



ANNUAL GENERAL MEETING OF WFS UK

to be held at the Fire Service College

at

0915 on Sunday 09 June 2024

Agenda

1. Apologies for absence
2. Minutes of the last AGM held 11th June 2023
3. Matters arising
4. Chair's report
5. Presentation of WFS accounts for the period May 2022 to April 2023
6. Appointment of External Accountant
7. Resolution to amend the Memorandum of Association – all summarised on Appendix 1
 - 7.1 Sections to amend/update:
Memorandum of Articles 4.2 and 5
 - 7.2 Articles of Association:
Items 1 / 2.2 / 2.7 / 3.1 / 3.4 / 3.5 / 4.7 / 4.9 / 5.1 / 6.1 / 8.1.8 / 8.1.9 / 9.4 / 11.1 / 14.1
8. Election of the National Executive Committee

SUMMARY OF CHANGES PROPOSED

SECTION	ORIGINAL TEXT	PROPOSED TEXT
Memorandum of Articles		
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.	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 National Executive Committee (NEC) .
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:	The profits of the Association, from wherever derived, shall be applied solely in promoting the above objects. All of which amount to vocational training, including furtherance or continuation, 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:
Articles of Association		
1		'Articles' means these Articles of Association of the Women in the Fire Service UK
1	the National Executive Committee' means the National Executive Committee of the Association;	'the National Executive Committee' and 'NEC' means the National Executive Committee of the Association;
1	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	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 Association .
2.2	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	Organisations employing (at time of joining or renewal): 1000 or more staff – £1200.00 per annum 251 to 999 staff - £600.00 per annum 250 or less staff - £300.00 per annum
2.7	If any member fails to pay their	If any member fails to pay their subscription for any year within three

	<p>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.</p>	<p>months of its becoming due they shall by reason of that failure cease to be a member of the Association, 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.</p>
3.1	<p>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.</p>	<p>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 Association 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.</p>
3.4	<p>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.</p>	<p>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 Association.</p>
3.5	<p>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</p>	<p>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 Directors and members in the manner stated in regulation 13 of these articles, or in such other manner, if any,</p>

	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.	as may be prescribed by the Association 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.
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.	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 Association shall be conclusive evidence of the fact.
4.9		The Chair shall conduct the General Meeting to ensure full and fair participation by members and shall have authority to rule on any matter of procedure. In the event of an equality of votes, the Chair of the meeting shall have an additional casting vote.
5.1	The Directors of the Association shall consist of Chair, Vice-Chair, Treasurer, Company Secretary, Patron, HR Consultant, Corporate & International representative.	The Directors of the Association shall consist of Chair, Vice-Chair, Treasurer, Company Secretary, HR Consultant, Partnerships Liaison, International representative and Corporate and Member Services Liaison
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.	The NEC shall consist of not less than 6 members nor more than 28 members being: 6.1.1 The Directors specified in 5.1 above. 6.1.2 Regional representatives x 11. 6.1.3 Executive members x 4. 6.1.4 Co-opted members x 4 – see clause 6.2.
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.	Subject to these regulations, the Regional Network may generally manage its own affairs, shall be solely responsible for its own debts, liabilities and insurance, 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	Regional Networks shall be loosely based on geographical areas of the UK

	UK as specified by the NEC with London being considered an Regional Network In its own right.	as specified by the NEC with London being considered a Regional Network in its own right.
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.	The NEC and all other committees shall keep a record of all decisions, and the appropriate Company 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.
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.	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 Company Secretary or by a second Director or by some other person appointed by the Directors for that purpose.
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.	The Association 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 Association shall have effect as if the provisions of that clause were repeated in these Articles.