

## **NATIONAL FEDERATION OF WOMEN'S INSTITUTES CONSTITUTION REVIEW PROCESS & THE NFWI COMPANIES ACT MEETING**

We would like to extend an enormous thank you to all Federation Representatives and WI link delegates who attended the NFWI Companies Act Meeting on 4 June 2025, sharing their views and asking questions in the debate sessions, and casting votes on the relevant resolutions on your behalf. Furthermore, we'd like to express our gratitude to you all for participating in this constitution review process. There were many documents to read and understand, and we are extremely grateful for the time you took to engage with this important piece of governance work.

As you may be aware the WI organisation is a federated charity made up of the NFWI, federations, and WIs. Each level of the organisation has its own governing document, but there are five in total as there are three different types of federations (Incorporated, Unincorporated and CIO).

1. The NFWI is governed by its Articles of Association
2. Federations are governed by either an Incorporated CLG Articles of Association, an Unincorporated Constitution & Rules, or a CIO Constitution
3. WIs are governed by the WI Constitution & Rules

Although the CIO Constitution followed the same review process, it was not put to the Companies Act Meeting for debate and vote as it is subject to a different legal process. A resolution to approve the proposed changes to the CIO Constitution was passed by the NFWI Board of Trustees. Each CIO federation must now hold a general meeting of its own to adopt the revised governing document.

At the NFWI Companies Act Meeting on 4 June, four resolutions were considered, and I note below the resolution wording and the voting results:

1. RESOLUTION 1 – Subject to Resolutions 2, 3 and 4 being passed (otherwise this Resolution 1 shall fall away), in accordance with Article 107(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 97 of the existing NFWI Articles of Association, it is hereby resolved 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 'A'.

**Passed with a 96.75% majority vote.**

2. RESOLUTION 2 – Subject to Resolutions 1, 3 and 4 being passed (otherwise this Resolution 2 shall fall away) any amendments necessary to comply with local law in the Isle of Man which is approved by the trustees of NFWI, in accordance with clause 67 of the current constitution and rules for county/island federations for Women's Institutes constituted as unincorporated associations ("**Unincorporated Federations**") and Article 97 of the existing NFWI Articles of Association, it is hereby resolved that the draft constitution and rules for Unincorporated Federations presented to the meeting and marked 'B' be adopted in substitution for and to the exclusion of the existing constitution and rules for Unincorporated Federations with immediate effect.

**Passed with a 95.93% majority vote.**

3. RESOLUTION 3 – Subject to Resolutions 1, 2 and 4 being passed (otherwise this Resolution 3 shall fall away), in accordance with clause 55 of the current constitution and rules for Women's Institutes ("**WIs**") and Article 97 of the existing NFWI Articles of Association, it is hereby resolved that the draft constitution and rules for WIs presented to the meeting and marked 'C' be adopted in substitution for and to the exclusion of the existing constitution and rules for WIs with immediate effect.

**Passed with a 97.18% majority vote.**

4. RESOLUTION 4 – Subject to Resolutions 1, 2 and 3 being passed (otherwise this Resolution 4 shall fall away), it is hereby resolved by way of special resolution that the draft Articles of Association made available to the meeting marked 'D' 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.

**Passed with a 99.19% majority vote.**

The NFWI Articles of Association, the Unincorporated Constitution & Rules, and the WI Constitution & Rules became effective immediately (upon approval on 4 June 2025) and should be adhered to straight away. These documents are included within this digital mailing and are also available on My WI. Furthermore, the WI Handbook and all learning resources have been updated to reflect the changes.

The Incorporated CLG Articles of Association and the CIO Constitution become effective once adopted at general meetings of Incorporated and CIO federations.

Detailed below are the topline changes that come into effect with these revised governing documents.

#### **NUMBER OF TRUSTEES:**

At NFWI level a minimum number of trustees is now set at 8, with the maximum number of trustees remaining at 15. The maximum number of elected trustees is set at 12, with the Chair of the Federations of Wales Committee ex-offio. This leaves a maximum of 2 places for co-optees, in line with specified ratios.

At federation level the maximum number of trustees previously varied by federation type (Incorporated, Unincorporated, CIO) but a standardised number is now applied across all. The minimum number of trustees is set at 6 and the maximum is set at 15. The maximum number of elected trustees is set at 10, allowing a maximum of 5 places available for ex-officio posts and co-optees, in line with specified ratios.

At WI level the minimum number of trustees remains at 3, with no upper limit. Co-options are subject to specified ratios also i.e. the total number of co-opted trustees must form less than 1/3 of the number of elected trustees.

The latest Charity Governance Code recommends that charities to have between 5 and 12 trustees. We have used this as the premise for reviewing trustee numbers at all levels of the organisation. Additionally, the changes seek to address recruitment difficulties exacerbated by emerging trends in the volunteer sector since the Covid-19 global pandemic.

#### **NON-MEMBER TRUSTEES:**

The NFWI and federations are now able to co-opt non-member trustees. A non-member trustee must be eligible for membership, as set out in the membership criteria. Co-opted trustees will always make up the minority of the board; the total number of co-opted trustees must form less than 1/3 of the number of elected trustees. Non-member trustees cannot hold the role of Chair but may hold the role of Treasurer. At federation level a non-member trustee also cannot act as a Federation Representative (member of National Council) and therefore where a non-member trustee holds the role of Treasurer, a member trustee must be appointed as a Deputy in their place to represent the federation at national events i.e. NFWI Annual Meeting and National Council Meetings.

This provision opens the pool of trustee candidates exponentially and offers the NFWI and federations the opportunity to bring a more diverse range of voices into their governance and ensures a wider recruitment pool for trustees, as opposed to relying solely on those within the organisation. This is an optional provision, to be agreed by individual boards.

#### **LENGTH OF SERVICE:**

A maximum length of service is now applicable to all trustees at NFWI and federation levels. Trustees may serve for a maximum of 9 years, typically made up of three 3-year terms, but the 9 years do not have to be served consecutively. Trustees who have served for 9 years must take a break from office for at least 3 years before they can stand for election again. This is a standard best practice model

adopted by charities across the sector. Additionally, a maximum length of service offers the following benefits:

- Making it easier to diversify, bring in new ideas and new perspectives to a board and its decision-making process.
- Providing a systematic planning timeline and process for replacing required board skills.
- Giving a board member a chance to step down gracefully if they are burned out, have family commitments, or are ready to move on.
- Ensuring appropriate 'throughput' of members and new voices in our governance to ensure we are continually evolving and moving forward with our membership.

Individual federations can pass a byelaw to reduce the maximum length of service but may not extend trusteeship beyond the 9-year limit. The NFWI will provide practical guidance for federations to facilitate the transition to this new rule.

For trustees on the NFWI board and on Unincorporated federation boards, the 9-year term starts immediately. For Incorporated and CIO federation boards, the 9-year terms starts as soon as the revised governing documents are adopted at the general meetings mentioned above.

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.

#### **AMALGAMATION (FEDERATIONS) & ENLARGEMENT (WIS):**

The federation and WI governing documents have been amended to clarify the process, and details the order of decision making.

#### **DUAL MEMBERS:**

The term dual member was misleading in that any member could belong to more than two WIs. Therefore, the term dual member is now replaced with multi-member.

Furthermore, a multi-member can sit on the committee of any/ all of her WIs and may hold any role on those committees. Previously a byelaw had to be passed to allow this, so the revised governing document simplifies the administration relating to multi-members.

Additionally, a multi-member can vote on all matters within all her WIs including national matters such as Public Affairs resolutions. On all national matters, WIs get one vote each. A multi-member's vote makes up one part of that WIs collective vote, and therefore there is no risk of a multi-member influencing voting results.

The only restriction for multi-members is that they can only be appointed as a WI link delegate for their primary WI, i.e. they cannot represent their additional WIs.

#### **DISQUALIFICATION AND REMOVAL OF COMMITTEE MEMBERS:**

At WI level 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. The WI Constitution & Rules 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/ committee to remove a trustee and can be useful if a person's continued trusteeship is not in the best interests of the charity.

At federation level a general power for the trustees to remove fellow trustees has been included.

This covers the main changes, but please note the governing documents include various other edits so please do be mindful of this and consult the relevant documents regularly.

These revised governing documents present the WI as a modern and forward-thinking organisation and brings us back in line with other charities within the sector.

Again, we thank you for taking part in this constitution review process.

For any enquiries relating to the revised governing documents please feel free to contact Kerri McGarvie, Legal & Governance Manager on [boardsecretary@nfwl.org.uk](mailto:boardsecretary@nfwl.org.uk)