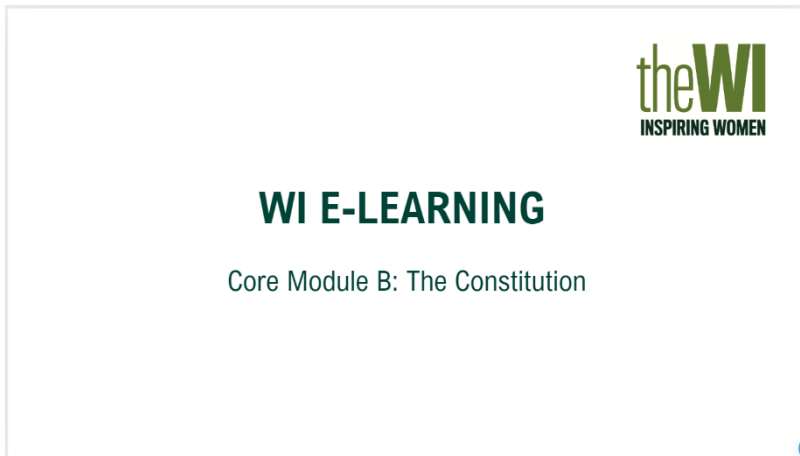


WI E-Learning Transcript – Core Module B

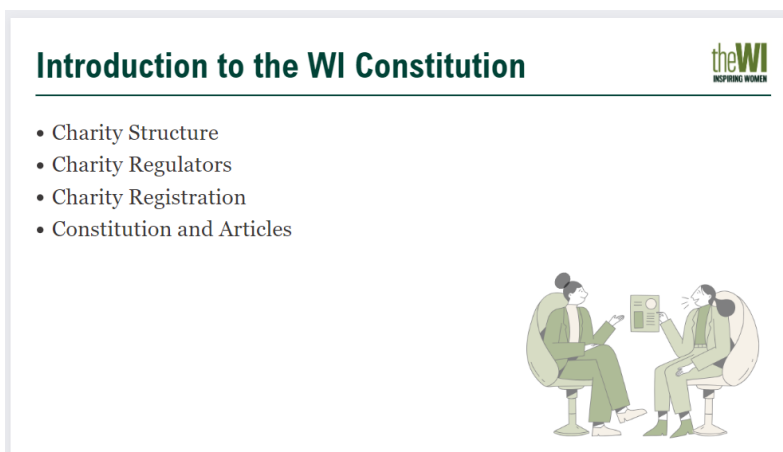
Slide 1 – Welcome



Welcome to WI E-Learning! We're excited to guide you through this series of core modules, designed to give you an in-depth understanding of the WI as an organisation. In this module, you'll learn about the WI's constitution.

A transcript is available for easy reference. To earn a certificate, simply complete a short knowledge test at the end of each module. Thank you for joining this journey to become more informed about the WI—let's get started!

Slide 2 – Introduction



In this module, we'll explore various charity structures and governing documents, focusing on the NFWI and the different regulatory bodies that provide guidance based on location. By the end, you'll have a solid grasp of the WI's legal and constitutional requirements and your role in upholding them.


Slide 3 – Charity Structure

Charity Structure

theWI
INSPIRING WOMEN

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

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



While there are 69 federations in the national federation and all have similar constitutional requirements, the operational management and structure of each will vary depending on the size, location and needs of its membership. Each level of the WI has a constitution which is a legal document.

The purpose of the constitution is to describe the aims of the WI, ways in which this will be achieved and the way you will be structured and managed. Your federation will also have its own terms of reference and standing orders which will provide more detail on the formal governance and operating approach of your charity.

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

theWI
INSPIRING WOMEN

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

Unincorporated	Charitable Incorporated Organisation (CIO) (incorporated)	Company Limited by Guarantee (CLG) (incorporated)
<ul style="list-style-type: none">• Not a separate legal identity• Governed by the constitution	<ul style="list-style-type: none">• Charity has own legal identity• Governed by the constitution• Reporting requirements to the appropriate charity regulator	<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

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 our 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 regulator.

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 regulator and Companies House. The activities of the charity are governed by the Articles of Association. The charity has its own legal personality.

The NFWI and some of our federations operate this model and use the NFWI model CLG articles of association.

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 charities. 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. The specific regulator will depend on the jurisdiction in which the federation is located. Links to the website for each regulator can be found in the useful links section below this video.

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/>

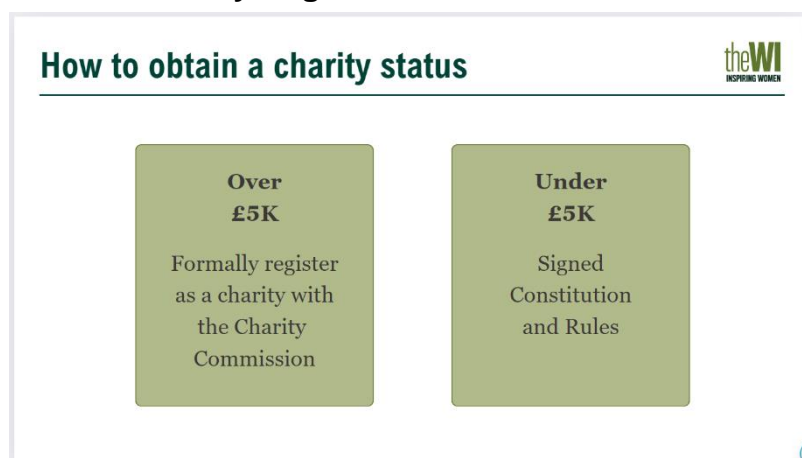
Guernsey Register:

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

You must ensure 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 requirements on a charity and contact the NFWI Governance 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, but they must still adhere to charity law. 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. Trustees of new WIs should 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 many 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



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 purpose of the WI and the way in which it must be run. A WI should sign its Constitution at the formation meeting and the date of signature is the WIs official formation date. WI Officers must understand 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 further categorised into Companies Limited by Guarantee (CLGs) or Charitable Incorporated Organisations (CIO's). CLGs are governed by the Articles of Association, and CIOs are governed by the CIO 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 Federation Trustees need to be familiar with the Constitution and Rules for WIs and have an understanding of 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.

Constitutions:


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

Slide 10 - Summary of Learning

Summary of Learning



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




In this module we have covered the different charity structures, charity regulators and registration, and the constitution and articles of association.


It is important that you understand the WI's legal structure and constitutional framework. 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. There is so much more to the constitution, and this is just a taster. So please make this your 'go to' reference document.

Slide 11– What does it mean for me?

What does it mean for me?

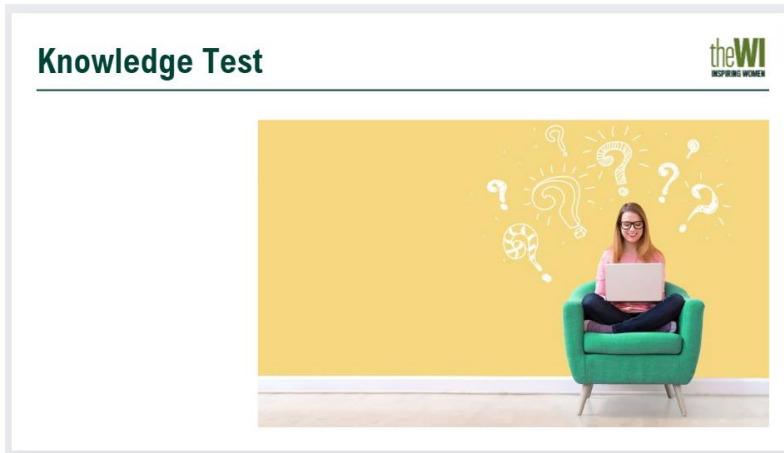


Please read the summary below this video which details how this module relates to your key role.



Each role within the WI has unique responsibilities. Below this video, you'll find summaries for specific roles. Please take a moment to review these to understand how the information in this module applies to you.

Slide 12 – Knowledge Test



Congratulations on reaching the end of the module! Complete the five-question test to reinforce your knowledge. If needed, you can revisit any slide to review the topics.

Thank you for your commitment to learning more about the WI.