



ANNUAL GENERAL MEETING OF WFS UK

to be held at

1900 on the 30th March 2021 via zoom

Agenda

At the start of the meeting, Chair, Jules King to go through the protocols to the meeting

1. Apologies for absence
2. Minutes of the last AGM held 23rd June 2019
3. Matters arising
4. Chair's report
5. Presentation of WFS accounts for the period May 2019 to April 2020 –
<https://wfs.org.uk/finance/>
6. Appointment of Treasurer
7. Memorandum of understanding and articles of association – see attached papers plus link to website for existing constitution
<https://wfs.org.uk/memorandum-of-association/>
8. Appointment of Auditor

WFS virtual AGM Meeting Protocol

To assist with the smooth running of the Forum using video conferencing, WFS Members are requested to observe the following protocol:

1. Please remember to mute your microphone when you are not speaking.
2. Consider turning off your video feed when not speaking – this sometimes helps if you experience poor connection quality (video consumes a lot of bandwidth)
3. Use the “hands up” function to indicate that you wish to speak. The ‘host’ will make a note of who has indicated a wish to speak and will let the Chair know by using the private chat function.
4. Only speak when invited to do so by the Chair.
5. Do not have anyone else in the same room as you. Members meetings are private meetings and confidential or sensitive matters are sometimes discussed.
6. As with any video conference, be aware of what is in the background behind you and avoid having in view anything in view that may be considered inappropriate or confidential.
7. If you experience technical difficulties during the video conference, please contact Nathalie Holden – Tel/WhatsApp: 07522353846 or by email natalie@wfs.org.uk or Karen Smith Tel: 01366 381237
8. In the event of the meeting not being quorate, the Directors of WFS UK will make a decision whether to proceed with the meeting and if it does proceed, to outline their reasons.
9. We will also from time to time, take screenshots of the event and then post images to our social media channels. If you do not wish your image to be used, please let Nat know in advance of the event (nathalie@wfs.org.uk)

How to vote

Please note that only full paid up individual members can vote and that Karen Smith – Administration Manager will be adding the letters NM for non-members so that we are able to make the count properly.

When the Chair calls for a vote on the agenda items (namely items 5,6,7 & 8) please raise your ‘hands up’ function until such time that Chair indicates that the count has taken place.

Please note that in relation to the agenda item 7, the changes will be taken as a block vote unless there is a request and a proposal with seconder, to the contrary.

In the case of you not agreeing with a proposal, you are entitled to declare your own proposal and have secured a seconder, the proposal will be put to a vote.

Agenda item 2

DRAFT V4

Women in the Fire Service UK

ANNUAL GENERAL MEETING

Sunday, 23 June 2019

held at

The Fire Service College

Moreton-in-Marsh,

Gloucestershire GL56 0RH

Attendees: Dany Cotton *Chair DC*, Jules King *Vice Chair JK*, Caroline Anderson *Vice Chair CA*, Louise Brown *LB*, Amy Webb *AW*, Nicola Lown *NL* & Cheryl Rolph *CR*.

1 Meeting to be opened by WFS Chair

DC opened the meeting at the meeting at 0935.

2 Apologies

No apologies noted.

3 Minutes of AGM 2018

Minutes of the 2018 were read and agreed as accurate. DC signed copy.

4 Matters arising

No items arising.

5 Chair's Report

DC provided a brief update on WFS activities highlighting the following points but in the interests of time did not read her report fully which is provided below

I am pleased to welcome you all to the 2019 Annual General Meeting, it hardly seems a year ago we were here and yet how time rolls by. As you will all know this is my final year as Chair and I look forward to welcoming a new Chair into the role. I hope to continue with the WFS as a Director, if you want me to. Anyway, to business.

During the year the number of individual members has increased from 339 to 386 with the number of corporate members increasing by 2 from 31 to 33. We have held 6 programmes for the Women to Work events being held in London, Humberside, East Region, South East Region, South Yorkshire & West Yorkshire. In total 97 delegates have attended the programmes and the mentoring pilot in South Yorkshire with 20 delegates has also started.

Last year we reset our business plan to one which was more achievable, and I am delighted to advise that good progress has been made – see attached. We have focussed on ensuring, as a company, we remained solid in governance and complying with legislation as

well as seeking to improve our profile, increasing our membership and therefore our funding as well as supporting and encouraging women in the Fire Service. Our Treasurer will comment further on funding and finances, but I do want to highlight that our prudence over the past years has enable us to develop a new post and recruit a new employee. Nathalie Holden joined us on the 1st April 2019 as our Comms and Marketing Assistant and working alongside the Honorary Officers, NEC and Karen, we hope that Nathalie's experience, skills and enthusiasm will further assist us in developing profile, reputation and footing. I am sure that you join me in wishing Nathalie well and to thank the Honorary Officers for their time and efforts behind the scenes in developing the recruitment & appointment process. We also spent some time last year trying to ensure that we met the GDPR legislation as well as the more exciting of times with Alex Johnson representing me in New Zealand and it's fair to say her "big girl pants" are now internationally known and talked about. We have continued to make an impact with our involvement with other women's networks and importantly as we know from Friday's presentations, a significant effort & achievement on the humanitarian front. I was also pleased to have been part of the Irish network launch and wish them well as they start their journey.

It was also a job long overdue that our values and mission were looked at and in December, the NEC led by Jules King spent a day reworking the statement & words which set out our heart and spirit and what we stand for. We have been relaunching these gently during the year and it is planned that following this AGM a promotion drive.

During the year again it has been eventful with women in the fire service being front and centre of the stage. From the wonderful Esme in West Midlands and the great response from WMFS and others, to the ignorant Piers Morgan from the outdated Fireman Sam and Peppa Pig. Indeed, we even heard that NASA can't find spacesuits to fit women astronauts. Again, and again we have to correct the media's terminology as well as in our own Services and keep the profile of women in the fire service, whatever the job or contribution or role. But as I look in the audience, think about the faces in my own Service and those of women up & down the country and across the seas, I remain buoyant about the future.

Congratulations to all the women who were rightly recognised during the year in the Queens Honours and to those who were successful in promotion and or career advancement/enhancement. A big thank you and shout to everyone who supported the raffle, an amazing £1,160 was raised which will be donated to the Firefighters charity and Forces Children's Trust

In ending my Chairs update, I want to thank each and every one of you, encourage you not to give up and to have a serious think about how you can make a difference. I stepped up in 2000, have never regretted it and have the most marvellous memories, and friends. Thank you.

6 Treasure's Report

WFS operates as a not-for-profit organisation which relies on income from its events, corporate and membership subscriptions to cover its costs each year.

I am pleased to report that the WFS finances remain in a healthy position, with a small profit of £509 for the year and assets of £65,897.

Turnover has again improved, showing a 25% increase since last year. In addition to the annual training and development event, WFS has been collaborating with Fire and Rescue Services to deliver women's development programmes and these have generated additional income. We also received a significant charitable donation of £10,000 during the year.

Other than the cost of delivering events, our overheads are low, and we continued to employ an Administration Manager throughout the year to organise everything on behalf of

our members.

Whilst our income increased, so did our expenditure, reducing our net profit to £509 (£13,981 for 2017/18). Several items contributed to this; we invested in a strategy development day with most members of the National Executive Committee where we redefined our purpose and values and set our improvement journey. Our events made a lower surplus than last year, and membership income fell by £6k. Small spend in improving our ICT systems was also incurred.

Of the £66k of assets at the year-end, it is recommended that £17k of this is held back as a minimum reserve, meaning that the remaining £49k will be available to invest. In order to further develop the WFS offering we will be investing through the Communications and Marketing post.

In response to a question from a member for South Yorkshire FRS, the Treasurer confirmed that the

£10,000 donation came from the Worshipful Company of Firefighters for the Lebanon project

AW asked for sign off of the accounts, accounts **approved**

7. APPOINTMENT OF AUDITORS

As a member's organisation we require your approval to appoint auditors for the coming year. It is recommended that Nick Westbury LLP is retained. Appointment of auditor **approved**.

8 Business Plan 2018-2020

CR advised the AGM that of the 13 projects for 2018/2019, 11 had been completed and 2 had been rolled forward for completion in 2019/2020/. It was noted that GDPR compliance had been worked towards and apologised for lack of delegate list which had not been produced due to concerns about releasing data. The progress of the plan was noted. Items for 2019/2020 were tabled in front of the AGM and CR advised that there was a mix of projects, both governance and WFS progression. Specific mention was made into the proposal to research and run girls' camps. The 2019/2020 Business plan items were **approved**.

9 Election of National Executive Committee

Following submission of nomination forms which were approved and seconded (please ask WFS Administration Manager if you would like to see) the following people were unanimously elected into post for the forthcoming year

NEC Re-elections 2019		
Honorary Officers	Role	Elected
Jules King	Chair	Unanimous
Caroline Anderson	Vice Chair	Unanimous
Amy Webb	Treasurer	Unanimous
Nicola Lown	Regional Support & International	Unanimous
Cheryl Rolph	Company Secretary	Unanimous
Louise Brown	HR Advisor	Unanimous
Alex Johnson	Corporate	Unanimous
Dany Cotton	Patron	Unanimous
Executive Members		
Sara Hall		Unanimous
Jenny Hill		Unanimous
Lynsey McVay		Unanimous
Divine Zake		Unanimous
Co-opted members		
Miriam Heppell		Unanimous
Gina Gray		Unanimous
Nicky Thurston		Unanimous
Regional Reps		
Joanne Henry	North East	Unanimous
Clare Hesselwood	Yorkshire and Humberside	Unanimous
Jenny Nangle	North West	Unanimous
Hannah Lodder	Wales	Unanimous
Sara Hall	West Midlands	Unanimous
Bex Sims	East Midlands	Unanimous

Carley-Jo Rackley	East	Unanimous
Hannah Singleton	South West	Unanimous
Fleur Wilks	South East	Unanimous
Serena Benassi	London	Unanimous

JK formally closed the annual general meeting at 0956.

Signed.....

Name.....

Date.....

Agenda item 7

WFS MOU and Articles – summary of changes made.

The list contains the proposals to changes to the MOU & Articles. The summary may not be exhaustive, and any are members are encouraged to read both documents.

Page number	Ref	Change
MOU		Reference to 1985 act updates to reflect new legislation 2006
1	3.4	Addition of 'diversity'
1	3.5	Extended scope beyond social to include all other work we currently do plus make provision/s for any future initiatives
1	4.1	Updated the language.
1	4.2	New. To facilitate procuring services if needed but linked to already approved financial powers and procurement policy.
3	7	In keeping with our status as a company limited by guarantee, this is the norm. However, have deleted NEC and made just Directors. Re Directors – see 'articles – page 8 section 5 as significant changes made here.
Articles		
4	First bullet point	Date been updated to reflect new legislation
4	2.1	Categories of memberships changed to reflect practice
4	2.2.2	Increase of subs as recommended by the NEC at their meeting January 2021
5	2.3	Change from NEC to Directors (see section 5)
5	2.5.1	New wording and draft policy developed for NEC to consider at their April meeting
6	3	Now includes the provision to hold the AGM virtually
6	3.8	Removal of need to have nominations being received 21 days before AGM and removal of para 3.10 as numbering changed
7/8	5	Several changes to this section – renamed Hon Officers to Directors – streamlines the structure as currently have NEC/HO and Directors. It reflects how accountability how work has & is being undertaken so putting the accountability with the D's plus the functions seems to make sense. Add in numbers for quorate and number of meetings per year

8	6.1.5	Inclusion of NEC having powers to temporarily appoint to NEC outside of AGM.
8	6.1.6	Removal of need to hold an annual regional meeting 1 month prior to AGM to appoint regional representative.
8	6.1.7	Removal of need for nominations to be in 21 days prior to AGM.
9	6.6	Duties of NEC – see section 7 as some duties removed from here and now under Directors.
10	8.1.9	Addition of London being named as a region, reflects existing practice.
11	10.1	Removal of a named bank, to provide greater flexibility for changes banks subject to need but must have approval of Treasurer and Directors.
11	12.1	To be used only if required and or if approved by the named officers.



COMPANIES ACT 2006

MEMORANDUM OF ASSOCIATION of WOMEN IN THE FIRE SERVICE UK

- 1 The name of the company ('the Association') is Women in the Fire Service UK.
- 2 The registered office of the Association is to be situated in England and Wales.
- 3 The principal objects for which the Association is established are to:
 - 3.1 Provide an independent forum within and through which women who work in the Fire & Rescue Service are able to contact and support each other.
 - 3.2 Share knowledge and experience to the common good; provide information and assistance to Fire & Rescue Services and other organisations, associations, etc.
 - 3.3 Influence policy relevant to women in the Fire & Rescue Service.
 - 3.4 Promote equality, equity, diversity and inclusion at work and uphold the dignity of all, and
 - 3.5 Arrange, organise, promote training and development events, and other initiatives including humanitarian activity and social events ('the principal objects').
- 4 The Association has the power to undertake the following activities, which must be aligned to its objectives:
 - 4.1 Employ and pay any person or persons (who shall not be members of the Executive Committee) to supervise, organise and carry on the work of the Association and make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows, widowers and other dependants.
 - 4.2 Procure any company to supervise, organise and carry on the work of the Association in accordance with the procurement policy, noting that actions undertaken in 4.1 and or 4.2 are governed by the delegated financial powers as approved by the NEC.
 - 4.3 Establish where necessary Regional Networks (whether autonomous or not).
 - 4.4 Bring together representatives of voluntary organisations, Government Departments, statutory authorities and individuals as required and or as necessary.
 - 4.5 Promote and carry out or assist in promoting and carrying out research.
 - 4.6 Arrange and provide for or join in arranging and providing for the holding of exhibitions, meetings, lectures, classes, seminars, workshops and training courses.
 - 4.7 Collect and disseminate information on all matters affecting the said objects and exchange such information with other bodies having similar objects whether in this country or overseas in compliance with relevant data protection legislation. **Page 1**

- 4.8 Cause to be written and printed or otherwise reproduced and circulated, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the said objects.
- 4.9 Purchase, take on lease or in exchange, hire or otherwise acquire any property and any rights and privileges necessary for the promotion of the said objects and construct, maintain and alter any buildings or erections necessary for the work of the Association.
- 4.10 Make regulations for the proper management of any property, which may be so acquired.
- 4.11 Subject to such consents as may be required by law, sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
- 4.12 Subject to such consents as may be required by law, borrow or raise money for the said objects and accept gifts on such terms and on such security as shall be deemed to be necessary.
- 4.13 Raise funds to deliver the objects and invite and receive contributions from any person or persons whatsoever by way of subscriptions or otherwise.
- 4.14 Carry on trade either in the course of the actual carrying out of a primary object of the Association or the trade is ancillary or temporary to the carrying out of the objects.
- 4.15 Invest the monies of the Association not immediately required for the said objects as appears appropriate to the National Executive Committee, subject nevertheless to such conditions (if any) as may for the time being be imposed or required by law.
- 4.16 Enter reciprocal arrangements with other organisations whose objects are in accordance with those of the Association and
- 4.17 To do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the principal objects.
- 5** The income of the Association, from wherever derived, shall be applied solely in promoting the above objects, and no distribution shall be made to its members in cash or otherwise

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its National Executive Committee at a rate per annum not exceeding the minimum lending rate prescribed for the time being by a clearing bank selected by that National Executive Committee;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its National Executive; and
- (d) to any member of its National Executive Committee of out of pocket expenses.

- 6 The liability of the members is limited.
- 7 Every Director undertakes to contribute such amount as may be required not exceeding £1 to its assets, in the event of its being wound up while they are a Director or within one year after they cease to be, for payment of the debts and liabilities of the Association, contracted before they ceased to be a member, and of the costs, charges, and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
- 8 If on the winding up of the Association there remains any surplus after the satisfaction of all its debts and liabilities, the surplus shall not be distributed among the members of the Association, but shall be given or transferred to some other body (whether or not it is a member of the Association) having objects similar to those of the Association, or to another body the objects of which are charitable.

WE, the persons whose names and addresses are subscribed, wish to be formed into a company in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(set out particulars)

(signatures of subscribers)

(date)

Witness to the above signatures

(signature and address of witness)

ARTICLES OF ASSOCIATION

of

WOMEN IN THE FIRE SERVICE UK

1 Preliminary

- In these articles:

'the Act' means the Companies Act 2006 including any statutory modification or re-enactment of it for the time being in force;

'clear days' in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

'the National Executive Committee' means the National Executive Committee of the Association;

'the Association' means Women in the Fire Service UK;

and unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of it not in force when these articles become binding on the society.

- The Association is established for the purposes expressed in the Memorandum of Association.

2 Membership

2.1 Categories of membership:

Membership Category	Eligibility
Individual	Open to any individual either in the UK or abroad who is supportive of the aims of the Association.
Corporate	Open to any organisation that supports the aims of the Association.

2.2 Membership Fees:

2.2.1 Membership fees shall be paid annually from the initial date of membership.

2.2.2 The scales of membership fees are as follows and may be amended at the Annual General Meeting of the Association or at an Extraordinary General Meeting convened for the purpose.

Membership Category	Scale
Individual	£15.00 per annum or £25.00 per annum for super supporter.
Individual Junior	Free
Corporate	Organisations employing (at time of joining or renewal): 1000 or more staff - £1000.00 per annum 251 to 999 staff - £500.00 per annum 250 or less staff - £250.00 per annum

- 2.3 The Directors may, at their absolute discretion, modify or waive Corporate Membership fees in the interests of the Association.
- 2.4 Within the aforementioned categories, membership of the Association shall be open to:
- Junior members under the age of 18 (not entitled to vote)
 - Corporate Members (but they are not entitled to vote).
 - Each Corporate member shall appoint one individual person to represent it at general meetings of the Association. In the event of such individual person resigning or otherwise leaving an organisation, they shall forthwith cease to be a representative thereof.
 - Each Corporate member may appoint a deputy to replace its appointed representative if the latter is unable to attend any particular meeting of the Association.
- 2.5 The NEC shall have the right to:
- 2.5.1 Approve or reject applications for membership, and
- 2.5.2 For good and sufficient reason terminate the membership, in accordance with the disciplinary policy of any individual or organisation PROVIDED THAT the individual member concerned or the individual representing such organisation (as the case may be) shall have the right to be heard by the said NEC, accompanied by a friend, before a final decision is made.
- 2.5.3 In its sole discretion set any additional requirements and conditions and create categories of membership that it may deem necessary or desirable.
- 2.6 No right or privilege of any member as such shall be transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, retirement or otherwise.

2.7 If any member fails to pay their subscription for any year within three months of its becoming due they shall by reason of that failure cease to be a member of the WFS, but shall be eligible for re-admission on payment of all arrears due from them while a member and of the amount of the subscriptions that would have been due from them if they had continued to be a member up to the time of their re-admission.

3 General Meetings

3.1 The Association shall in each year hold a general meeting as its Annual General Meeting (AGM) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one AGM of the Association and that of the next. So long as the society holds its first AGM within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The AGM shall be held at such time and place as the NEC shall appoint. The facility to hold annual general meetings can include virtual meetings where circumstances necessitate, subject to approval by the Directors.

3.2 All general meetings other than annual general meetings shall be called extraordinary general meetings.

3.3 The NEC may, whenever it thinks fit, convene an extraordinary general meeting.

3.4 The NEC shall, on a requisition made in writing by any 5 or more Full Members eligible to vote, immediately proceed to convene an extraordinary general meeting. If it does not proceed to convene a meeting within 21 days from the date of the requisition, the requisition or a majority of them may themselves convene a meeting in accordance with the provisions of Section 321 of the Act by any requisition made by members shall state the object of the meeting and the terms of any special or extraordinary resolution to be proposed, and shall be left at the registered office of the society.

3.5 At least 21 clear days before every meeting, notice specifying the place, the day and the hour of meeting, and, in case of special business, the general nature of such business, shall be given to the governors and members in the manner stated in regulation 13 of these articles, or in such other manner, if any, as may be prescribed by the society in general meeting; but the accidental omission to give such notice to, or the non-receipt of such notice by, any governor or member shall not invalidate the proceedings at any general meeting.

3.6 All paid up Full and Corporate members may attend general meetings. Full and Corporate members of the Association will be entitled to vote at general meetings.

3.6.1 Voting shall normally be by show of hands and by simple majority.

3.6.2 A secret ballot for the election of officers may be held if 5 or more full members submit a proposal to that effect.

3.7 Notice of nominations to the NEC will be declared at the AGM.

3.8 Only members eligible to vote may be nominated, and nominations must be made and seconded by members eligible to vote.

3.9 The minutes of the preceding AGM shall be circulated to all members prior to the meeting.

4 Proceedings at General Meetings

- 4.1 All business at any meeting shall be deemed special, with the exception at the Annual General Meeting of the consideration of the accounts and any documents annexed to them, the report of the NEC and the report of the auditors, the election of members of the NEC in the place of those retiring and the reappointment of retiring auditors and the fixing of their remuneration.
- 4.2 No business shall be transacted at any meeting unless a quorum of not less than 10 members or one tenth of the total actual membership of the Association entitled to vote, whichever is greater, is present at the commencement of such business.
- 4.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of governors or members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week at the same time and place, and if at such adjourned meeting a quorum is not present the meeting shall stand dissolved.
- 4.4 The Chair or in their absence the Vice-Chair shall preside as Chair at every general meeting of the Association.
- 4.5 If neither the Chair nor the Vice-Chair is present at the time of holding a meeting the members present shall choose someone of their number to be Chair of the meeting.
- 4.6 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.7 At any general meeting a declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the minute book of the society shall be conclusive evidence of the fact.
- 4.8 No member shall be entitled to vote at any general meeting if any money owing from them on any account to the Association is overdue.

5 Directors

- 5.1 The Directors of the Association shall consist of Chair, Vice-Chair, Treasurer, Company Secretary, Patron, HR Consultant, Corporate & International representative.
- 5.2 The Directors shall be elected annually at the Annual General Meeting and shall at the end of their year of office be eligible for re-election.
- 5.3 The Directors shall meet at least 6 times a year.
- 5.4 The quorum for a Directors meeting shall be 5 of one which the Chair or the Treasurer must be present.
- 5.5 The responsibilities of the Directors are:
- 5.5.1 To appoint and fix the remuneration of staff (not being members of the NEC) as may in their opinion be necessary;
- 5.5.2 To undertake financial planning to ensure the longevity of the Association.

- 5.5.3 To prepare business plan for NEC approval.
- 5.5.4 To prepare policies for NEC approval.
- 5.5.5 To prepare proper accounts and ensuring that a statement of accounts is presented to each Annual General Meeting and made available by members, funding bodies and others.
- 5.5.6 Ensuring compliance with all legal accounting requirements.
- 5.5.7 To lobby and campaign as appropriate with relevant Government bodies and Fire and Rescue Services.

6 National Executive Committee (NEC)

- 6.1 The NEC shall consist of not less than 6 members nor more than 25 members being:
 - 6.1.1 The Directors specified in 5.1 above.
 - 6.1.2 Regional representatives x 9.
 - 6.1.3 Executive members x 4.
 - 6.1.4 Co-opted members x 4 – see clause 6.2.
 - 6.1.5 The members of the NEC, other than the Regional Representatives, (see clause 6.1.6), shall be elected at the Annual General Meeting of the Association and shall hold office from the conclusion of that meeting until the conclusion of the Annual General Meeting of the Association next after their election. If a vacancy occurs during the year, then the NEC can temporarily appoint a member.
 - 6.1.6 Each Regional Network will appoint a Regional Representative (RR) to sit on the NEC. Each RR shall hold office from the conclusion of the AGM until the conclusion of the AGM of the Association next after their election.
 - 6.1.7 Only fully paid-up members of the Association, whether individual or representative, shall be eligible to serve as Directors or members of the NEC. Should nominations exceed vacancies, election shall be by ballot.
- 6.2 In addition to the members so elected the NEC may co-opt up to 4 further members, being fully paid-up members of the Association, whether individual or representative or a combination of both who shall serve until the conclusion of the next Annual General Meeting after individual co-option PROVIDED THAT the number of co-opted members shall not exceed one third of the total membership of the NEC at the time of co-option.
- 6.3 Any casual vacancy in the NEC may be filled up by the NEC and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that Meeting.
- 6.4 Any failure to elect or any defect in the election, appointment, co-option or qualification of any member shall not invalidate the proceedings of the NEC. **Page 8**

6.5 The NEC may appoint such special or standing committees as may be deemed necessary by the NEC and shall determine their terms of reference, powers, duration and composition. All acts and proceedings of such special or standing committees shall be reported back to the NEC as soon as possible.

6.6 The duties of the NEC shall include:

6.6.1 Establishing and maintaining contacts with other networks in the UK and other countries.

6.6.2 Representing and promoting the interests of Women in the Fire Service UK by actively seeking representation onto relevant bodies and committees, and by making representations to Fire Authorities and Fire & Rescue Services to gain support for Women in the Fire Service UK.

6.6.3 Develop and implement a business strategy and plan.

6.6.4 The production and distribution of information to all members.

6.6.5 The distribution of a directory of contacts and provision of support to regional networks in setting up and maintaining local networking arrangements.

6.6.6 Negotiating membership benefits.

6.6.7 Responsibility for producing and maintaining records of Association activities.

6.6.8 Maintaining membership records.

6.6.9 Relinquishing all relevant records and/or property given to or generated by virtue of their membership of the Association upon ceasing to hold office for whatever reason.

7 Determination of Membership of the NEC

7.1 A member of the NEC shall cease to hold office if they:

7.1.1 Resign their office by notice in writing; or

7.1.2 Is absent from 4 consecutive meetings of the NEC for reasons other than not been able to attend due to shift/work commitments of their respective Fire & Rescue Service and personal/compassionate reason, three-quarters of the other members of the NEC pass a resolution that such NEC members shall be removed from office PROVIDED THAT an NEC member faced with removal shall have the right to appear with a friend and be heard by the other NEC members before a vote is taken.

8 Regional Networks (RN)

8.1 The NEC shall have power to establish, for the furtherance of the said objects, Regional Networks. Each Regional Network so established shall comply with and be subject to the following regulations:

8.1.1 The Regional Network shall act in pursuance of the said objects and of the policy of the Association and shall be subject to such conditions as may from time to time be laid down by the NEC.

- 8.1.2 The title of each Regional Network shall be subject to the prior approval of the NEC. No Regional Network shall be entitled to use the title NWFS unless at least one member of the Regional Network's governing body is a full member of the Association.
- 8.1.3 The Regional Network will be deemed to have adopted the model rules for Regional Networks as prescribed from time to time by the NEC unless it has, with the prior approval of the NEC, adopted other rules.
- 8.1.4 The Regional Network may publish literature solely in the name of the Regional Network for local purposes, but such literature shall not contain any statement contrary to the said objects or to the policy of the Association.
- 8.1.5 Representations of whatever kind to other bodies and/or individuals may only be made by the Regional Network through or with the prior approval of the NEC.
- 8.1.6 All legacies bequeathed to the Association shall be received by the Treasurer or other appropriate offices of the Association but, subject to any special trusts by which such legacies may be affected, the NEC shall have power to direct that any legacy or the income therefrom shall be paid to a particular Regional Network.
- 8.1.7 The Regional Network may be empowered by the NEC to receive donations and the Regional Network may expand any money received or raised by it in its area solely for the furtherance of the said. Objects but only with permission of the NEC.
- 8.1.8 Subject to these regulations, the Regional Network may generally manage its own affairs, shall be solely responsible for its own debts and liabilities, and shall not pledge the credit of the Association or that of the NEC or of any individual member of the NEC.
- 8.1.9 Regional Networks shall be loosely based on geographical areas of the UK as specified by the NEC with London being considered an Regional Network In its own right.

9 Meetings and Proceedings of the National Executive Committee

- 9.1 The NEC shall meet at least 3 times a year or more
- 9.2 A quorum of the NEC or any committee appointed under clause 6.1 hereof shall be one third of the NEC or committee (as the case may be) or such other number as the Association may in General Meeting from time to time determine.
- 9.3 Save as otherwise herein provided, all questions at any meeting shall be decided by a simple majority of those present and entitled to vote thereat. No person shall exercise more than one vote notwithstanding that, they may have been appointed to represent two or more interests, but in case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 9.4 The NEC and all other committees shall keep a record of all decisions, and the appropriate Secretary shall enter therein a record of all proceedings and

resolutions. Minutes of NEC and sub-committees shall be made available to group members and placed on the WFS website.

9.5 Standing Orders and Rules

The NEC shall have power to adopt and issue Standing Orders and/or Rules for the Association. Such Standing Orders and/or Rules shall be subject to review by the Association in General Meeting and aligned to the provisions of this Constitution

10 Receipts and Expenditure

10.1 A bank account shall be opened in the name of the Association with a named bank as determined by the Directors and approved by the Treasurer. All cheques must be signed by two of three authorised signatories, each of which must be the Chair, Treasurers and Administration Manager's signature where there is no compromise of interest by partnership or cohabitation.

10.2 All monies raised by or on behalf of the Association shall be applied to further the objects of the Association and for no other purpose PROVIDED THAT nothing herein contained shall prevent:

10.2.1 The repayment to members of the NEC or of any committee appointed under these Articles of reasonable out-of-pocket expenses; or

10.2.2 The NEC from providing indemnity insurance to cover the liability of the NEC (Or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association, provided that any such insurance shall not extend to any claim arising from any act or omission which the NEC (or any of them) knew to be a breach of trust or breach of duty which was committed by the NEC (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

11 The Seal

11.1 The Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors on their behalf, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for that purpose.

12 Auditors

12.1 Auditors shall be appointed if deemed required by either the Chair, Vice Chair, Treasurer & Company Secretary and their duties regulated in accordance with the act, or by a resolution or Directors requirement.

13 Notices

13.1 A notice may be served by the Association on any member either personally or by sending it through the post in a prepaid first class letter addressed to such member at their registered address.

13.2 Any notice, if served by post, shall be deemed to have been served 48 hours after it is posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, stamped and posted.

14 Winding up

- 14.1 The Society shall be wound up voluntarily whenever a special resolution is passed that the Association be wound up. Clause 8 of the Memorandum of Association of the Society shall have effect as if the provisions of that clause were repeated in these Articles.