

NATIONAL FEDERATION OF WOMEN'S INSTITUTES

EXPLANATORY NOTE - PROPOSED CHANGES TO GOVERNING DOCUMENTS

Part 1 - General comments and drafting principles

This section of the explanatory note sets out the general principles that have informed the proposed changes and apply across all of the governing documents.

- **Drafting principles**

It is our intention that all governing documents are updated to create a modernised framework that offers greater flexibility, removes barriers and perceived 'red tape', and also reduces ambiguity as far as possible. This is in line with our strategic commitment to organisational flexibility ensuring it is as simple as possible to run our charities. Note that there are some processes and language which cannot be simplified further due to legal restrictions.

- **Scope of changes**

No changes are proposed to the **objects**, **trustee benefits**, or **winding up** clauses in any of the documents as part of this review. These fall under the category of 'regulated alterations' and would require consultation with and approval by the Charity Commission. This is a lengthy and costly process and as we do not believe these require amendment at the current time, it is our preference to avoid this.

- **Trustees**

The option for the NFWI and Federations to co-opt non-member trustees to their committees/ boards if they wish, with appropriate terms of office and overarching ratios to support board composition and ensure the majority of those involved in governance are WI members. **It is important to note that this would be an optional provision for those who wished to use it** and with a limit to the number in order to protect the member : non-member ratio. This is a brilliant opportunity to diversify our boards as well as include those with an external lens on the organisation, a wealth of experience, contacts and influence. This is also aimed at addressing recruitment pressures for trustee boards, offering another route for recruitment should a committee or board wish to utilise it. Safeguards are also included in the revised governing documents to ensure that opening up a limited number of trustee opportunities to non-members does not inadvertently allow non-members to influence or guide the organisation's policy or strategy. At NFWI level, the eligibility requirement for trustees to have two years federation board service would be removed. This will open the pool of candidates exponentially and make it easier for those interested in the role to stand for election. At WI level, co-option remains an option to help meet skills shortages and increase diversity. The only difference is that for WI's co-opted committee members must also be WI members. If the introduction of external board/committee members works well at Federation and NFWI level then consideration can be given to extending it to WI's when the constitutions are next revised.

It is proposed that a limitation on service (up to three, three-year terms/ nine years in total) for trustees at NFWI and Federation level is introduced. Note that the terms do not need to be served consecutively – a trustee who serves three years, then takes a break of one year, and then serves another six years would need to step down for at least another three years until they can serve again. This limitation on service will encourage throughput and ensure committees/ boards continue to move forward as the organisation progresses. Guidelines, setting out how some parts of the process would work in practice will be drafted by the NFWI's solicitors. Note that there is no limitation of service for WI Committee Members as it is recognised that this requirement may lead to a spike in WI closures if they are not able to find new trustees.

- **Updates to terminology**

A number of updates have been made to modernise language and/or reflect the fact that only women can be members.

- Removing references to male pronouns e.g. “his/him”, “chairman”.
- Replacing archaic or confusing language with modern terms e.g., notwithstanding.

- **Removal of references to “Associates”**

Associate membership no longer exists and therefore all references to this have been removed from the governing documents.

When reviewing the draft governing documents we recommend that you use this explanatory note as your main reference point as it sets out the changes in lay person terms and cross refer to the Articles as appropriate.

Part 2 – Specific provisions

NFWI ARTICLES OF ASSOCIATION	
Provision No. Heading and / or Sub-Heading	Rationale for change
10; 11 Federation Representatives / Unincorporated Federations; Incorporated Federations	<p>Articles 10 and 11 clarify that a Federation Treasurer must be a WI Member in order to be a Federation Representative. All Federation Chairs must be WI Members, however this is not the case for the Treasurer. If the Treasurer is not a WI Member, the Federation Trustee must appoint another trustee who is a WI Member to be a Federation Representative.</p> <p>As explained further below, the NFWI (as well as Federations) can co-opt trustees who are not WI Members under the new articles proposed. This means that if a Federation Treasurer is a Co-opted Trustee they may not be a WI Member. Given that Federation Representatives have the right to vote at Annual Meetings (as well as Companies Act Meetings) and therefore on matters which affect WIs across the organisation, it is thought appropriate to limit this position to WI Members.</p>
13 Federation Representatives / Ceasing to be a Member	<p>This Article now clarifies that:</p> <ul style="list-style-type: none"> • A Federation which closes or 'ceases to exist' ceases to be a member of NFWI. 'Ceases to exist' is slightly broader than 'closure' of a Federation and has been included for completeness. For example, where two Federations amalgamate, technically speaking, the terminating Federation would cease to exist (rather than close)). • Where a Federation Representative of an Unincorporated Federation dies, the representative ceases to be a member. We have been advised that this is a standard clause in modern constitutions as technically, if not included, the membership passes to the Federation Representative's personal representative.
14(c) WI Link Delegates	<p>This clause confirms the position that a WI Link Delegate must be a WI Member.</p>
15 – 17 Subscriptions	<p>The revised Article reflects that:</p> <ul style="list-style-type: none"> • the NFWI Board sets the NFWI and Federation portion of subscriptions.

Provision No. Heading and / or Sub-Heading	Rationale for change
	<ul style="list-style-type: none"> WIs can set the WI portion of the subscription up to the upper limit set by NFWI. So, for example, a WI could choose to waive the WI portion of the fee or set a lower fee if the WI believes it has sufficient funds. Note that the WI must apply the same fee to each of its WI Members; WI Members of one WI cannot pay different fees.
21 Meetings of the National Federation / <i>Electronic approval of Public Affairs Resolutions</i>	<p>Article 21 now clarifies that ‘written resolution’ as referred to in Article 21 of the NFWI Articles means resolutions considered at Annual Meetings and not the company law meaning (i.e., resolutions passed by company law members of a company in written format).</p>
34 – 39 <i>Chair / Adjournment</i>	<p>The running order for the selection of a chair of an Annual Meeting has now been simplified.</p> <p>By default, the Chair shall chair Annual Meetings. If the Chair is not present within 15 minutes of the meeting start time, the NFWI Board can appoint a Trustee to chair the Annual Meeting. If the Chair or any nominated Trustee is not present, the attendees can choose a Federation Representative to chair the meeting. If this fails, the Chief Executive or another senior staff member must cancel or adjourn the Annual Meeting.</p>
41 - 42 <i>Postponement</i>	<p>Some clarificatory wording has been inserted. (The same amends have been made to Articles 72 and 73.)</p>
44(a) <i>Proxies</i>	<p>As with Article 14(c) on WI Link Delegates, Article 44(a) confirms the current position that a Proxy must be a WI Member. Note that as is currently the case, the term ‘Proxies’ has a specialised meaning in this constitution and refers to a representative appointed to attend an NFWI Annual Meeting in place of a WI Link Delegate and is only used in relation to Annual Meetings. For Companies Act Meetings, the Deputy provisions continue to be used to comply with the company law requirements for proxies (see comments on Article 99).</p>
67 - 69 <i>Chair</i>	<p>The process for selecting a chair of a Companies Act Meeting has been simplified and mirrors the running order set out in Articles 34 – 39. However, due to company law restrictions, we cannot mandate that the Chief Executive / another senior staff member must adjourn or cancel the meeting as we do with an Annual Meeting.</p>

Provision No. Heading and / or Sub-Heading	Rationale for change
99 Deputies	<p>For Annual Meetings and National Council Meetings, a Deputy must be a trustee of the Federation they represent and a WI Member. This ensures that matters at Annual Meetings and National Council Meetings are being considered and voted on by those involved in the governance of Federations.</p> <p>For Companies Act Meetings, company law rules on the appointment of proxies means that a member (i.e., a Federation Representative) can appoint anyone as a Deputy; this right cannot be restricted to for example only being able to appoint another member. This is reflected in Article 99(a). The rest of Article 99 modernises the provisions on how to appoint a Deputy.</p>
102 to 105 Number of Trustees; Eligibility	<p>The board composition has been amended so that:</p> <ul style="list-style-type: none"> • It will comprise 8 – 15 trustees. The minimum threshold is a new addition and has been included as a safeguard to ensure that NFWI has sufficient Trustees required to manage its affairs. • Up to 12 can be Elected Trustees. An Elected Trustee must be a WI Member (Article 103). • Up to 3 can be Co-opted Trustees: <ul style="list-style-type: none"> ○ A Co-opted Trustee does not have to be a WI Member but she must be eligible for WI membership (Article 104). ○ This approach allows, for example, the board to appoint a woman who may not be a WI Member but is willing to offer her skills, time and experience to fill a specific skills gap in the board. ○ Co-opted Trustees will always make up the minority of the board. At the time of appointing any one Co-opted Trustee, the total number of Co-opted Trustees (including the trustee to be appointed) must form less than 1/3 of the number of Elected Trustees. In other words, there can only ever be up to 3 Co-opted Trustees (based on the NFWI board having a maximum of 12 Elected Trustees). • The chair of the Federations of Wales committee will automatically be a trustee on taking office of chair (i.e., she is an ex officio trustee).

Provision No. Heading and / or Sub-Heading	Rationale for change
	<ul style="list-style-type: none"> All Trustees have the same rights and responsibilities (including but not limited to voting rights) regardless of how they are appointed or elected or take office. <p>Note that there are some limitations on Officer positions and Federation Representative roles (e.g. membership of National Council) to ensure these roles are held by WI Members. These are detailed in the relevant sections of this document.</p> <p>The eligibility requirements at Article 105 also clarify that a Trustee cannot be:</p> <ul style="list-style-type: none"> Below the Age of Majority. The phrase 'Age of Majority' is used in all other constitutions (except the Federation CIO constitutions as explained below) <p>In the NFWI Articles, Age of Majority means the age at which a person is entitled to vote in the UK general elections.</p> <p>For CLG and Unincorporated Federations and WIs, Age of Majority is the age at which a person is entitled to vote in national elections in the country or Crown Dependency in which the Federation or WI is based. For a CIO Federation, the constitution is based on the Charity Commission model document which must specify a minimum age (which we have kept as 18).</p> <p>This means that the minimum age will be 18 years for NFWI and any Federation or WI which is based in England and any Federation that is a CIO. However, for a Federation (that is not a CIO) or for a WI based in Wales, Isle of Man, Jersey Guernsey (where the voting age is lower), the minimum age will be 16 years.</p> <ul style="list-style-type: none"> An employee of NFWI, Federations or any WI, in order to manage conflicts of interest appropriately.
106 – 114 Election, appointment and retirement of Trustees etc.	<p>These Articles set out the process for nominating/electing or appointing trustees or filling a casual vacancy if this arises.</p> <p>The Annual Meeting at which elections take place (i.e., every third Annual Meeting) is referred to as the Election Meeting.</p>

Provision No. Heading and / or Sub-Heading	Rationale for change
	<p><u>Method of appointment/election</u></p> <p><u>Elected Trustees – nominations, elections and casual vacancies (Articles 106(a) and (c), 107 – 110, 114)</u></p> <p>In principle, the board sets the nomination process for Elected Trustee candidates (Article 107). We have been advised that this is a standard approach for a trustee nomination/election process. In practice, NFWI staff, acting under the Trustees’ delegated authority, will do the groundwork of developing and implementing the process.</p> <p>If the number of nominees for Elected Trustees is the same or less than vacancies, all nominees are automatically elected.</p> <p>If the number of nominees is more than the vacancies, a vote will be held prior to the Election Meeting. Each Federation Representative and Women’s Institute has one vote for each vacancy to be filled. (Article 108 – 110).</p> <p>The Trustees can appoint a trustee to fill a vacancy which arises due to an Elected Trustee stepping down or being removed.</p> <p><u>Co-opted Trustees (Article 106(b))</u></p> <p>The board co-opts trustees based on the required skills and experience.</p> <p><u>Terms of office (Articles 111 – 114)</u></p> <p><u>Term</u></p> <p>Terms of office for all Elected Trustees and Co-opted Trustees are effective from the start of the “Special Board Meeting” and run until the start of the next Special Board Meeting after they were elected / appointed. The Special Board Meeting is the last Trustee meeting held before the Election Meeting and after the election of the Elected Trustees. For example, assuming the new constitution is adopted, a Trustee elected or co-opted in 2027 will retire at the start of the 2030 Special Board Meeting unless they are re-elected or re-appointed. Any Elected Trustees who are appointed by the board to fill a casual vacancy will also retire at the same time, unless re-elected.</p> <p>The detail of the order of events and the related practicalities will be set out in full in a separate document. However, in summary, it is intended that the vote for Elected Trustees and the appointment of the Co-opted Trustees will take place prior to the Special Board Meeting, with their terms starting at the beginning of this meeting. Outgoing trustees retire at the</p>

Provision No. Heading and / or Sub-Heading	Rationale for change
	<p>start of the Special Board Meeting (immediately after the new Board appointments take effect). Officers are then elected at that Special Board Meeting and the new appointments will take effect immediately.</p> <p>The main advantages of this approach are:</p> <ul style="list-style-type: none"> • The Special Board Meeting will be held before the Election Meeting which allows the Trustees to focus on preparations for the Election Meeting. • The terms of office of elected trustees, co-opted trustees and officers all take effect and end on the same day (i.e. the special board meeting), unless a trustee resigns or must leave office earlier. <p><u>Limitation on service</u></p> <p>Trustees who have served for 9 years must take a break from office of at least three years. The nine years do not have to have been served consecutively.</p>
115 Transitional provisions	<p>This provision clarifies that the terms of office of the trustees in office on the date the Articles are adopted will start afresh. In other words, assuming that the Articles are adopted in 2025, the trustees in office on the date of adoption can, in principle, serve as trustees until 2034 if they consecutively serve the maximum of three terms of three years each.</p>
116 Disqualification and removal of Trustees	<p>Article 116(a) summarises what was previously three separate grounds of trustee disqualification. We now simply state that if a trustee is legally prohibited from being a director or trustee they cease to be an NFWI Trustee.</p> <p>Article 116(c) clarifies that the resignation of a Trustee who is stepping down by written notice takes effect following the period of time that the Trustee has specified in their written notice and only if there is at least a quorum of Trustees (i.e., a third of the Trustees in office at the time) remaining in office following the resignation. We have been advised that the requirement for there to be a quorum of Trustees is a standard safeguard. It is not intended to be used to keep a person as a Trustee against their will. Rather, the requirement recognises that it can take some time to fill trustee vacancies and, ideally, the Board would still be able to function and take necessary decisions (rather than being limited to only taking a decision to appoint additional Trustees under Article 126). New Article 116(f) contains a general power for the trustees to remove fellow trustees. This power is standard in modern constitutions and can be useful in the event that a persons continued trusteeship is not in the best interests of the charity. There are safeguards against the misuse of this power - the</p>

Provision No. Heading and / or Sub-Heading	Rationale for change
	<p>board must take such decision at a meeting and not as a written decision; the trustee being removed has a right to be heard.</p>
117 Officers	<p>The office of Chair can only be filled by an Elected Trustee (and therefore must be a WI Member).</p> <p>Other officers can be filled by an Elected or a Co-opted Trustee and therefore may or may not be a WI Member.</p> <p>The Board Terms of Reference will set out the timings and terms for the appointment of officers and it is intended that this will be dealt with at the last board meeting before the Annual Meeting so that all the continuing trustees can take part in the decision and it can be announced at the Annual Meeting.</p>
123 Proceedings of the Board of Trustees	<p>The minimum number of board meetings has been deleted as there is no requirement to specify this in a charity's governing document.</p>
141 and 142 Irregularities	<p>There were saving provisions across the Articles which preserve the validity of a decision even if it is later discovered that accidentally (a) a Trustee or committee member was not properly appointed or (b) there are other procedural defects in the decision-making e.g., the notice for a Companies Act Meeting has not been sent to those entitled to receive it.</p> <p>This is now dealt with under two provisions and the repeated clauses have been deleted.</p>

**CLG FEDERATION ARTICLES OF ASSOCIATION
CIO FEDERATION CONSTITUTION
UNINCORPORATED FEDERATION CONSTITUTION**

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
N/A	N/A	<i>Deleted</i> Constitution	This provision has been deleted as it contradicts how the term Federation is actually used throughout the constitution. The definition in the provision referred to all Federations whereas the term 'Federation' as used in the constitution refers to the specific Federation governed by that constitution.
N/A	N/A	9, 14 and 15 Membership of Federation / Federation Council	The membership provisions of the Unincorporated Federation now largely mirror the provisions of the CLG and CIO Federation governing documents. Clarificatory amends have also been made to Rules 14 and 15. Note that the distinction made between voting and non-voting members in the Rules 14 and 15 of the Unincorporated Federation constitution has been retained in order to limit the number of changes being made; there is no substantive difference between this and the CLG and CIO's membership and voting members/non-voting members.
13 Termination of Membership	8.5 Termination of Membership	12 Termination of Membership	<p>This provision now clarifies/states that:</p> <ul style="list-style-type: none"> • Where a Delegate dies she ceases to be a member. We have been advised that this is a standard clause in modern constitutions and technically, if not included, the membership passes to the Delegate's personal representative. • The Board can remove a member subject to certain safeguards e.g., the removal must be in the best interests of the Federation, the member has a right to be heard. We understand that this is a common and useful provision in modern constitutions. In the absence of such, the Board does not have any right to remove a member even if continued membership damages the Federation's reputation.

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
			<ul style="list-style-type: none"> Membership ceases for those who are trustees and their membership of the Federation derives from them being a trustee.
N/A	10 General meetings of Members	19 – 35 Members’ meetings	<p>Members of charitable incorporated organisations (“CIOs”) and unincorporated associations (“UAs”) do not automatically have the right to appoint a proxy (i.e., a substitute appointed by a member (i.e., a Delegate or Trustee) to attend a general meeting in the member’s place). Members of CIOs also do not have the right to demand a ballot at a general meeting. By contrast, members of a charitable company limited by guarantee have such rights under company law. Provisions on these rights are also included in the CLG Federation Articles.</p> <p>For consistency sake, provisions have been included in the CIO Federation & Unincorporated Federation constitutions which allow and/or confirm the process for appointing a proxy and demanding a ballot to bring them into line with the CLG Federation Articles.</p> <p>Separately, some clarificatory/ tidy-up amends have also been made to this section.</p>
52 Number of Trustees	11.6 Number of Trustees	38, 39 Role and number of Trustees	<p>The board composition has been amended so that:</p> <ul style="list-style-type: none"> It will comprise 6 – 15 Trustees. The minimum threshold has been reduced in recognition that it may be difficult to fill 8 Trustee spots (as was previously required). Up to 10 can be Elected Trustees. As with NFWI, an Elected Trustee must be a WI Member. They must have also paid their subscription for the relevant year. Co-opted Trustees: <ul style="list-style-type: none"> A Co-opted Trustee does not have to be a WI Member but she must be eligible for WI membership. If she is a WI Member, she must have paid their subscription.

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
			<ul style="list-style-type: none"> ○ The rationale for allowing non-members to be co-opted is explained in the NFWI section of this note and as stated in that section, co-opted trustees will always make up the minority of the board. At the time of appointing any one Co-opted Trustee, the total number of Co-opted Trustees (including the woman to be appointed) must form less than 1/3 of the number of Elected Trustees. In other words, there can only ever be up to 3 Co-opted Trustees (based on the Federation board having a maximum of 10 Elected Trustees). • Ex Officio Trustees <ul style="list-style-type: none"> ○ The Board of a Federation can designate that a chair of a specific committee or committees automatically join the Federation board. These are Ex Officio Trustees. ○ As with Co-opted Trustees, at the time of appointing any one Ex Officio Trustee, the total number of Ex-Officio Trustees (including the woman to be appointed) must form less than 1/3 of the number of Elected Trustees. In other words, there can only ever be up to 3 Ex-Officio Trustees (based on the Federation board having a maximum of 10 Elected Trustees). As the number of Ex Officio Trustees would change from time to time in line with the number of Elected Trustees, it is not possible to prescribe in the Articles the chairs of the committees who will take office. This is a decision to be made at the appropriate time by the Federation in light of the prescribed board composition ratios. <p>As with NFWI, all Trustees have the same rights and responsibilities (including but not limited to voting rights) regardless of how they are appointed or elected or take office.</p>

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
			<p>Note: The office of Chair can only be filled by an Elected Trustee (and therefore must be a WI Member).</p> <p>Other officers can be filled by an Elected or a Co-opted Trustee and therefore may or may not be a WI Member.</p> <p>The NFWI constitution also sets out that if the Federation's Treasurer is not a WI Member then they cannot be a Federation Representative and another Trustee who is a WI Member must be chosen instead.</p>
53 – 55 Eligibility	11.3 – 11.5 Eligibility for trusteeship	40 – 42 Eligibility	<p>The eligibility requirements clarify that a Trustee cannot be:</p> <ul style="list-style-type: none"> Below the Age of Majority. 'Age of Majority' is used in the CLG and Unincorporated Federation constitutions and means the age at which a person is entitled to vote in national elections in the country or Crown Dependency in which the Federation is based. This means that the minimum age will be 18 years for Federations which are based in England. However, for a Federation based in Wales, Isle of Man, Jersey or Guernsey, where the voting age is lower, it will be 16 years. All CIOs have to specify a minimum age which has been kept as 18. An employee of NFWI, Federations or any WI, in order to manage conflicts of interest appropriately.
N/A	11.7 First Trustees	N/A	<p>The First Trustees are those who were appointed as trustees when the CIO was first registered with the Charity Commission. Unfortunately, this clause is legally required by the CIO Regulations and so cannot be removed.</p> <p>The clause does not need to be updated each time there is a change of trustees. It is only a record of the trustees of the CIO at the time the CIO was registered.</p>

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
56 – 65 Election, appointment and retirement of Trustees	12 Election, appointment and retirement of Trustees	43 – 52 Election, appointment and retirement of Trustees	<p>The process for nominating/electing an Elected Trustee, filling a casual vacancy if this arises amongst Elected Trustees or appointing a Co-opted Trustee is the same as set out in the NFWI Articles.</p> <p>The key difference is terms of office. The default position is that Trustees can serve up to three terms of three years each i.e., 9 years in total as is the case for the NFWI. However, a Federation can amend its bye-laws to require that Trustees may serve only for a maximum total of three years (i.e., one term) or six years (i.e., two terms) regardless of how they are appointed or elected.</p>
66 Transitional Provisions	12.11 Transitional Provisions	53 Transitional Provisions	As with the NFWI Articles, this provision clarifies that the terms of office of the trustees in office on the date the Articles are adopted will start afresh.
67 Disqualification and removal of trustees	13 Disqualification and removal of trustees	54 Disqualification and Removal of Trustees	<p>The revised provisions:</p> <ul style="list-style-type: none"> Summarise what was previously three separate grounds of trustee disqualification to simply state that if a trustee is legally prohibited from being a director or trustee they are disqualified from being a Federation trustee. Include a general power for the trustees to remove fellow trustees.
69 Officers	14 Officers	55 Officers	Consequential amends have been made to reflect that the Chair must be an Elected Trustee. As with the NFWI officer terms, the Board Terms of Reference will set out the timings and terms for the appointment of officers.
88 and 89 Irregularities		69 and 70 Irregularities	As with the NFWI Articles, there were several references to saving provisions across the Articles which preserve the validity of a decision despite a technical defect, which we have consolidated.

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
	N/A		<p>The CIO constitution already has consolidated provisions dealing with this and so only minor tweaks have been made.</p> <p>The Unincorporated Federation constitution does not currently include any saving provisions. The draft now preserves the validity of decisions even if it is later discovered that accidentally (a) a Trustee or committee member was not properly appointed or (b) there are other procedural defects in the decision-making e.g., the notice for a general meeting has not been sent to those entitled to receive it.</p>
100 Pooling of Fares	27.6 Pooling of Fares	82 Pooling of fares	<p>Throughout the Articles, 'proxies' is used to refer to the substitute appointed by a Delegate to attend a general meeting in the Delegate's place, except in the provisions specified in this row. In these provisions, 'Proxies' refers to the specialised meaning adopted by NFWI i.e., a representative appointed to attend a NFWI Annual Meeting in place of a WI Link Delegate – we have included some wording to make it clear how 'Proxies' is used in this provision.</p> <p>This provision also clarifies that Federation and WIs may agree to split costs of attending NFWI in-person meetings.</p>
N/A	30 Amendment of constitution	N/A	<p>The Charity Commission recently updated their model documents for CIOs and has said that the change reflected in clause 30 of the CIO Federation constitution must be included in all CIO constitutions going forward. There is no substantive difference; the amendment just clarifies that any change to the objects, dissolution or member/trustee benefits provisions would require Charity Commission consent regardless of where the provision/proposed change is located in the constitution.</p>
110 and 111 Amalgamation	31 Amalgamation	85 and 86 Amalgamation	<p>New provisions have been included on who determines the name and committee composition of an amalgamated Federation and the duties of the Treasurer of the terminating Federation. These provisions mirror the amended Rules in the WI Constitution/Rules.</p>

CLG Provision Heading or Sub- Heading / No.	CIO Provision Heading or Sub-Heading / No	Unincorporated Provision Heading or Sub-Heading / No.	Rationale for change
			<p>The Trustees of the continuing Federation and the terminating Federation must agree the name and committee composition of the amalgamated Federation. If they cannot agree, Trustees of the continuing Federation will decide these matters. The continuing Federation and the terminating Federation each then approve the terms of the amalgamation at a general meeting called for this purpose and attended by a WI Adviser.</p> <p>The Treasurer of the terminating Federation must first discharge its outstanding liabilities out of the funds of the terminating federation and any remaining property of the terminating federation, and the records of the terminating federation must then be transferred to the continuing federation for the latter to use at its discretion.</p>

WOMENS INSTITUTES	
Provision No. Heading / Sub- Heading	Rationale for change
13 Membership / Termination of Membership	<p>The existing grounds of membership have been amended or extended to include:</p> <ul style="list-style-type: none"> • Death – As with the NFWI Articles, we have been advised that this is a standard clause in modern constitutions and technically, if not included, the membership passes to the WI Member's personal representative. • Failure to pay subscription within the period set by the NFWI. • Termination by Committee / Federation trustees – Committees and Federation trustees must exercise care and act in good faith when using this power. The power should only be used where the continued membership of the person is contrary to the best interests of the WI. Further, the processes for removal as set out in this Article and in the WI Handbook must be followed. The Committee / Federation must not use the power to remove a WI Member for personal reasons. Also, this power does not allow a Committee/ Federation trustees to terminate the member's membership of other WIs and it does not prohibit members from joining other WIs. Also note that the right of WI members to remove a Committee Member has been removed; this position aligns with the Federation constitutions.
15 – 17; 51 Membership of multiple Women's Institutes; Delegates	<p>The terminology 'dual members' is no longer used as it does not reflect the fact that a woman can be a member of more than two Women's Institutes. These Rules also clarify that every WI Member of multiple WIs must have one Primary WI which is the Women's Institute that a member of multiple WIs pays a full subscription to. A record of this will be maintained by NFWI.</p> <p>In line with removing red tape, the only restriction for members of multiple WIs is that they can only be appointed as a Delegate of their Primary WI. Members of multiple WIs can otherwise hold any position, fully participate and vote at the meetings of all the WIs that she is a member of.</p> <p>Note that the premise of the change is to simplify processes at WI level. The suggested amendments do not affect the number of votes exercised by each WI at Federation level. Every WI at Federation level only has one vote as exercised by the Delegates. As a WI Member can only be a Delegate of their Primary WI the risk of someone who holds multiple WI memberships unduly skewing the vote exercised by a WI at Federation level is extremely low.</p>

Provision No. Heading / Sub- Heading	Rationale for change
18 – 20 Subscriptions	<p>As with the NFWI Articles, the changes here reflect the fact that WIs can set the WI portion of the subscription up to the upper limit set by NFWI.</p> <p>Members of multiple WIs pay:</p> <ul style="list-style-type: none"> • The WI portion of the subscription for <u>each</u> WI that they are a member of. • The Federation and National Federation portion of the subscription for her Primary WI only.
Role and number of Committee Members 21 - 24	<p>Rule 21 consolidates and builds on existing provisions regarding the role of the Committee as charity trustees.</p> <p>Recognising that it can be difficult to find trustees, the minimum number of Committee Members is set at three. There is no upper limit.</p> <p>Committee composition breaks down as follows:</p> <ul style="list-style-type: none"> • At least three Elected Committee Members. • Co-opted Trustees totalling less than a third of the number of Elected Committee Members (judged at the time of appointment of a Co-opted Committee Member). This means that if the Committee only has four Committee Members, three must be elected and only one can be a Co-opted Committee Member. <p>As with NFWI and the Federations, all Committee Members have the same rights and responsibilities (including but not limited to voting rights) regardless of how they are appointed or elected.</p>
Eligibility for Committee Members 25 – 26	<p>In order to be eligible to be a Committee Member, the candidate must be a WI Member; not be under the Age of Majority (which is the voting age where the WI is based), must have paid their subscriptions and must not be employed by this WI.</p>
Election, appointment and retirement of Committee Members 27 - 34	<p>These Articles set out the process for nominating/electing or appointing trustees or filling a casual vacancy if this arises. Unlike the NFWI and Federations, trustees are appointed annually at this level.</p>

Provision No. Heading / Sub- Heading	Rationale for change
	<p>Method of election/appointment</p> <p><u>Elected Committee Members – nominations, elections and casual vacancies (Rules 27(a) and (c), 28 - 33)</u></p> <p>The Committee sets the nomination process for Elected Committee Member candidates (Rule 28).</p> <p>If the number of nominees for Elected Committee Members is the same or less than vacancies, all nominees are automatically elected effective from the end of the relevant Annual Meeting. If the number of nominees is more than vacancies, a vote will be held at the Annual Meeting.</p> <p>The Committee can appoint a Committee Member to fill a vacancy which arises due to an Elected Committee Member stepping down or being removed. Such appointee will serve until the end of the Annual Meeting held after they were appointed. The trustee is eligible to be elected.</p> <p><u>Co-opted Committee Members (Rule 27(b))</u></p> <p>As is currently the case, the Committee can co-opt Committee Members based on the required skills and experience.</p> <p>Terms of office</p> <p>These remain the same i.e. -</p> <p><u>Elected Committee Members (Rules 32, 33)</u></p> <p>Elected Committee Members terms run from the end of the Annual Meeting until the end of the next Annual Meeting after they are elected.</p> <p><u>Co-opted Committee Members (Rule 34)</u></p> <p>For Co-opted Committee Members terms run from the date on which they are appointed until the end of the next Annual Meeting.</p>
35 – 41 Officers	<p>The changes made to this section are largely self-explanatory and mainly reorder and re-categorise the different Rules on the election of Officers under one section.</p>

Provision No. Heading / Sub- Heading	Rationale for change
43 Disqualification and Removal of Committee Members	<p>The changes to this Rule align with the Federation constitutions. Notably:</p> <ul style="list-style-type: none"> • We have removed the reference to a Committee Member being disqualified if they become bankrupt as this is already covered by Rule 43(a) which states that a person ceases to be a Committee Member if they are disqualified under the Charities Act 2011. • The member's power to remove a Committee Member has been revised on the basis that it is more appropriate for such power to be exercised by the Committee. Rule 43(d) contains a general power for the Committee to remove a Committee Member and replaces the previous power for members to remove a Committee Member at a Special Meeting. It is common for modern constitutions to include a power for the board to remove a trustee and can be useful in the event that a person's continued trusteeship is not in the best interests of the charity. There are safeguards against the misuse of this power - the Committee must take such decision at a meeting and not as a written decision; the Committee Member being removed has a right to be heard.
51 Delegates for Federation and National Federation Meetings	<p>Committees can decide how to organise elections for Delegates; the Rules no longer prescribe that this must be by secret ballot.</p>
63 and 64 Irregularities	<p>These are saving provisions which preserve the validity of a decision even if it is later discovered that accidentally (a) a Committee or sub-committee member was not properly appointed or (b) there are other procedural defects in the decision-making e.g., the notice for an Annual Meeting or Special Meeting has not been sent to every WI Member or a WI Member votes at either of these meetings but they have not paid their subscriptions for the year.</p>
73 Pooling of Fares	<p>This Rule now clarifies that Federations and WIs may also agree to share other costs (such as accommodation) of attending any in-person meetings of the National Federation.</p>
76 and 77 Enlargement	<p>A new Rule has been included regarding who determines the name and committee composition of an enlarged WI.</p> <p>The committees of the continuing WI and the terminating WI must agree the name and committee composition of the enlarged (i.e., continuing) WI. If they cannot agree, the Federation will decide these points. If the WIs fall under different Federations, the continuing WI is to decide which Federation is to determine the name and committee composition.</p>

Provision No. Heading / Sub- Heading	Rationale for change
79 and 81 Closure or suspension	Clarificatory amends have been made to these provisions on what happens to the funds and property of a WI on its closure or suspension. The substance of the rules remains the same.