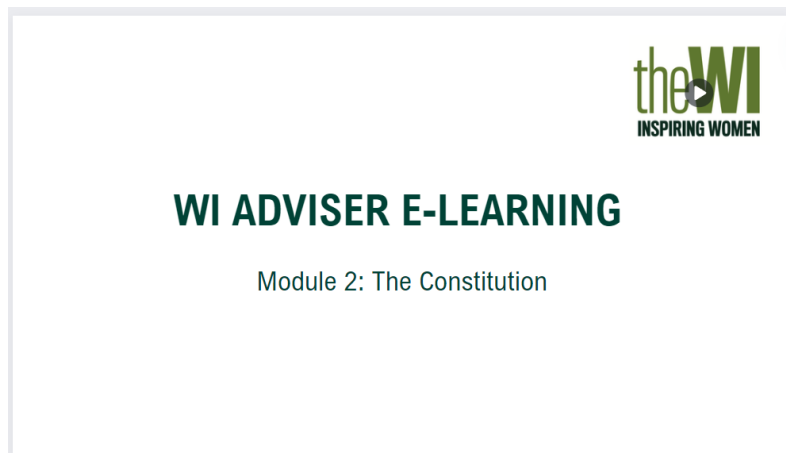


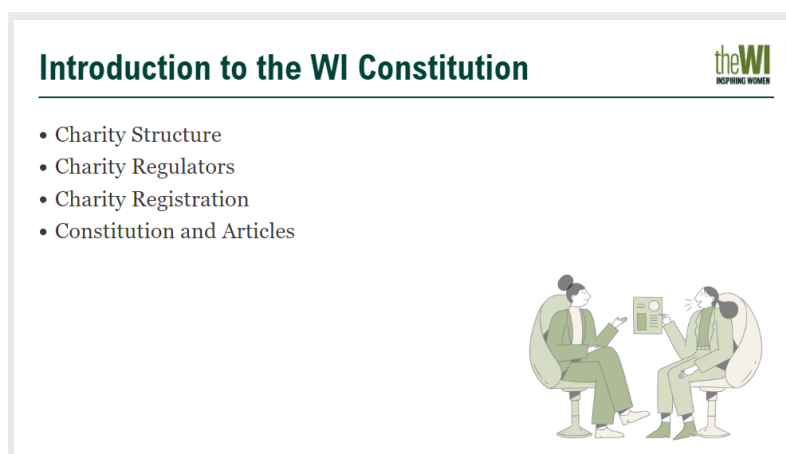
WI Adviser E-Learning Transcript - Module 2

Slide 1 – Welcome



Welcome to the WI Adviser E-learning, we hope that you find the programme inspiring and supports you in your role as WI Adviser. This module has been designed to give you the knowledge of the WI's constitution. A transcript of this module is also available. At the end of each module, you will need to complete a short knowledge test. After you have successfully completed the test at the end of module 7 you will receive a certificate. Thank you so much for volunteering your valuable time as WI Adviser as your support is critical to WIs and federations in creating an enriching experience for our members and for the generations to come.


Slide 2 – Introduction



In this module we will share some information about the different charity structures and charity governing documents and then relate these to the NFWI including the regulators that provide operating guidance depending on where the charity is located. We hope that by the end of the session you will have a good understanding of the organisation's legal and constitutional requirements, and your role in ensuring these are met. This module will take no longer than 30 minutes to complete.


Slide 3 – Charity Structure

Charity Structure



What are the different types of charity structure within the NFWI?


- Charitable Unincorporated Association
- Charitable Companies (limited by guarantee)
- Charitable Incorporated Organisation (CIO)



So, let's start with the different types of charity structure and then move on to the governing documents that support them. There are a couple of key terms to note, UNINCORPORATED and INCORPORATED that define the structure.

Slide 4 – Charity Structure

Charity Structure



What are the different types of charity structure within the NFWI?

Unincorporated <ul style="list-style-type: none">• Not a separate legal identity• Governed by the constitution	Charitable Incorporated Organisation (CIO) (incorporated) <ul style="list-style-type: none">• Charity has own legal identity• Governed by the constitution• Reporting requirements to the appropriate charity regulator	Company Limited by Guarantee (CLG) (incorporated) <ul style="list-style-type: none">• Charity has own legal identity• Reporting requirements to the appropriate charity regulator and Companies House• Governed by Articles of Association
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WIs are all unincorporated and federations are either incorporated or unincorporated

Unincorporated Associations

A charitable Unincorporated Association is a common form for charities to take if the charity has been set up informally or operates on a small scale within a community. It is easy to set up and is flexible.

Charitable unincorporated associations are governed by a Constitution It has no separate legal personality, and the trustees personally sign for and take liability for the charity's commitments.

Our WIs are all unincorporated, as are some of or federations and they use the NFWI model constitutions for unincorporated WIs or federations.

Charitable Incorporated Organisation

A Charitable Incorporated Organisation or "CIO" is an operating model that gives the charity its own legal personality and is designed exclusively for charitable organisations in England and Wales. Incorporated means it has its own legal personality and can therefore

own property and enter into contracts in the charities name and its trustees will normally have limited liability for the commitments of the CIO.

Charitable Incorporated Organisations are registered with and regulated by the Charity Commission alone.

This is a relatively new charity model, introduced in 2016 and around one third of our federations currently operate this model, using the NFWI model CIO constitution.

Charitable companies limited by Guarantee

Charitable companies (CLGs) are limited liability charitable companies which are incorporated and registered as such. They have dual reporting requirements to the Charity Commission and Companies House. The activities of the charity are governed by the Articles of Association. The charity has its own legal personality.

NFWI and some of our federations operate this model and use the NFWI model CLG constitutions.

Slide 5 – Charity regulators



Charities are regulated by an overarching independent body which is the Charity Commission for England and Wales, the Jersey Charity Commissioner, the Guernsey Registry and the Attorney General for the Isle of Man.

The role of a charity regulator is to uphold charity law and public trust in charities by ensuring good governance and management of charity. They provide charities with advice and support and will also investigate breaches of charity regulations and serious incidents. On a practical level, they manage the registration scheme, which we referred to earlier in the module, which is required for incorporated charities including the NFWI and incorporated federations. The specific regulator will depend on where the federation is located. Further information can be found on the links below:

Constitution:

<https://mywi.thewi.org.uk/essential-information/the-wi-constitution>

Charity Commission for England and Wales:

<https://www.gov.uk/government/organisations/charity-commission>

Attorney General for the Isle of Man

<https://www.gov.im/about-the-government/offices/attorney-generals-chambers/>

Jersey Charity Commissioner:

<https://charitycommissioner.je/>

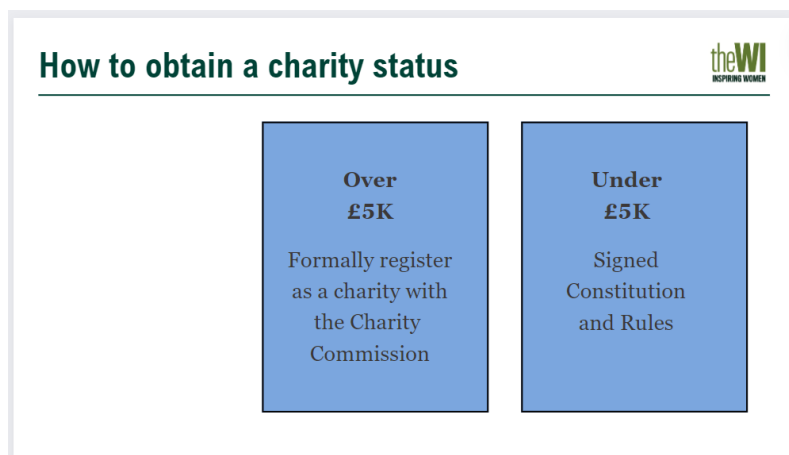
Guernsey Register:

<https://www.guernseyregistry.com/charities>

You should make sure you know the regulator relevant to the WIs that are within your federation and familiarise yourself with their support materials and requirements. Regulators offer a wealth of information and guidance on the various practical aspects of managing a charity and so are a great source of learning for new WIs and trustees.

We also suggest that you undertake further reading on the relevant regulator websites to learn more about the Constitution and contact the Central Secretariat team should you have any questions, boardsecretary@nfwl.org.uk


Slide 6 - Charity Registration




All charities must have charitable objects and exist for the public benefit. WIs with an annual income under £5,000, do not need to formally register as charities; they can use their signed Constitution & Rules as proof of their charitable status, and they must still adhere to the rules. WIs with an annual income above £5,000 must formally register as charities. Charitable status is not dependent on organisational structure.

Slide 7 – Constitution and Articles of Association

How does a charity operate?




- Constitution
- Articles of Association



Charity Constitutions and Articles of Association are different legally, but fundamentally do the same thing. They outline what a charity does, its functions and the rules within which it will operate. These are key to the smooth operation of a charity and every trustee should have a copy and must adhere to it. As a WI Adviser it is key to ensure that the Trustees of a new WI have a good working understanding of the constitution and their legal requirements. As well as the Constitution we provide the WI Handbook which helps with the practical application of the rules.


Slide 8 – What is in a Constitution and Articles of Association

Constitution & Articles of Association



What does a Constitution and Articles of Association cover?

- What the charity does
- What the charity can do
- Who will run it
- Who can be a member
- How to responsibly manage the charity
- How to close a charity



A Constitution or Article of Association includes information, such as:

- what the charity is set up to do (known as its 'purposes' or 'objects')
- what the charity can do to carry out its purposes, such as borrowing money (known as its 'powers')
- who will run the organisation
- who can be a member
- how meetings will be held and how trustees are appointed
- guidance regarding the payment of trustees, investments and holding land
- whether trustees can change the governing document, including its charitable purposes
- what happens if the charity wishes or needs to close

Slide 9 – WI Charity structure and Constitution and Rules for the three tiers

Constitution & Rules

What are the Constitution and Rules for WIs, federations and the NFWI?



theWI
INSPIRING WOMEN

In this section we will refer again to unincorporated and incorporated. So, this is a great time to see if you remember the difference.

WIs

So, as we mentioned earlier, WIs are charitable unincorporated associations, and they are governed by the *Constitution and Rules* for WIs. This document states the purposes of the WI and the way in which it must be run. A WI should sign its Constitution at the second meeting and the date of signature is the WIs official formation date. You will need to ensure they know about the constitution, have access to it and have also seen the WI Handbook.

Federations

Federations are either unincorporated or incorporated. Unincorporated federations are governed by the *Constitution and Rules* for unincorporated County and Island federations.

Incorporated federations are governed by the *Articles of Association* for incorporated County and Island federations. These federations will either be CLGs or Charitable Incorporated Organisations (CIO's) and are governed by the appropriate *Constitution*.

Although each of these federation documents are fundamentally the same, they have slight differences, to take into account charity and/or company law specific to its legal status, and as a WI Adviser, you need to be familiar with the Constitution and Rules for WIs but also worth understanding your federation's governing document.


The NFWI

The NFWI is a CLG and governed by the *Articles of Association* for the National Federation of Women's Institutes.


All of these governing documents can be found on My WI.

Slide 10 - Summary of Learning

Summary of Learning




- Charity Structure
- Charity Regulators
- Charity Registration
- Constitution and Articles



As WI Advisers you will be guiding and supporting WIs through the constitutional process. So, it is important that you understand the WI's legal structure and constitutional framework to help those that are keen to set up a WI and take leadership roles in their WI, feel they have a clear idea of their legal obligations and feel comfortable with some of the terminology. You will help bring confidence to an area that people typically see as steeped in red tape where in many ways, an unincorporated association is the simplest legal form a group can take – they do not cost anything to set up and they do not need to be registered with a regulator. However, the WI Constitution is important as it is a WI's legal reference and resource to guide them on the practical requirements of running the WI.


Slide 11– What does it mean for me as a WI Adviser?

What does it mean for me as a WI Adviser?



Key highlights

- Understand the different roles at WI level
- How to run elections and how to vote
- How subcommittees work
- How best to run WI meetings
- MCS as a valuable resource
- How to use WI funds



As WI Adviser, it is important that you are familiar with the WI Constitution to help WIs set up and run effectively. It will ensure that good habits and practices are adopted from the beginning. It is also worth noting that a WI cannot be formally opened unless it is done by a WI Adviser. So, you can see how crucial your role is in ensuring that a new charity, from day 1, is set up correctly and has strong governance.

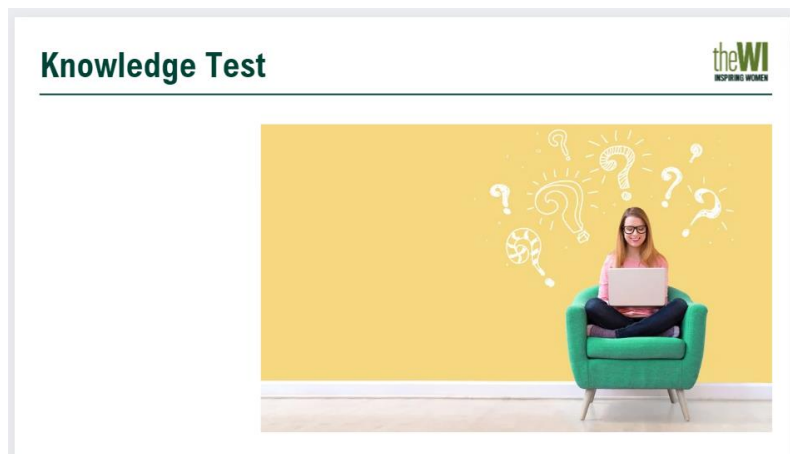
A copy of the WI Constitution can be found on My WI and is a great source of reference for a WI Adviser who has a role in ensuring these are in place as is the WI Handbook which

can be found [here](#) or visit <https://mywi.thewi.org.uk/running-your-wi/wi-handbook>. Here are a few of the highlights of what you need to know so you can advise the WI.

- Understanding the different trustee leadership roles at WI level, including the [4] Officers, and the committee, and enabling these roles to act in the WIs' best interests.
- Helping them understand the election procedure for particular roles on the committee, which means how the process works and how often it takes place.
- Helping these leadership roles run WI meetings, and being there for the first few so bad habits don't creep in.
- Ensuring that there are a minimum of 11 WI meetings a year, and 6 committee meetings a year and the procedure for an annual meeting.
- How voting works on committees and the importance of keeping records of decisions for future reference which helps new Officers understand when and why decisions were made.
- How sub-committees work and their roles and responsibilities.
- Ensuring the committee understands the importance of updating the MCS and that members' personal data is held in accordance with the data protection legislation.
- Understanding what WI funds can be used for, that WIs need to keep proper accounts and have them independently examined by an Independent Financial Examiner (IFE) each year.

There is so much more to the constitution, and this is just a taster. So please make this your 'go to' reference document.

Slide 12 – Knowledge Test



Well done, you have reached the end of this module. We have prepared five questions as part of the knowledge test which we hope you have answered accurately. If not, then please do return to the slides and become familiar with the topics.