

Company number: 02517690

Companies Acts 1985 and 2006

Notice of a Companies Act Meeting of

The National Federation of Women's Institutes of England, Wales, Jersey, Guernsey and The Isle of Man ("NFWI")

This is notice that a Companies Act Meeting of the members of NFWI will be held on 1 March 2021 at 11am.

Attendance and voting will take place by **online platforms Zoom and Electionbuddy**.

The business of the Companies Act Meeting will be to consider and if thought fit to pass the following resolutions which will be proposed:

As a Special Resolution:

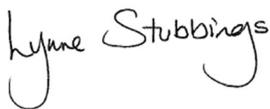
1. *It is hereby resolved by way of special resolution that the draft Articles of Association made available to the meeting marked '5A' be and are hereby approved and adopted as the Articles of Association of NFWI in substitution for and to the exclusion of all existing Articles of Association of NFWI.*

As Ordinary Resolutions (subject to the provisions of Article 83 of NFWI's existing Articles of Association):

2. *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'.*
3. *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.*
4. *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.*

The date of this notice is: **Thursday 11 February 2021**

By order of the Board of NFWI



The registered office of NFWI is 104 King's Road, London SW6 4LY.

Notes:

Changes to our usual arrangements for meetings due to the coronavirus (COVID-19) pandemic

1. This meeting has been called in accordance with the NFWI's Articles of Association but with the following differences which are authorised by Schedule 14 of the [Corporate Insolvency and Governance Act 2020](#):

1.1 The meeting may be held, and any votes may be permitted to be cast, by electronic means or any other means. At the time of sending out this notice, we are planning to use **Zoom** as the platform for the meeting and **Electionbuddy** as the platform for voting.

1.2 The meeting may be held without any number of those participating in the meeting being together at the same place. This means our quorum requirements will be met if there are sufficient members attending by electronic means.

1.3 A member does not have a right:

1.3.1 to attend the meeting in person – any reference in this notice to a member's or deputy's right to attend is to their right to attend by electronic means;

1.3.2 to participate in the meeting other than by voting or such other means of participation as is offered by NFWI; and

1.3.3 to vote by particular means.

2. Appointing a deputy for Federation Representatives

As a member of NFWI you are entitled to appoint a proxy (known in NFWI's Articles of Association as a "deputy") to exercise all or any of a Federation Representative's rights to attend, speak and vote at the meeting. You should have received a deputy form with this notice. You can only appoint a deputy using the procedures set out in the notes to the deputy form.

3. WI link delegates

WI link delegates cannot use this form and, in accordance with NFWI's Articles of Association, shall be entitled to vote on resolution 4 only.