

**NATIONAL FEDERATION OF WOMEN'S INSTITUTES
COMPANIES ACT MEETING, 1 MARCH 2021
GUIDE TO VOTING**

1. ARTICLES OF THE NATIONAL FEDERATION OF WOMEN'S INSTITUTES

Proposed text of resolution	It is hereby resolved by way of special resolution that the draft Articles of Association made available to the meeting marked '5A' be and are hereby approved and adopted as the Articles of Association of NFWI in substitution for and to the exclusion of all existing Articles of Association of NFWI.
Who can vote?	<p>Federation Representatives (the Chairman and Treasurer of each federation) or their duly appointed deputy.</p> <p>For this meeting, held in accordance with the Corporate Insolvency and Governance Act 2020 – emergency legislation allowing companies to take a more flexible approach to meetings – Federation Representatives are only able to appoint the NFWI Chair as deputy.</p>
Who may be attending but cannot vote?	<ul style="list-style-type: none"> • WI link delegates (they cannot vote in this section of the meeting because the NFWI Articles only allow WI link delegates to vote on proposed changes to the WI constitution); • NFWI Trustees; and • Professional staff, advisors and auditors acting on behalf of NFWI. <p>Note: this meeting is not open to any other persons; observers are not permitted.</p>
How many votes do they have?	Each Federation Representative may exercise <u>one vote</u> (Article 69 of the current NFWI Articles of Association) or may appoint the NFWI Chair as deputy to cast that vote on her behalf.
Proxies (known as "Deputies")	<p>Federation Representatives may appoint proxies under the Companies Acts – these are known as "deputies" under Article 66 of the NFWI's current Articles.</p> <p>They exercise the same number of votes as would be exercised by the Federation Representatives if they had attended.</p> <p>For this meeting, the NFWI Chair will act as the deputy, upon request, where a deputy form has been duly</p>

	returned.
What majority is needed for the resolution to be passed?	75% of the votes cast, in person or by deputy, at the meeting (the required majority for a special resolution under the Companies Act 2006 and Article 72(b)).
When will these new documents come into effect?	Immediately when the resolution is passed.

2. **ARTICLES OF COUNTY/ISLAND FEDERATIONS CONSTITUTED AS COMPANIES LIMITED BY GUARANTEE (INCORPORATED FEDERATIONS)**

Proposed text of resolution	In accordance with Article 93(b) of the current model Articles of Association for county/island federations for Women's Institutes constituted as companies limited by guarantee ("Incorporated Federations") and Article 83 of the existing NFWI Articles of Association, to approve Incorporated Federations passing special resolutions to amend their Articles of Association to conform with the form of model Articles of Association presented to the meeting marked '4A'.
Who can vote?	Federation Representatives (the Chairman and Treasurer of each federation) or their duly appointed deputy. For this meeting, held in accordance with the Corporate Insolvency and Governance Act 2020 – emergency legislation allowing companies to take a more flexible approach to meetings – Federation Representatives are only able to appoint the NFWI Chair as deputy.
Who may be attending but cannot vote?	<ul style="list-style-type: none"> • WI link delegates (they cannot vote in this section of the meeting because the NFWI Articles only allow WI link delegates to vote on proposed changes to the WI constitution); • NFWI Trustees; and • Professional staff, advisors and auditors acting on behalf of NFWI. <p>Note: this meeting is not open to any other persons; observers are not permitted</p>
How many votes do they have?	Each Federation Representative may exercise <u>one vote</u> (Article 69 of the current NFWI Articles of Association) or may appoint the NFWI Chair as deputy to cast that vote on her behalf.

Proxies (known as “Deputies”)	Federation Representatives may appoint proxies under the Companies Acts – these are known as “deputies” under Article 66 of the NFWI’s current Articles. They exercise the same number of votes as would be exercised by the Federation Representatives if they had attended. For this meeting, the NFWI Chair will act as the deputy, upon request, by means of the deputy form.
What majority is needed for the resolution to be passed?	Two-thirds of the votes cast, in person or by deputy, at the meeting (Article 93(b) of the existing county/island federation Articles of Association).
When will these new documents come into effect?	The new Articles will need to be adopted by a general meeting of each county/island federation before they take effect. There is considerable flexibility about how this meeting is held (if held before 30 March 2021) taking advantage of flexibilities in the Corporate Insolvency and Governance Act 2020. NFWI will provide further guidance on the process to be followed. The changes will become effective as soon as they are passed by the relevant federation.

3. **CONSTITUTIONS OF COUNTY/ISLAND FEDERATIONS CONSTITUTED AS UNINCORPORATED ASSOCIATIONS (UNINCOPORATED FEDERATIONS)**

Proposed text of resolution	In accordance with clause 64 of the current constitution and rules for county/island federations for Women’s Institutes constituted as unincorporated associations (“Unincorporated Federations”) and Article 83 of the existing NFWI Articles of Association, that the draft constitution and rules for Unincorporated Federations presented to the meeting and marked ‘2A’ be adopted in substitution for and to the exclusion of the existing constitution and rules for Unincorporated Federations with immediate effect.
Who can vote?	Federation Representatives (the Chairman and Treasurer of each federation) or their duly appointed deputy. For this meeting, held in accordance with the Corporate Insolvency and Governance Act 2020 – emergency legislation allowing companies to take a more flexible approach to meetings – Federation Representatives are only able to appoint the NFWI Chair as deputy.
Who may be attending but cannot vote?	<ul style="list-style-type: none"> WI link delegates (they cannot vote in this section of the meeting because the NFWI Articles only allow WI link delegates to vote on proposed changes to the WI

	<p>constitution);</p> <ul style="list-style-type: none"> • NFWI Trustees; and • Professional staff, advisors and auditors acting on behalf of NFWI. <p>Note: this meeting is not open to any other persons; observers are not permitted</p>
How many votes do they have?	Each Federation Representative may exercise <u>one vote</u> (Article 69 of the current NFWI Articles of Association) or may appoint the NFWI Chair as deputy to cast that vote on her behalf.
Proxies (known as “Deputies”)	Federation Representatives may appoint proxies under the Companies Acts – these are known as “deputies” under Article 66 of the NFWI’s current Articles. They exercise the same number of votes as would be exercised by the Federation Representatives if they had attended. For this meeting, the NFWI Chair will act as the deputy, upon request, by means of the deputy form.
What majority is needed for the resolution to be passed?	Two-thirds of the votes cast, in person or by deputy, at the meeting (clause 64 of the existing constitution).
When will these new documents come into effect?	<p>Immediately when the resolution is passed.</p> <p>It will be necessary to file the amended constitutions with the Charity Commission and NFWI is liaising with the Charity Commission about this.</p>

4. WI CONSTITUTION

Proposed text of resolution	In accordance with clause 51 of the current constitution and rules for Women’s Institutes (“WIs”) and Article 83 of the existing NFWI Articles of Association, that the draft constitution and rules for WIs presented to the meeting and marked ‘1A’ be adopted in substitution for and to the exclusion of the existing constitution and rules for WIs with immediate effect.
Who can vote?	<ul style="list-style-type: none"> • Federation Representatives (the Chairman and Treasurer of each federation) or their duly appointed proxies (who are known as “deputies”) • WI link delegates

<p>Who may be attending but cannot vote?</p>	<ul style="list-style-type: none"> • NFWI Trustees; and • Professional staff, advisors and auditors acting on behalf of NFWI. <p>Note: this meeting is not open to any other persons; observers are not permitted</p>
<p>How many votes do they have?</p>	<ul style="list-style-type: none"> • Federation Representatives of each federation (and their deputies) <u>shall together exercise as many votes as there are Women’s Institutes</u> in their respective federations. • Each WI link delegate may cast <u>one vote</u> for each Women’s Institute she represents. <p>(Article 83(c) of NFWI’s current Articles)</p>
<p>Proxies (known as “deputies”)</p>	<p>Federation Representatives may appoint proxies under the Companies Acts – these are known as “deputies” under Article 66 of the NFWI’s current Articles. They exercise the same number of votes as would be exercised by the Federation Representatives if they had attended.</p> <p>For this meeting, held in accordance with the Corporate Insolvency and Governance Act 2020 – emergency legislation allowing companies to take a more flexible approach to meetings – Federation Representatives are only able to appoint the NFWI Chair as deputy.</p>
<p>What majority is needed for the resolution to be passed?</p>	<p>Two-thirds of the votes cast at the meeting (including by the NFWI Chair as deputy) (Article 83(d) of the current NFWI Articles).</p>
<p>When will these new documents come into effect?</p>	<p>Immediately when the resolution is passed.</p> <p>It will be necessary to file the amended constitutions with the Charity Commission and NFWI is liaising with the Charity Commission about this.</p>