**DRAFT Advice to West Kent Federation WIs on 2020 Annual Meetings**

The Federation has received a long and complicated document from the legal team made up of NFWI and their solicitors giving advice on Annual Meetings in 2020 in lieu of the Covid 19 situation. Much of the document concerns Federations who are Incorporated or CIOs and their requirement for an Annual (Council) Meeting. The West Kent Federation change over to CIO has not been completed yet and also we, by the skin of our teeth, managed to have our Annual Council Meeting in Tunbridge Wells just before the lockdown. NFWI advises us to forward to you the information that is relevant to you from the lengthy document sent to us.

The main information that we need to share with you is concerning your individual WI Annual Meeting which should have taken place in May. Much of this information has come from the documents from NFWI and their solicitors but some of our suggestions have been added to fill in the gaps.

Individual WIs are more than just “Ladies Groups”. They are part of the larger WI charity. All charities are holding money on behalf of their members and have a legal obligation to follow the rules of the Charity Commission. In the present Covid 19 situation, we are led to believe that the Charity Commission will look kindly on some “bending“ of the rules as long as we demonstrate “responsible governance” and we are keeping full records of any actions we have taken.

**Individual WI’s Annual Meeting**

The NFWI solicitors state that we can deal with this meeting in four different ways:

1. We hold a normal meeting in person with the Quorum that is stated in the constitution. This will have been more or less impossible in recent months. There does not appear to be a set Quorum on Annual Meetings but there is a quorum of one quarter of the membership for a special meeting, which this may turn out to be. Please read the Constitution for WIs carefully on this matter. It can be found on MyWI.
2. We hold ZOOM electronic Annual Meeting.

NFWI solicitor says:

“As lockdown continues more charities are considering using online platforms such as zoom for meetings. When it comes to AGMs, the law around holding virtual meetings is not clear cut and Federation and WI model constitutions don’t explicitly provide for remote/virtual attendance.

1. We hold a Hybrid meeting with some members present in a set location and others on ZOOM, with the required quorum.

NFWI’s solicitor’s definition:

“ A hybrid meeting is where at least two people are in a physical location and others may join remotely in a way that they can both see and hear each other (eg by zoom). Thought needs to be given about how to enable people to speak and vote. For example, zoom has a function for secret ballots that will be helpful for WI’s wanting to elect committee members.

1. We decide that it is not possible to hold an Annual Meeting at all.

We suspect that most WIs will favour the last option. If you decide not to have an Annual Meeting, then you need to cover the required work of the said meeting and record the details of your decisions.

**Main Requirements of your Annual Meeting**

1. Normally, West Kent Federation Annual Meetings would include the second voting on the annual resolutions. This vote would then be taken to the NFWI Annual Meeting and the resolutions would be approved or not. Having had no NFWI Annual Meeting this year, the NFWI Board of Trustees have approved both of this year’s resolutions (Modern Slavery and Stem-Cell Donation) on the strength of the strong voting in favour of them at the first round of voting. So, you as a WI just need to start supporting the campaigns for these resolutions.
2. The Financial Statement, which would have previously been signed off by your Independent Financial Examiner or your own auditor, would be approved and signed off by the President and the Treasurer. This requirement remains. However, If you do not have a meeting, then you are asked to send every member a copy of the signed 2019-2020 financial statement. This can be sent by email or a hard copy in the post. It is every member’s right to be able to read the statement and ask any questions. The statement can be forwarded, in these special circumstances, to Ethel Hunt Lodge as approved without a vote. Any questions from members should be answered and the information shared with your members.
3. Your 2019-2020 President and Secretary would have read out reports on the year. It is suggested that copies of these reports are sent out to all members along with the financial statements.
4. “Election” of the committee. In this instance, we are advised to persuade the committee to continue to stand until the next possible Annual Meeting. There may be some small changes but these can be dealt within the scope of committee procedures. Hopefully the Secretary and Treasurer will agree to continue for another year. If not, new officers can be appointed from within the committee. The existing President should co-ordinate all of this and inform the members of the final outcome.
5. The “election” of the President. If your president is willing and able to carry on for another year, say a very big THANK YOU and carry on into the new year. If your President is unable to carry on, then you will need to appoint your Vice-President as Acting President and hold an election. You can, in these circumstances, tell members that a certain lady is willing to take over the presidency and ask them to vote to support her. It is not the most democratic process but is probably your best option in the circumstances.

6 The appointment of the auditors. The constitution does not require this as part of the annual meeting although many WIs do so by custom. If an annual meeting is not held the auditors will remain in post for another year. Hopefully your auditors will be happy to remain in post but do check with them that they are willing to do so.

In each of these aspects of the Annual Meeting work, you will have had to make decisions demonstrating your “responsible governance”. You must keep a written record of the process you have gone through, the decisions you have made and the reasoning behind them. This record should be kept in your minute book or file for future reference.

**What you need to send to the Federation at Ethel Hunt Lodge**

1. Please send you Annual Return forms with as much information as you can manage.
2. Please send the signed off financial statement.
3. Please send in any changes in your officers and their contact details. For logistic reasons there will not be a new 2020-2021 West Kent Federation Yearbook but we hope to pass on any changes through the Mailboxes or the West Kent News.

If your WI is registered as an individual Charity with the Charity Commission, you still need to complete the online annual return, which in the case of WIs needs to be done by end of January 2021. If this is not possible you may be able to request an extension by emailing them setting out the reasons why you cannot meet the normal deadline.

**Finally**, remember that you are trying to do your best in a difficult situation. You must record what you are doing and why. We are sure it will not be difficult for WIs to demonstrate “responsible governance”.