.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a member of the board of Trustees or other officer may otherwise be entitled ACWW may indemnify every Trustee or other officer out of the assets of ACWW against all costs and liabilities incurred by her which relate to anything done or omitted or alleged to have been done or omitted by her as a Trustee or other officer save that no Trustee may be entitled to be indemnified:
- 34.1.1 for any liability incurred by her to ACWW or any associated company of ACWW;
 - 34.1.2 for any fine imposed in criminal proceedings;
 - 34.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 34.1.4 for any liability which she has incurred in defending any criminal proceedings in which she is convicted and such conviction has become final; and
 - 34.1.5 for any liability which she has incurred in defending any civil proceedings brought by ACWW or an associated company in which a final judgment has been given against her.

34.2 To the extent permitted by law from time to time, but without prejudice to any indemnity to which the Trustees or other officer may otherwise be entitled, ACWW may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by her in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by her as a Trustee or officer, provided that she will be obliged to repay such amounts no later than:

34.2.1 in the event she is convicted in proceedings, the date when the conviction becomes final; or

34.2.2 in the event of judgment being given against her in proceedings, the date when the judgment becomes final.

35. Interpretation

35.1 In this Constitution:

35.1.1 “connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Trustee;
- (b) the spouse or civil partner of the Trustee or of any person falling within clause 35.1.1(a) above;
- (c) a person carrying on business in partnership with the Trustee or with any person falling within clause 35.1.1(a) or 31.1.1(b) above;
- (d) an institution which is controlled-
 - (i) by the Trustee or any connected person falling within clauses 35.1.1(a), 35.1.1(b), or 35.1.1(c) above; or
 - (ii) by two or more persons falling within clause 35.1.1(d) (i), when taken together
- (e) a body corporate in which -
 - (i) the Trustee or any connected person falling within clauses 35.1.1(a) to 35.1.1(c) has a substantial interest; or
 - (ii) two or more persons falling within 35.1.1(e)(i) who, when taken together, have a substantial interest.

35.2 Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

35.3 “General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

35.4 “Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

- 35.5 The “**Communications Provisions**” means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
- 35.6 “**Delegation Leader**” the representative of a Category 1 2 or 3 Society or another person who has provided to the Trustees written authority from their Society that she is entitled to attend the Conference and vote on behalf of that Society.
- 35.7 “**Life Member**” is a historical sub-category within Category 5 membership, granted prior to 29 June 1992 (when the charity was established as an unincorporated association) following payment of dues to cover life membership.
- 35.8 “**Triennium**” the terms which commences immediately after the conclusion of a Triennial World Conference and ending at the conclusion of the next Triennial World Conference.
- 35.9 “**Trustee**” means a Trustee of ACWW.
- 35.10 “**Poll**” means a counted vote or ballot, usually (but not necessarily) in writing.
- 35.11 “**Presidential Area**” means an area to come directly under the World President until such time as the number of Members Societies in the Area justifies the election of an Area President.
- 35.12 The English text of the Constitution provided by the Central Office is the deciding text.
- 35.13 The Constitution is governed by and construed by English and Welsh law.

BYE LAWS
of
ASSOCIATED COUNTRY WOMEN OF THE WORLD

Changes to these Bye-laws require the approval of a simple majority of the voting strength of the Board of Trustees (hereinafter referred to as the Board) and are to be ratified at the next World Triennial Conference. All Category 1, 2 and 3 Societies shall be notified three months in advance of proposed changes.

Bye-Law 1: DUES

Unless the Triennial World Conference decides otherwise, dues payable will be as follows:

- 1.1 Categories 1, 2, 3 and 4 Societies shall contribute annually towards the funds of ACWW a sum in sterling as determined by the Triennial World Conference, to include The Countrywoman magazine. In special circumstances the Board shall have power to reduce the dues payable by a Society.
- 1.2 Category 5 Individuals shall contribute annually a sum as determined by the Triennial World Conference to include The Countrywoman magazine
- 1.3 Life Members of twenty (20) years standing shall pay for The Countrywoman magazine
- 1.4 Annual dues shall be notified to Member Societies in writing and shall become due on 1 January in each financial year (see Bye-Law 3) and be payable in full no later than 31st March in each year.
- 1.5 Category 6 are Individual members who have been elected as Board members of ACWW and are in office for a period of time. They will have already paid Category 5 dues in order to be eligible to stand for election. They cease to be category 6 when their term ends.

Bye-Law 2: CURRENCIES

Cheques in any currency other than sterling should include sufficient to cover bank charges and exchange rate fluctuations. This applies to all rates of dues. Other forms of payment may also incur bank/handling charges and the amount sent should be sufficient to cover these charges.

Bye-law 3: FINANCIAL YEAR

The financial year shall begin on the first (1st) day of January each year.

Bye-law 4: THE COUNTRYWOMAN

The Countrywoman is the official magazine of ACWW published quarterly and is included in the membership dues, except to Life Members of twenty years standing (see Bye-law 1.3). It is also available to non-members for an annual payment, the level of which shall be determined annually by the Board.

Bye-law 5: DUTIES OF THE WORLD PRESIDENT

The World President shall:

- 5.1 act as the official representative of ACWW and sign all documentation on behalf of ACWW;
- 5.2 authorise and sign all publications and/or statements to be issued on behalf of ACWW prior to issue;
- 5.3 preside at the Triennial World Conference, General Meeting and at any Special World Meetings and deliver a Presidential Address;
- 5.4 preside at any meetings of the Board, but may appoint another person to the chair if she so wishes;
- 5.5 serve as a voting member of the Triennial World Conference, General Meeting, and any meetings of the Board;
- 5.6 assign to any of the Officers, duties required to be undertaken on the World President's behalf;
- 5.7 keep in touch, as far as possible, with the work of Members and support their work;
- 5.8 make or arrange such top-level contacts as may be of value to ACWW;
- 5.9 serve as a non-voting member of Specified Committees;
- 5.10 with the Honorary Treasurer, review annually the remuneration of the staff and shall implement the necessary changes; and
- 5.11 sign and abide by the Board Code of Conduct.

Bye-law 6: DUTIES OF THE DEPUTY WORLD PRESIDENT

The Deputy World President shall:

- 6.1 be Chairman of the ACWW Agriculture Committee;
- 6.2 deputise, as required, for the World President, and in her absence, act as the official representative of ACWW;
- 6.3 when deputising for the World President at a meeting, have the same powers and duties as the World President;
- 6.4 be prepared to support and supplement the work of the World President and undertake such special duties for keeping in touch with the work of Member Societies as may be arranged;
- 6.5 serve as a voting member of the Triennial World Conference, General Meeting and any meetings of the Board;
- 6.6 serve as a voting member of the Agriculture Committee and a non-voting member of other Specified Committees;
- 6.7 undertake such other duties as the World President may require of her; and
- 6.8 sign and abide by the Board Code of Conduct.

Bye-law 7: DUTIES OF THE HONORARY SECRETARY

The Honorary Secretary (hereafter in this document referred to as the Secretary) shall:

- 7.1 be Chairman of the ACWW Triennial World Conference Committee;
- 7.2 be responsible for planning the ensuing Triennial World Conference as Chairman of the Triennial World Conference Committee;
- 7.3 serve as a voting member of the Triennial World Conference, General Meeting and any meetings of the Board;
- 7.4 serve as a voting member of the Triennial World Conference Committee and as a non-voting member of other Specified Committees;
- 7.5 undertake such other duties as the World President shall require of her; and
- 7.6 sign and abide by the Board Code of Conduct.

Bye-law 8: DUTIES OF THE HONORARY TREASURER

The Honorary Treasurer (hereafter in this document referred to as the Treasurer) shall:

- 8.1 be Chairman of the ACWW Finance and Membership Committee;
- 8.2 have charge of the funds and accounts of ACWW. She shall present a yearly audited financial statement, financial management report and annual budgets to the Board. A summary to be reported in The Countrywoman and on the website;
- 8.3 to receive and approve all Board and committee expenditure;
- 8.4 serve as a voting member of the Triennial World Conference General Meeting and any meeting of the Board;
- 8.5 serve as a voting member of the Finance and Membership Committee and as a non-voting member of other Specified Committees;
- 8.6 undertake such other duties as the World President shall require of her;
- 8.7 with the World President, review annually the remuneration of the staff and shall implement the necessary changes;
- 8.8 sign and abide by the Board Code of Conduct.

Bye-law 9: DUTIES OF AREA PRESIDENTS

Area Presidents shall:

- 9.1 arrange Area Conferences in their Areas (see Bye-law 10);
- 9.2 keep in touch with Member Societies in their respective Areas and visit each Member Society in such Area once in each Triennium, if possible;
- 9.3 spread information about ACWW and encourage rural and urban women's organisations and individuals to become members;
- 9.4 encourage Category 1,2 and 3 Societies to respond to requests for information required by ACWW through Central Office and to take action as decided by the Triennial World Conference;

- 9.5 recommend to the Board applications for Societies for membership in their Areas;
- 9.6 serve as voting members of the Triennial World Conference, General Meeting and Board;
- 9.7 may attend meetings, with permission of the Chairman, of Specified Committees with observer status at no expense to ACWW; and, as space allows.
- 9.8 undertake such other duties as the World President shall require of them; and
- 9.9 sign and abide by the Board Code of Conduct.

Bye-law 10: AREA CONFERENCES

- 10.1 Area Conferences shall be convened by an Area President after consultation with Category I, 2 and 3 Societies in her Area and the Board;
- 10.2 Invitations to host Area Conferences shall be extended by Category I, 2 and 3 Societies in the Area.
- 10.3 Area Conferences shall be arranged to suit the particular circumstances of the Area, with a theme as recommended by the Board. The business of each Area Conference should include a basic agenda prepared by the Board, items relating to their Areas and recommendations from their own Member Societies. Any decisions made must be in harmony with the Objects of ACWW.
- 10.4 The following may attend:
 - a) the World President or the person she has appointed;
 - b) the Area President;
 - c) Category I, 2, 3 and 4 Societies; and
 - d) Category 5 Individuals (as space allows).
- 10.5 Voting procedure at Area Conferences is left to the discretion of the Area President.
- 10.6 Area Conferences may submit Resolutions and Recommendations to the Triennial World Conference. A report shall be sent to the Board, immediately after each Area Conference.

Bye-law 11: TRIENNIAL WORLD CONFERENCE RESOLUTIONS & RECOMMENDATIONS

- 11.1 The Board has the right to put forward Resolutions and Recommendations to the Triennial World Conference.
- 11.2 Resolutions and Recommendations and other motions concerning general business must be submitted in writing by Category I, 2 and 3 Societies or the Area Conferences, and must reach Central Office at least twelve (12) months before the date of the Triennial World Conference which is to consider them.
- 11.3 a) Resolutions deal with the Constitution and General Policy of ACWW as well as international issues and are mandates which must be worked on if passed by the appropriate majority. They should be of international importance and capable of implementation.

- b) Recommendations may, after adoption by the Triennial World Conference, be suggested to Societies as a line of action which they might choose to follow.
- 11.4 Resolutions and Recommendations presented to the Triennial World Conference must be accompanied by factual and concise supporting information provided by the proposer.
- 11.5 The Triennial World Conference Committee may put Societies sending in items on similar subjects in touch with each other, so that they can amalgamate the texts of their proposals, or, if the Societies so wish, re-word their submissions in the light of the joint findings. The Triennial World Conference Committee may restrict the number of Resolutions and Recommendations submitted to the Triennial World Conference.
- 11.6 The text of such proposed Resolutions, Recommendations and other motions shall reach all Voting Societies at least nine (9) months before the date of the Triennial World Conference which is to consider them. Amendments to Resolutions and Recommendations and other motions should be made in writing and must reach Central Office at least six (6) months before the date of the Triennial World Conference, which is to consider them. The World President may, however, permit the discussion of amendments proposed during the Triennial World Conference
- 11.7 In the case of matters of urgency of an unforeseen nature, Conference may agree by a two-thirds majority to recommend that such "Urgency Resolutions" be considered by the Conference. (Urgency is defined as a subject which has arisen since the closing date for receipt of Resolutions and Recommendations.)
- 11.8 The text of amendments should be sent by post, facsimile or e-mail transmission to all Category 1, 2 and 3 Societies and the Board at least three (3) months before the date of the Triennial World Conference which is to consider them.

Bye-law 12: WORKSHOPS OR DISCUSSION GROUPS

- 12.1 Workshops or discussion groups may be arranged at Conferences, but such workshops or discussion groups are for discussion purposes only. They have no constitutional rights or powers within ACWW. They may send reports to the Conference and Recommendations for future consideration may be submitted, but they are not entitled to submit Resolutions.

Bye-law 13: BUSINESS OF GENERAL MEETING AT TRIENNIAL WORLD CONFERENCES

- 13.1 The Conference shall:
 - a) receive a World Presidential address
 - b) receive for approval a report of the work of the Board and Committees
 - c) receive for approval audited financial statements, a financial report, a financial management report, and approve the appointment of auditors;
 - d) receive written reports of the work of Category 1, 2 and 3 Societies;

- e) consider the budgets for the next Triennium;
- f) decide the amounts of the membership dues;
- g) elect by secret ballot the Trustees.
- h) consider Resolutions and Recommendations submitted by Category 1, 2 and 3 Societies, the Board, or Area Conferences;
- i) consider amendments to the Constitution;
- j) decide on general policies for the coming Triennium in order to fulfil ACWW's Objects;
- k) Receive notification of new Society memberships.

Bye-law 14: AREA MEETINGS

- 14.1 Area meetings, open to all present from the Area, may be held at a designated time during Triennial World Conference.

Bye-law 15: CENTRAL OFFICE

- 15.1 There shall be a Central Office of ACWW in England. The staff of the Central Office shall consist of a Chief Executive Officer (hereinafter referred to as CEO) and other administrative and clerical staff as required. All staff shall be salaried officials and shall be appointed or dismissed by the Officers in accordance with a written agreement on salary and terms of service. All staff shall not be entitled to vote.

Bye-law 16: DUTIES OF CHIEF EXECUTIVE OFFICER (CEO)

The CEO shall be directly responsible to the World President, Acting World President or the Deputy World President, should she be deputising for the World President in accordance with Bye-law 6. The duties are:

- 16.1 to manage and direct the work and remuneration of the administrative and clerical staff of the Central Office;
- 16.2 In consultation with the World President and Officers appoint, dismiss and support the administrative and clerical staff;
- 16.3 ensure policies and procedures are reviewed and up to date;
- 16.4 review, develop and improve systems with attention to security, reliability and customer service; assisting with effective governance;
- 16.5 ensure ACWW (and the three connected charities whilst they exist) comply with all regulatory bodies and standards, including Charities Commission and Information Commissioner's Office;
- 16.6 to act on behalf of the Board on matters relating to the charity.
- 16.7 to attend where possible, without power to vote, all Specified Committees meetings.

- 16.8 between Triennial World Conferences to carry out the instructions of the Board and Executive to assist in developing ACWW;
- 16.9 provide support and coordination to the World President to assist in enabling her to fulfil her functions; keeping the World President informed on all matters pertaining to ACWW policy and work, including copies of essential correspondence.
- 16.10 initiate and promote relationships with member societies and support groups / representatives, other charities and potential donors to raise the profile and income generation of ACWW; contact, develop and maintain relationships with other organisations possessing mutual goals and interests;
- 16.11 to attend the Triennial World Conference;
- 16.12 to represent ACWW as requested or required; to attend on behalf of ACWW NGO networks;
- 16.13 assist in strategic planning and implementation of ACWW objectives;
- 16.14 prepare and present papers on specific matters as requested.

Bye-law 17: POSTAL VOTING

- 17.1 Urgent business which arises between meetings may by decision of the Board be transacted by postal vote or written electronic communication.
- 17.2 The President and Chief Executive Officer will decide the method of dealing with the postal vote. Postal votes shall be on ballots issued upon authorisation of the President. Deadline for the return of the ballot shall be specified thereon and shall be not less than forty (40) days after the issue of the ballot.
- 17.3 A postal vote requires a simple majority of those eligible to vote except in matters concerning Constitution which require a 75% majority or Finance which require a 67% majority (see Rules of Procedure, Rule 3). Category 1 Societies shall have five (5) votes each, Category 2 Societies two (2) votes each and Category 3 Societies one (1) vote each.
- 17.4 If the appropriate majority is not achieved by the closing date, the business proposed to be transacted by postal vote is deemed withdrawn.
- 17.5 All decisions shall become effective immediately and shall be ratified at the next meeting of the Board.
- 17.6 If a postal vote is used for the election of an Area President, such votes must be taken in time for results to be announced at the Triennial World Conference.
- 17.7 All ballots returned for a postal vote from Category 1, 2 and 3 Societies in the Area concerned, form the basis on which the 50% + 1 vote majority required is calculated. If no candidate receives the required 50% + 1 vote, those category 1, 2 and 3 societies present and entitled to vote at the Triennial World Conference, then vote in the second round. (If a society is not represented either by delegation or proxy it is not issued with ballot papers, therefore the 50% + 1 vote is calculated on those present and entitled to vote, not on the total number of societies in a particular area.)

Bye-law 18: FORMER TRUST FUNDS

Notice having been given at the 28th Triennial World Conference in 2016, the Lady Aberdeen Scholarship Fund (Charity No. 262772, Trust Deed dated 24 March 1971); the Elsie Zimmern Memorial Fund (Charity No. 266190, Trust Deed dated 11 July 1973); and ACWW Nutrition Education Fund (Charity No. 270053, Trust Deed dated 16 July 1975) were officially wound up by their Trustees in November 2018 and the remaining assets transferred to ACWW.

The individual capital funds are no longer generating enough usable income and the capital value has declined. The assets are to be held by ACWW as restricted funds to be used for the original purposes as reasonably practical until such time as the funds are depleted. The award of such scholarships or grants to be at the discretion of the Executive Committee.

Criteria approved by previous ACWW Triennial World Conferences for the award of Lady Aberdeen Scholarships and Elsie Zimmern Memorial Scholarships states that the Trustees of the Trust Funds shall have power to determine from time to time:

- a) the number, duration and value of the Scholarships;
- b) the qualifications of candidates for the Scholarships;
- c) the examinations, recommendations or other criteria upon the basis of which the Scholarships shall be awarded;
- d) the subjects to be studied and duties to be performed by the holders of the Scholarships; and
- e) the terms and conditions upon which the Scholarships shall be held and enjoyed.

Lady Aberdeen Scholarship Fund

1. Established in 1959 as a memorial to Lady Aberdeen, a founder of ACWW. The Fund enabled voluntary and qualified leaders in the field of Social Welfare to study in their own or other countries with the help of Member Societies and Members. A capital fund was established. The income, and if thought fit, the capital was available for scholarships for “The promotion and encouragement of education in the economic, social and cultural spheres”.
2. The following are types of scholarships and criteria which have been approved by the ACWW Triennial World Conference:
 - a. to provide scholarships in nutrition or some allied subject;
 - b. to provide instruction in conservation through short courses, seminars and projects;
 - c. to provide experienced women leaders (without, if necessary, a preliminary induction course) to give short courses for a stated period to train local leaders in a country which has asked for help;
 - d. to assist local leaders from villages to attend short courses at a training centre in their own country, not only in nutrition but in the whole field of community welfare;

- e. to send a voluntary leader to another country and/or to arrange exchange visits between two rural women from different countries to study rural community welfare, gain experience of the administration and work done by women's voluntary societies possibly by attachment to administrative offices, attendance at short course training colleges and field trips; and
 - f. to operate a scholarship for the study of co-operatives.
3. Awards are only to be given to scholars from countries where there are ACWW societies. The scholar must agree to return to her own country to put into practice what she has learned as soon as possible after the end of her course.
 4. Preference is to be given to financing short courses, seminars and projects for training local leaders, preferably in the participants' own countries. The Trustees may decide each Triennium if there should be a major scholarship in nutrition, conservation or some allied subject.

The Elsie Zimmern Memorial Fund

1. Established in 1971 as a memorial to Miss Zimmern, another founder of ACWW. A capital fund was established. Income from this fund was available for "Scholarships in the field of social welfare".
2. The following criteria has been approved by the ACWW Triennial World Conference:
 - a) that the income be used for training in organisation and leadership.

ACWW Nutrition Education Fund

1. Established in 1974 as an extension of The Save Sight Fund. The income and capital, if necessary, from this fund was available for:
 - a) the promotion and encouragement of education in nutrition among all women in areas where malnutrition and its attendant deficiencies put families at risk. These would include members of societies affiliated to the ACWW and any other country women in need of instruction; and
 - b) selection of potential teachers/demonstrators to receive basic training in order to organise and maintain instruction at village level including the formation of women's groups to this end.

The Trustees of the Former Trust Funds

The Trustees of the above three Funds were ACWW World President, Deputy World President and (Honorary) Treasurer. Funds were invested at the discretion of the Trustees. Income from each Fund may be accumulated by the Trustees until required.

The Trustees were enabled to delegate all or any of their powers to committees of such persons (whether members of their body or not) as they may think fit, in which case the committee concerned must conform to the instructions given by the Trustees and report to the Trustees.

STANDING ORDERS AND TERMS OF REFERENCE

of

ASSOCIATED COUNTRY WOMEN OF THE WORLD

BOARD OF TRUSTEES (The Board)

- B1 The Board shall consist of the Executive and the nine Area Presidents.
- B2 shall be chaired by the World President who shall have a vote and exercise a casting vote in the event of a tie;
- B3 shall have a quorum of nine (9) members;
- B4 shall send out agendas at least twenty-eight (28) days before each meeting to members of the Board;
- B5 shall circulate Minutes of Board meetings to the members of the Board, and Category I, 2 and 3 Societies;
- B6 shall meet at least one time per year and at Triennial World Conference;
- B7 shall, when possible, appoint members of the Specified Committees; and when necessary, Ad Hoc Committees;
- B8 shall appoint ACWW representatives to the United Nations on the recommendation of the ACWW United Nations Committee;
- B9 shall be responsible for the planning of extension work of ACWW, including travel and approval;
- B10 shall approve the Triennial World Conference theme;
- B11 shall receive a financial statement at each meeting and consider all matters relating to finance, and shall receive annual budgets drawn up by the Treasurer and ACWW Finance Manager/CEO for submission to the Triennial World Conference;
- B12 may consult with advisers when necessary and invite them to attend meetings without the power to vote;
- B13 shall receive reports from the Executive, Specified Committees, and Ad Hoc Committees, if any;
- B14 shall be responsible for overseeing the general policy of the Countrywoman magazine;
- B15 for representation of ACWW, the appropriate persons – be they members of the Board, members at large or staff, will be selected under two criteria: cost effectiveness and suitability for the specific situation, with final approval of the Executive Committee.
- B16 all members of the Board shall sign and abide by the Board Code of Conduct and terms of the Board Handbook as current.

Terms of Reference

- B17 within the terms of the Constitution and Bye-laws the Board:
- B18 shall deal with matters referred to it by the Executive and other items as require consideration.

EXECUTIVE COMMITTEE

- E1 The Executive shall consist of the World President and the Chairmen of the Six Specified Committees. For membership of the Executive see Constitution Clause 15

The Executive Committee:

- E2 shall be chaired by the World President who shall vote as a member and exercise a casting vote in the event of a tie;
- E3 shall be chaired in the absence of the World President by the Deputy World President who shall have a vote and exercise a casting vote in the event of a tie;
- E4 shall have a quorum of four (4) voting members;
- E5 may consult with advisers when necessary and invite them to attend meetings without the power to vote;
- E6 shall send out agendas at least twenty-eight (28) days before each meeting to members of the Board;
- E7 shall receive reports from the Specified and other Committees;
- E8 shall circulate Minutes of Executive meetings to the members of the Board;
- E9 shall ensure that all business is transacted by a simple majority of the Executive present and entitled to vote.

Terms of Reference

Within the terms of the Constitution and Bye-laws the Executive of ACWW:

- E10 shall deal with matters referred to it by the Board and other items as require consideration between Board meetings.
- E11 shall receive a financial statement at each meeting and consider all matters relating to finance, and shall receive an annual budget drawn up by the Treasurer and ACWW Finance Manager / CEO;
- E12 shall be responsible for the appointment and dismissal of the CEO and Central Office staff;
- E13 shall consider applications for Category 1, 2, 3 and 4 Society memberships and approve for recommendation to the Board those that fulfil all the requirements for membership;
- E14 shall receive recommendations from Committees for approval within the limits of available resources;
- E15 shall, with the Board, be responsible for the planning of extension work of ACWW, including travel and approval.

SPECIFIED AND AD HOC COMMITTEES

- SC1 The Chairmen of the Specified Committees are the Trustees elected to the positions;
- SC2 Committee members shall be appointed by the Board or Executive;
- SC3 All Committee members must be an individual member of ACWW;
- SC4 Members who sit on Committees are there as individuals and should act in the best interests of ACWW as a whole and not the representative of any particular member society;
- SC5 No Committee member may serve more than two terms on the same Committee; nor serve on Committees more than four consecutive terms;
- SC6 All Committee members must sign a Code of Conduct;
- SC7 If a member is not willing to sign the Code of Conduct, she will cease to be a member of that Committee or the Board;
- SC8 Ad Hoc Committees may be appointed by the Board or the Triennial World Conference as in the Constitution Clause 23.4;
- SC9 The Ad Hoc Committee ceases to exist once the particular task for which it was appointed is completed;
- SC10 A budget should be approved for the work of the Ad Hoc Committee to include reasonable expenses for the Chairman;
- SC11 All Ad Hoc Committee members must sign a Code of Conduct;
- SC12: If a member of a committee is considered to have breached the Code of Conduct this shall be subject to investigation and potential discipline. She may be removed from the Committee by a resolution of the Executive being passed by a two-thirds majority, and that prior to such a meeting the committee member in question has been given written notice (of at least 30 days) of the intention to propose such a resolution at the meeting;

AGRICULTURE COMMITTEE**Standing Orders**

- A1 The Agriculture Committee: shall consist of up to six (6) members, the Chairman, who is also the Deputy World President, and 5 members appointed by the Board. If a vacancy occurs between meetings, the Executive or Board shall have the power to appoint members. The Chairman shall have the power to vote and exercise a casting vote in the event of a tie;
- A2 shall elect a Vice-Chairman, who in the absence of the Chairman shall chair the meeting with the power to vote and exercise a casting vote in the case of a tie;
- A3 shall have a quorum of three (3) members;
- A4 shall send out agendas at least twenty-eight (28) days before each Committee meeting;
- A5 shall meet at least two (2) times a year, the volume of business to determine the length of each meeting;
- A6 Minutes shall be circulated to the Committee and members of the Board;

- A7 shall give to every member of the Committee a copy of these Standing Orders and Terms of Reference;
- A8 shall report to the next meeting of the Executive or Board and the Triennial World Conference; and
- A9 may consult with advisers when necessary and may invite them to attend meetings without the power to vote, and at no cost to ACWW.
- A10 all Committee members must sign a Code of Conduct;

Terms of Reference

Within the terms of the Constitution and Bye-laws;

- A11 shall study and promote ways and means of empowering women in agriculture to improve their living conditions;
- A12 shall promote women's active participation in agricultural decision making;
- A13 shall compile relevant available information on women in agriculture and environmental issues;
- A14 shall consider any other matters referred to it by the Executive or Board;
- A15 shall make recommendations through the Finance and Membership Committee to the Executive / Board on all items involving the expenditure of funds by it within its budget;
- A16 any correspondence and / or statements purporting to be on behalf ACWW to be signed by the World President; and
- A17 shall participate in the strategic planning of ACWW.

COMMUNICATIONS AND MARKETING COMMITTEE

Standing Orders

- CM1 The Communications and Marketing Committee: shall consist of up to four (4) members: The Chairman and three (3) members appointed by the Board. The Chairman, who is elected by the Triennial World Conference, has the power to vote and a casting vote in the event of a tie; if a vacancy occurs between meetings, the Executive or Board shall have the power to appoint members.
- CM2 shall elect a Vice-Chairman who in the absence of the Chairman shall chair the meeting and shall have a vote and a casting vote in the event of a tie;
- CM3 shall have a quorum of three (3) members;
- CM4 shall send out agendas at least twenty-eight (28) days before each Committee meeting;
- CM5 shall meet at least two (2) times a year, the volume of business to determine the length of each meeting;
- CM6 Minutes shall be circulated to the Committee and members of the Board;
- CM7 shall give to every member of the Committee a copy of these Standing Orders and Terms of Reference;

- CM8 shall report to the next meeting of the Executive or Board and the Triennial World Conference;
- CM9 may consult with advisers when necessary and may invite them to attend meetings without the power to vote; and
- CM10 all Committee members must sign a Code of Conduct.

Terms of Reference

Within the terms of the Constitution and Bye-laws the Communications and Marketing Committee:

- CM11 shall examine and recommend ways of improving the image of ACWW;
- CM12 shall be responsible for communications, marketing, promotion, publications and public relations;
- CM13 shall be the Editorial Committee of The Countrywoman and liaise with the Editor;
- CM14 shall endeavour to establish standard designs and approaches to be used by ACWW worldwide;
- CM15 shall make recommendations through the Finance and Membership Committee to the Executive or Board on all items involving expenditure of funds by it within its budget;
- CM16 shall consider any other matters referred to it by the Executive or the Board;
- CM17 any correspondence and / statements purporting to be on behalf ACWW to be signed by the World President;
- CM18 shall participate in the strategic planning of ACWW; and
- CM19 shall have responsibility for the activities of Friendship Links.

FINANCE AND MEMBERSHIP COMMITTEE

Standing Orders

- F1 The Finance and Membership Committee: shall consist of up to four (4) members: The Chairman, who is also the Treasurer, and three (3) members who shall be appointed by the Board. If a vacancy occurs between meetings, the Executive or Board shall have the power to appoint members. The Chairman shall have the power to vote and exercise a casting vote in the event of a tie;
- F2 shall elect a Vice-Chairman who in the absence of the Chairman shall chair the meeting and shall have the power to vote and a casting vote in the event of a tie;
- F3 shall have a quorum of three (3) members;
- F4 shall send out agendas at least twenty-eight (28) days before each Committee meeting
- F5 shall meet at least three (3) times a year, the volume of business to determine the length of each meeting;

- F6 Minutes shall be circulated to the Committee and members of the Board;
- F7 shall give to every member of the Committee a copy of these Standing Orders and Terms of Reference
- F8 shall meet in advance of each Board meeting and report to the next meeting of the Board or Executive and Triennial World Conference;
- F9 may consult with advisers when necessary and may invite them to attend meetings without the power to vote; the Charity's investment managers have an open invitation to Finance and Membership Committee meetings and will advise on their attendance as appropriate
- F10 all Committee members must sign a Code of Conduct.

Terms of Reference

Within the terms of the Constitution and Bye-laws the Finance and Membership Committee:

- F11 shall receive a financial statement at each meeting, and consider all matters relating to Finance;
- F12 shall recommend for approval, to the Executive and Board annual budgets, prepared in consultation with the ACWW CEO for presentation at the Triennial World Conference;
- F13 shall monitor and review the Charity's budgets for approval by the Board including financial expenditure and recommendations from other committees;
- F14 shall monitor and review the Charity's financial performance and invite CEO to prepare papers on particular matters to Finance Committee meetings to assist in these discussions;
- F15 shall consider any reports and recommendations relating to procurement activity or insurance;
- F16 shall promote and encourage membership retention and growth;
- F17 shall consider any other matters referred to it by the Executive or Board;
- F18 any correspondence and / statements purporting to be on behalf ACWW to be signed by the World President;
- F19 shall participate in the strategic planning of ACWW;
- F20 Shall monitor and review the Charity's arrangements in relation to investments including its investment policy. Ensure that these arrangements are aligned with the Charity's long terms strategic objectives. Make recommendations to the Board as required.
- F21 shall make recommendations to the Board in relation to the appointment, reappointment and removal of the charity's investment advisors and financial advisor.

- F22 shall oversee the selection process for new investment advisors and financial advisor and if the investment advisors and financial advisor resign investigate the issues leading to this decision and whether any action is required
- F23 shall oversee the relationship with the investment advisors and financial advisor and in particular:
- a) Make recommendations to the Board on their remuneration and that the level of fees are appropriate to enable adequate provision of services.
 - b) Review and recommend to the Board for approval their terms of engagement, including any engagement letter issued.
 - c) Annually assess their independence and objectivity, taking into account; relevant professional and regulatory requirements; the relationship with the investment advisors and financial advisor as a whole; satisfy itself that there are no relationships between the investment advisors and financial advisor and the charity other than in the ordinary course of business.
 - a. Declare any interest at the start of the meeting and if there are any, no part should be taken in any decision unless there is not a conflict of interest.
 - b. Keep an updated record of members interests.
- F24 shall meet with the investment advisors and financial advisor as appropriate;
- F25 shall review the charity's arrangements in relation to reserves, including its reserves policy. Make recommendations to the Board as required
- F26 shall be responsible for endorsing the annual report and accounts for approval by the Board
- F27 shall be responsible with the Board for reviewing any representation letter(s) requested by the auditor before they are signed on behalf of the Board;
- F28 shall be responsible with the Board for reviewing the management letter and management responses to the auditors' findings and recommendations (post audit report);
- F29 shall keep under review the adequacy and effectiveness of the charity's internal financial controls and financial risk management systems including relevant procedures and policies;
- F30 shall exercise general oversight of the conduct of financial transactions and the maintenance of financial records including any necessary review of the Charity's financial policies and procedures, delegations and mandates;
- F31 shall regularly review the charity's finance risk register and receive regular reports from the CEO providing information on the major financial risks faced by the charity;
- F32 shall investigate on behalf of the Board of Trustees any matter that may put the charity at financial risk;
- F33 the Chief Executive and Finance Administrator have an open invitation to all Finance Committee meetings;

- F34 the Chairman of the Finance and Membership Committee will report to the Board following each committee meeting on its duties and responsibilities;
- F35 the Finance and Membership Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed and comment on any financial expenditure by the Committees, if necessary;
- F36 the Finance and Membership Committee must submit an annual report to the Board detailing its activities;
- F37 the Chairman of the Finance and Membership Committee shall attend the General Meeting to answer questions from members on the committees' activities.

PROJECTS COMMITTEE

Standing Orders

- P1 The Projects Committee: shall consist of up to six (6) members: The Chairman and five (5) members appointed by the Board, and the Trustees of the Trust Funds (see The Trustees of the Trust Funds) without the power to vote. The Chairman who is elected by the Triennial World Conference, has the power to vote and have a casting vote in the case of a tie. If a vacancy occurs between meetings, the Executive or Board shall have the power to appoint members.
- P2 shall elect a Vice-Chairman who in the absence of the Chairman shall chair the meeting and shall have the power to vote, and exercise a casting vote in the event of a tie;
- P3 shall have a quorum of three (3) members;
- P4 shall send out agendas at least twenty-eight (28) days before each Committee meeting;
- P5 shall meet at least two (2) times a year, the volume of business to determine the length of each meeting;
- P6 Minutes shall be circulated to the Committee and members of the Board;
- P7 shall give to every member of the Committee a copy of these Standing Orders and Terms of Reference;
- P8 shall report to the next meeting of the Executive or Board and the Triennial World Conference;
- P9 may consult with advisers when necessary and may invite them to attend meetings without the power to vote and at no cost to ACWW;
- P10 all committee members must sign a Code of Conduct.

Terms of Reference

Within the terms of the Constitution and Bye-laws the Projects Committee:

- P11 shall be responsible for assessing projects submitted by members and other groups in line with ACWW objectives, values and policy;
- P12 shall recommend projects for support as appropriate from ACWW Project Donations. Projects selected will take account of the Objects of ACWW and the availability of funds; these recommendations shall be referred to through the Finance and Membership Committee to the Executive or Board;
- P13 shall be responsible for attracting donations and co-funding from national and international agencies, foundations and trusts and for presenting reports to donor agencies as required;
- P14 shall exercise the most appropriate methods to evaluate and monitor projects and initiate relevant research to assist reporting back to donor agencies as specified in their criteria for project reporting;
- P15 shall make recommendations through the Finance and Membership Committee to the Executive / Board on all items involving the expenditure of funds by it within its budget;
- P17 shall consider any other matters referred to it by the Executive or the Board.
- P18 any correspondence and / statements purporting to be on behalf ACWW to be signed by the World President; and
- P19 Shall participate in the strategic planning of ACWW.

TRIENNIAL WORLD CONFERENCE COMMITTEE

Standing Orders

- TWCC1 The Triennial World Conference Committee: shall consist of up to five (5) members; the Chairman who is the Honorary Secretary and three (3) members appointed by the Board and a representative(s) of the Hostess Organisation(s) or her deputy. The Chairman has the power to vote and exercise a casting vote in the event of a tie; if a vacancy occurs between meetings, the Executive or Board shall have the power to appoint.
- TWCC2 shall elect a Vice-Chairman who in the absence of the Chairman shall chair the meeting and shall have the power to vote and exercise a casting vote in the event of a tie;
- TWCC3 shall have a quorum of three (3) members;
- TWCC4 shall send out agendas at least twenty-eight (28) days before each Committee meeting;
- TWCC5 shall meet at least seven (7) times in the Triennium, the volume of business to determine the length of the meeting;
- TWCC6 Minutes shall be circulated to the Committee and members of the Board;

- TWCC7 shall give to every member of the Committee a copy of these Standing Orders and Terms of Reference and Rules of Procedure for the Triennial World Conference;
- TWCC8 shall report to the next meeting of the Executive or Board and the Triennial World Conference;
- TWCC9 may consult with advisers when necessary, and may invite them to attend meetings without the power to vote and at no cost to ACWW;
- TWCC10 shall participate in the strategic planning of ACWW; and
- TWCC11 All members of the Committee must sign a Code of Conduct.

Terms of Reference

Within the terms of the Constitution, Bye-laws and Rules of Procedure the Triennial World Conference Committee:

- TWCC12 shall be responsible for planning the ensuing Triennial World Conference in co-operation with the Hostess Organisation(s) in line with current guidelines;
- TWCC13 in consultation with the World President and CEO, shall prepare the programme of sessions and the drawing up of the Triennial World Conference agenda
- TWCC14 shall include the Treasurer in consultations when preparing a budget for the Conference for recommendation to the Board;
- TWCC15 shall appoint an Ad Hoc Committee on Resolutions and Recommendations which shall include at least one (1) member whose first language is not English. This Committee shall receive, classify, and restrict if necessary, Resolutions and Recommendations for inclusion in the Triennial World Conference agenda, with the approval of the Executive or Board;
- TWCC16 shall make recommendations to the Executive or Board on all items involving expenditure of funds by it within its budget;
- TWCC17 shall consider any other matters referred to it by the Executive or Board; and
- TWCC18 any correspondence and / statements purporting to be on behalf ACWW to be signed by the World President; and
- TWCC19 shall participate in the strategic planning of ACWW.

UNITED NATIONS COMMITTEE

Standing Orders

- UN1 The United Nations Committee shall consist of up to six (6) members; the Chairman, who is elected by the Triennial World Conference, and five (5) members appointed by the Board. The Chairman has the power to vote and to exercise a casting vote in the event of a tie. If a vacancy occurs between meetings, the Executive or Board shall have the power to appoint.
- UN2 shall elect a Vice-Chairman who in the absence of the Chairman shall chair the meeting and shall have the power to vote and have a casting vote in the event of a tie;
- UN3 shall have a quorum of three (3) members;
- UN4 shall send out agendas at least twenty-eight (28) days before each Committee meeting;
- UN5 shall meet at least two times a year, the volume of business to determine the length of the meeting;
- UN6 Minutes shall be circulated to the Committee and members of the Board;
- UN7 shall give to every member of the Committee a copy of these Standing Orders and Terms of Reference;
- UN8 all members of the Committee must abide by a Code of Conduct
- UN9 shall report to the next meeting of the Executive or Board and the Triennial World Conference; and
- UN10 may consult with advisers when necessary and may invite them to attend meetings without the power to vote with the approval of the Executive or Board;
- UN11 ACWW United Nations Representatives maybe invited to attend UN Committee meetings, without the power to vote and at no expense to ACWW.

Terms of Reference

Within the terms of the Constitution and Bye-laws the United Nations Committee:

- UN12 shall, bearing in mind the priorities of ACWW, work as requested by the Board, study, where relevant, the work of the United Nations General Assembly, the Economic and Social Council, Commissions and Specialised Agencies and also the work of Member Societies in connection therewith;
- UN13 shall consider the matters in paragraph UN10 (above) in relation to the work of other international non-governmental organisations;
- UN14 shall recommend for the approval of the Board the appointment of ACWW UN Representatives;
- UN15 shall make recommendations through the Finance and Membership Committee to the Board on all items involving the expenditure of funds by it within its budget;
- UN16 shall consider any other matters referred to it by the Trustees or the Board;

- UN17 any correspondence and / statements purporting to be on behalf ACWW to be signed by the World President;
- UN18 shall advocate at United Nations and other international agencies on behalf of women's rights and empowerment in line with ACWW policies;
- UN19 shall assist with preparation of statements and policy papers;
- UN20 shall participate actively at meetings, promoting ACWW agendas;
- UN21 shall develop two-way communication with ACWW UN Representatives to maintain effective representation;
- UN22 shall assist with the preparation of Annual and Quadrennial reports; and
- UN23 shall participate in the strategic planning of ACWW.

RULES OF PROCEDURE & DEBATE FOR THE TRIENNIAL WORLD CONFERENCE

of

ASSOCIATED COUNTRY WOMEN OF THE WORLD

Amendments to these Rules of Procedure require the approval of 50% plus 1 vote of the Conference.

Rule 1: ACCREDITED DELEGATES

The credentials of Category 1, 2 and 3 Societies' delegates shall be submitted to the Central Office staff in attendance at the time of registration at the Conference, such credentials to be in the form of a signed statement from their Society.

This rule shall not prevent a Society from changing its delegates as named in the pre-Conference registration documentation, subject to proper submission of credentials by the leader of the delegation at the time of the Conference and examination of the credentials where needed.

Rule 2: LANGUAGE

English shall be the official language of the World Conference. Other languages may be used in addition as decided by the Conference with special reference to the Area in which the Conference is to be held.

Rule 3: MAJORITY REQUIRED

Matters of Constitution must have a 75% majority of the voting strength to be carried, and Finance 67% majority. Unless otherwise stated in the Constitution, a simple majority is required for all voting. The voting strength shall be established at the start of each session.

Rule 4: METHOD OF VOTING

Except in the case of elections, the Conference shall normally vote by a show of voting cards, but any voting delegate may request a secret ballot. If this request is seconded and accepted by Conference, a secret ballot shall be conducted.

Rule 5: ELECTIONS

All elections of individuals shall be decided by secret ballot. If no candidate obtains, 50% + 1 vote in the first ballot, a second ballot shall be taken, confined to the two candidates obtaining the largest number of votes. If in the second ballot the votes are equally divided, the World President shall draw lots between the individuals.

Rule 6: POSTAL VOTING FOR AREA PRESIDENTS

If Areas decide to have a postal vote to elect the Area President, the World President and Chief Executive Officer will decide the method of dealing with the postal vote. Postal votes shall be on ballots issued upon authorisation of the President. Deadline for the return of the ballot shall be specified thereon and shall be not less than forty (40) days after the issue of the ballot.

If a postal vote is used for the election of an Area President, such votes must be taken in time for results to be announced at the Triennial Conference.

All ballots returned for a postal vote from Category 1, 2 and 3 Societies in the Area concerned, form the basis on which the 50% + 1 vote, majority required is calculated from the votes cast and received, not on the number of ballot papers issued.

If no candidate receives the required 50% + 1 vote, those Category 1, 2 and 3 societies present and entitled to vote at the Triennial World Conference, then vote in the second round. If a society is not represented either by delegation or proxy at the Triennial World Conference, it is not issued with ballot papers, therefore the 50% + 1 vote, is calculated on those present and entitled to vote, not on the total number of societies in a particular area.

Rule 7: DISTRIBUTION OF CONFERENCE RECORDS

As soon as possible, the text of Resolutions, Recommendations and other formal decisions adopted by the Conference shall be distributed by the Central Office to all members of the Conference and any others participating in the sessions, as well as to the Head Offices of all Category 1, 2 and 3 Societies, whether represented at the Conference or not.

Rule 8: SUSPENSION OF RULES

Any of the foregoing Rules of Procedure may be suspended by a two-thirds majority at any plenary session of Conference provided that notice of the intention of a Society to propose such suspension has been indicated to delegations by the CEO not less than twenty-four (24) hours before the meeting at which such suspension is proposed.

RULES OF DEBATE

RD1 POWERS OF THE CHAIRMAN

The Chairman shall have control of the Meeting and over the maintenance of order at its sessions. She shall declare the opening and closing of each session; direct the discussion; ensure observance of the Constitution, Bye-laws, Rules of Procedure and these Rules; accord the right to speak; put questions to the vote and announce the decisions. She shall rule on points of order and have the power to propose the adjournment or closure of debate, adjournment or suspension of a session.

RD2 REVISION OF THE AGENDA

During the session, the Meeting may revise the agenda for the session by adding, deleting, deferring or amending items.

RD3 TIME LIMIT OF SPEECHES

The Meeting may limit the time allowed to each speaker. The time limits suggested are five (5) minutes for the proposer of a motion, three (3) minutes for the seconder and other speakers.

RD4 POINTS OF ORDER

During the discussion of any matter, a voting delegate may at any time raise a point of order. The point of order shall be immediately decided by the Chairman in accordance with the Constitution, Bye-laws, Rules of Procedure and these Rules. A voting delegate may appeal against the Chairman's decision. The appeal shall be immediately put to the vote, and the ruling of the Chairman shall stand unless overruled by a 50% + 1 vote. A voting delegate may not, in raising a point of order, speak on the substance of the matter under discussion.

RD5 DECISION OF COMPETENCE

Any motion calling for a decision on the competence of the Meeting to adopt a proposal submitted to it, shall be put to the vote immediately before a vote is taken on the proposal in question.

RD6 SECONDING OF ALL MOTIONS

Resolutions, Recommendations, Amendments and other motions must in every case be seconded by a voting delegate who is not a member of the same delegation as the proposer.

RD7 WITHDRAWAL OF MOTIONS

Any motion may be withdrawn by its proposer with the consent of the seconder at any time before voting on it has commenced. The motion which has thus been withdrawn may be re-introduced at another session of the Meeting by any voting delegate, but only once. On re-introduction it must again be proposed and seconded.

RD8 SUBMISSION OF AMENDMENTS

In accordance with Bye-law 11, Resolutions, Recommendations and their amendments shall normally be circulated in advance of the Triennial World Conference which is to consider them. The Chairman may, however, permit the discussion of amendments proposed during the meetings. No more than two (2) amendments to any one (1) Resolution shall be allowed. All amendments must be given in writing, to the Chairman, with the names of the proposer and seconder and the names of their organisations.

RD9 VOTING ON AMENDMENTS

Amendments shall not change the original intent of a Resolution or other motion to make it negative. Where two (2) amendments are allowed to the original motion, the last amendment is voted on first. If any amendments are carried, they become part of the original motion which is then called the substantive or amended motion. If the substantive motion is lost, then the original motion no longer exists.

RD10 RIGHT OF REPLY

The proposer of a motion has the right of reply and this closes the debate. The Chairman may use her discretion to allow any other speaker to speak more than once, or a voting delegate may move that a speaker be further heard, which on being seconded shall immediately be put to the vote.

RD11 ADJOURNMENT OF DEBATE

During the discussion of any matter, a voting delegate may move to adjourn the debate of an item under discussion. The motion to adjourn must be seconded. Then two (2) voting delegates may speak against the motion to adjourn, after which it shall immediately be put to the vote. In no case may a speaker move to adjourn a debate at the conclusion of her speech on that debate.

RD12 CLOSURE OF DEBATE

During the discussion of any matter, a voting delegate may move to close the debate on the item under discussion. The motion for closure must be seconded, then two (2) voting delegates may speak against the motion, after which the motion shall immediately be put to the vote. In no case may a speaker move to close a debate at the conclusion of her speech on that debate.

RD13 ADJOURNMENT OF MEETING / SESSION

During the discussion a voting delegate may move for an adjournment of the meeting/session. If seconded, the proposal shall immediately be put to the meeting/session without further discussion. The Chairman shall announce the result of the vote, and if the proposal is carried, the meeting/session shall be adjourned and reconvened at another time or place. The Chairman shall announce the time of resumption of the meeting/session.

RD14 ORDER OF MOTION

The following motions shall have precedence in this order over all other motions or business before the meeting:

14.1 to adjourn the meeting/session;

14.2 to adjourn the debate on the item under discussion;

14.3 to close the debate on the item under discussion.

RD15 ABSTENTIONS

A delegate who, on instruction from her society, withholds her vote or who does not, for any reason, vote is considered to be neither for nor against the motion and is taken as abstaining. When determining a majority, those abstaining must be counted in the total vote at each session but shall not be added to those voting for or against. If, as a result, there is no overall majority, the motion shall be considered withdrawn.

RD16 MAJORITY REQUIRED

Decisions of the Meeting shall be made by the appropriate majority as set out in the Constitution, Bye-laws, Standing Orders and Terms of Reference, Rules of Procedure and Rules of Debate. A simple majority means 50% plus 1 vote at each session. A two thirds majority means two-thirds or more of the voting strength at each session.

RD17 EQUALLY DIVIDED VOTES

Subject always to the exercise of casting votes if a vote is equally divided on matters other than elections, the motion shall be regarded as rejected.

RD18 CONDUCT DURING VOTING

After the voting has begun, no one shall interrupt the vote, except on a point of order in connection with the actual conduct of the voting; and everyone except the tellers to remain seated.

RD19 SUSPENSION OR AMENDMENT OF RULES OF DEBATE

Any of these Rules of Debate may be suspended or amended by a two-thirds majority of the voting strength at each session. Notice of amendments to the Rules with the names of the proposer and seconder and their organisations must be given in writing to the Central Office staff in attendance not less than twenty-four hours before the Meeting at which they are to be proposed.

GLOSSARY OF TERMS

of

ASSOCIATED COUNTRY WOMEN OF THE WORLD

The definition stated is ACWW's meaning.

Accredited	A delegate who has provided to Central Office prior to the Triennial World Conference deadline written authority from her organisation that she is entitled to attend the Conference and vote on behalf of that organisation
Bye-law	A Rule, not part of the main Constitution, made by Triennial World Conference. Changes may be made by the Board and ratified by the Triennial World Conference.
CEO	Chief Executive Officer
CIO	Charitable Incorporated Organisation
Life Members	Members admitted prior to 29 June 1992 following payment of dues to cover life Membership
Members	Category 1, 2, 3 and 4 Societies, Category 5 Individuals and Category 6 current members of the Board of Trustees
Quorum	The minimum number of voting members necessary for transaction of business at a Meeting
Recommendation	As defined in Bye-law 11.2(b) they may, after adoption by the Triennial World Conference, be suggested to Societies as a line of action which they might choose to follow
Representative	Delegate in reference to General Meeting or Triennial World Conference
Resolution	As defined in Bye-law 11.2(a): they deal with the Constitution and General Policy of ACWW as well as international issues and are mandates which must be worked on if passed by the appropriate majority. They should be of international importance and capable of implementation
Terms of Reference	The powers and duties of a committee
Triennium	The term commencing after the conclusion of one Triennial World Conference and ending at the conclusion of the next
Umbrella Organisation	An organization consisting of independent member societies
Urgency Resolutions	As defined in Bye-law 11.7: a subject which has arisen since the closing date for receipt of Resolutions and Recommendations.

Associated Country Women of the World

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