

**Circulation: IWFM Voting Members**

**IWFM AGM: 27 July 2023**

# **Resolution Supporting Documentation**

**For: Review & Member Approval**

Owner: IWFM Board  
Author: Company Secretary  
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# IWFM AGM 2023 Resolutions

## Overview

The notes below provide explanation and reasoning to support the resolutions being put before the AGM to be held on 27 July 2023

## Resolution 1: Approval of the 2022 AGM Minutes

This resolution is to ensure the Members are satisfied as to the accuracy of the minutes of last year's meeting. The 2022 AGM minutes are available on the voting platform or the IWFM website.

## Resolution 2: Approval of the 2022 Audited Accounts

Moore Kingston Smith LLP carried out their audit earlier this year and presented their audit opinion to the Audit and Risk Committee and Board. The Board were satisfied with Moore Kingston Smith's Report and proposed that the Accounts be put before the Members for approval at the AGM.

The 2022 Audited Accounts are available on the voting platform or the IWFM website.

## Resolution 3: Proposal to reappoint Moore Kingston Smith LLP as Auditors

IWFM recommend that Moore Kingston Smith LLP be reappointed as the Institute's Auditors

## Resolution 4: As special business to consider, and if thought fit to pass, the following resolution, which will be proposed as a special resolution.

That the regulations contained in the printed document [marked 'A'] submitted to this meeting and, for the purpose of identification signed by the Secretary, hereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing articles thereof.

See below for the specific Article amendments and rationale. Green = Insertion. Red = Removal.

**Overview**

The following changes to the IWFM's Articles are being proposed to strengthen the IWFM's governance arrangements, considering changes to be implemented from the Communities Review in support of a more effective Communities structure.

| Article Ref                          | Existing Article as written   | Proposed Amendment   | Rationale for change  |
|--------------------------------------|---|--|---|
| Various                              | A.2.b.i / ii / iii / iiiii / V / iX<br>A.35.5   | Introduction of the word <b>Workplace</b>  | Updating the Article language to incorporate Workplace alongside FM from a terminology point of view  |
| A.7.2.7<br>A. 8.1.6<br>A.17.6        | Individual Members shall comprise the grades of:<br><br>Affiliate<br>Associate<br>Member<br>Certified Member<br>Fellow<br>Honorary Fellow<br><del>Companion</del>   | Removal of Companion   | We no longer use or need the Grade classification Companion; therefore, it is being removed to tidy up the grading structure and alignment to other constitutional documentation  |
| A.7.5<br>A.13.2.3<br>A16.1<br>A.35.5 | A.7.5. Corporate Members and Group Members can appoint an individual, the Main Contact, to exercise their rights at General Meetings. Any such appointment shall be in writing and given to the Company Secretary.  | Corporate Members and Group Members can appoint an individual, the Main <b>or Primary</b> Contact, to exercise their rights at General Meetings. Any such appointment shall be in writing and given to the Company Secretary.  | Addition of the word Primary; Provides clarification between the Main contact of a Corporate member and the 'Primary' contact of a Group member. Previously both contracts were defined as 'Main'.<br><br>This enables easier identification and system report running when defining formal voting data sets. |
| A10.4<br>A.11.1 (5)<br>A.21.8        | Every Institute Member shall be bound to further the objectives, interests and influence of the Institute to the best of his or its ability. Each Institute Member shall at all times act according to the Professional Code of Conduct, and in accordance with the requirements and the spirit of the Articles, Bylaws and Board Regulations. Any material contravention may lead to a disciplinary process. | Every Institute Member shall be bound to further the objectives, interests and influence of the Institute to the best of his or its ability. Each Institute Member shall at all times act according to the <del>Professional</del> Code of <b>Professional</b> <del>of</del> Conduct, and in accordance with the requirements and the spirit of the Articles, Bylaws and Board Regulations. Any material contravention may lead to a disciplinary process. | Rearrangement of words to align with other instances  |

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| <p><b>A.11.1 (2)</b></p>   | <p><b>Termination of Membership</b><br/>Membership is terminated if:</p> <p>(2) the member resigns by written notice to the Institute.</p>  |  | <p><b>Termination of Membership</b><br/>Membership is terminated if:</p> <p>(2) the member resigns by written notice [for the avoidance of doubt this can be sent by email] to the Institute.</p>  | <p>Clarification of method of resignation</p>  |
| <p><b>Various</b></p>  | <p><b>A.15.3.3</b><br/><b>A.15.4</b><br/><b>A.15.5.1</b><br/><b>A.15.6</b><br/><b>A.15.8</b></p>  | <p><b>A.15.9</b><br/><b>A.17.1</b><br/><b>A.23.3</b><br/><b>A.23.5</b><br/><b>A.35.5</b></p> | <p>From Chair<del>man</del> to Chair</p>   | <p>Removal of gender bias</p>  |
| <p><b>A.18</b><br/><b>A.29.1</b><br/><b>A.29.2</b><br/><b>A.32</b><br/><b>A.34.1.4</b><br/><b>A.35.5</b></p> | <p><b>The Members' Council</b></p> <p>Region and SIG Chairs will together form the Members' Council, unless otherwise determined by ordinary resolution of the Institute Members in General Meeting.</p>  |  | <p><b>The Members' Council</b></p> <p>Region, and SIG and Network Chairs will together form the Members' Council, unless otherwise determined by ordinary resolution of the Institute Members in General Meeting.</p>  | <p>Based on the work carried out by the Communities review, undertaken and finalised, in 2002. The Constitution &amp; Ethics Committee and the IWFM Board received and approved a paper titled 'Communities – Bridging the Gap', which outlined the future role of IWFM's Voluntary Groups. This paper outlined that Regions and SIGs will remain as defined by their respective Terms of Reference but that a new membership group is to be defined and terms of reference created.</p> <p><b>Networks:</b> Professional Networks support members with a specific interest. E.g., International Network, Women in FM Network, Risings Network.</p> <p>The Terms of Reference for Networks were drafted as part of the Communities Review and have been reviewed and socialised with the Members Council and their committees alike.</p> |
| <p><b>A.23</b></p>   | <p><b>Proceedings of the Board</b><br/>The Board shall meet together as often as they believe it is necessary to dispatch the business of the Institute. They may adjourn and otherwise regulate their meetings, as they thinks fit. A meeting of the Board may be held either in person or by suitable electronic means agreed by the Board in</p> |  | <p>The Board shall meet together as often as they believe it is necessary to dispatch the business of the Institute, a minimum of four meetings per annum is required. They may adjourn and otherwise regulate their meetings, as they thinks fit. A meeting of the Board may be held either in person or by suitable electronic means agreed by the</p> | <p>Clarification on minimum number of required meetings</p>  |

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|               | which all participants may communicate with all the other participants   | Board in which all participants may communicate with all the other participants.   |                                |
| <b>A.23.4</b> | At the request of any two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the members of the Board. | At the request of any two members of the Board the Secretary shall, at any time, summon a meeting of the Board by notice served upon the members of the Board. <b>The notice period being no less than 5 days.</b> | Clarification on notice period |