

Advice for organisations in the Federation of Women's Institutes

Coronavirus (Covid-19) – Information about your AGM or Annual Meeting

In light of Covid-19 and the requirements to ensure social distancing where possible, we expect that many Federations and Women's Institutes are considering whether they can still hold their Annual General Meetings or Annual Meetings (referred to as an **"AGM"** in this note) and what they can do if trustees are due to retire or be elected at these meetings.

This note sets out a summary of the steps that can be taken and considerations if you were due to hold an AGM in the coming months.

1. General guidance for cancelling or postponing AGMs where notices have already been sent out to members

1.1 Technically, once a formal notice of an AGM has been issued, there is no ability for this to be withdrawn. However, in the current circumstances, the Charity Commission has confirmed that it understands that charities may have no choice but to decide to cancel or postpone their AGMs and other critical meetings.

1.2 We suggest you don't reschedule a firm date, until it is clearer when restrictions will be lifted. You could include a tentative 'save the date' if you wished, but make it clear this could be subject to change.

2. If you haven't sent out notices for your AGM yet, but were planning on holding one later this year

2.1 If notices haven't yet been sent out, we would advise holding off on sending these until it becomes clear that an AGM can be held. As mentioned above, you could consider sending a 'save the date', but ensure it is clear that this may be subject to change.

3. Worried about missing the deadline for holding your AGM?

3.1 Depending on how things unfold you may be able to hold your AGM later in the year and still meet the deadline in your governing documents.

3.2 However please don't worry if you are forced to miss the deadline, due to Covid-19. As mentioned above the Charity Commission understands that not all charities will be able to follow their constitutions to the letter in these extraordinary times.

3.3 However, you are still expected to file documents with Companies House (if you are a company) and meet the Charity Commission's filing requirements, as explained in more detail in paragraph 5.

3.4 Also see below for what to do about trustee terms in office.

4. What if you have a number of Trustees due to retire as well as newly elected trustees due to take office at the AGM?

Federations

- 4.1 Some of your trustees may be due to retire at the AGM. Where this is the case trustees are elected before the AGM, so if this hasn't already happened, you can go ahead with your usual nomination and election process online or by post.
- 4.2 Once the election process is complete, you may still decide to delay appointing the new trustees in the hopes you will be able to hold the AGM later in the year and deal with the appointment of trustees in the usual way at the postponed meeting.
- 4.3 However note that your constitution will have a deadline for holding your AGM¹. If you are approaching the deadline or wish to go ahead with changing trustees around the time you would usually hold your AGM then:
 - 4.3.1 Agree with the retiring trustees that they will retire from office (this will happen automatically anyway on the last date you could have held your AGM); and
 - 4.3.2 Announce the election results by contacting the members and letting them know who has been elected, who is retiring and on what date. You should explain that this is being announced in this way as the AGM has had to be postponed.

Officers of the Federations

- 4.4 The appointment of Officers of the Federation is determined by the Board of Trustees and appointments can be made at any time. Therefore these appointments are not affected by the cancellation of the AGM.
- 4.5 Where the retirements of Officers are due to take place at the AGM² and the AGM is cancelled or postponed, our view is that they will vacate office on the last day on which the AGM could have been held.
- 4.6 Again, the Board of Trustees may prefer to deal with this earlier and instead agree that the handover will happen on the date when you would have held your AGM. Either way, make sure the trustees minute this decision.

Women's Institutes (WIs)

- 4.7 Committee Members are elected at the AGM, by secret ballot. If your WI does this election prior to the AGM, you could consider following the process set out above for Federations. [If your WI does this election prior to the AGM, you could consider following the process set out above for Federations.]
- 4.8 If an AGM cannot be held, and you would usually deal with the election at the AGM, we would recommend that trustees remain in office until the next AGM can be held.

¹ For CIOs and companies you have to hold them once each calendar year and not more than 15 months can elapse between one meeting and the next. For unincorporated federations you have to hold the AGM each year, but trustee terms in office are a year meaning it will usually be held every 12 months at around the same time.

² Note – the retirements of Officers at an AGM only applies to incorporated Federations.

- 4.9 We understand that this will mean trustees remaining in office longer than usual, but given the circumstances this may be unavoidable. If you have trustees who want to step down this year then the committee can fill a vacancy and the person appointed to fill the vacancy serves until the next AGM.

Officers of the WIs

- 4.10 Officers of the WI are elected by the Committee Members and therefore their appointments are unaffected by the absence of an Annual Meeting.

5. Other business that was due to take place at the AGM

- 5.1 If your accounts and financial reports were due to be presented to the members at the AGM, it is important that these are still circulated to the members. If you are a company this should be done ahead of filing them with Companies House. You may wish to consider sending these to the members electronically if the AGM is cancelled or postponed.

- 5.2 You should use your best endeavours to finalise your annual accounts and reports and send these to the Charity Commission (and Companies House were required) on time. However, where the situation impacts on the completion of annual returns and accounts, the Charity Commission has advised that charities with an imminent filing date should call them on 0300 066 9197.

- 5.3 None of the model constitutions require auditors to be reappointed at the AGM each year, although many of you may, by custom, usually do this. If you are not able to hold your AGM then the auditors will remain in post for another year. If you are a company and the trustees appointed the auditors in the last year, technically they do need to be reappointed by the members. We think in the current circumstances that it is very unlikely that auditors will raise any issues, but we would suggest you check in with them to make sure they are happy to remain in post on the basis you ratify their appointment at the next AGM you are able to hold.

Prepared by Bates Wells based on wording of the relevant model constitutions

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