

Special Resolution – Snowsport Cymru Wales EGM Wednesday 7th October 2020

PROPOSED BY THE BOARD OF DIRECTORS

SNOWSPORT CYMRU WALES

PROPOSED CHANGE TO ARTICLES – TO REPLACE THE CURRENT ARTICLE 17 IN THE ARTICLES OF ASSOCIATION WITH THE FOLLOWING TEXT.

ARTICLE 17

17. (1) The business of the company shall be managed by the Board of Directors which shall consist of **six Directors** appointed by election at the AGM by the members and up to **six other Directors** appointed by the Board to meet the needs of the Board. The Director positions will be as follows:

- (a) Chairman;
- (b) Vice Chairman;
- (c) Finance Director;
- (d) **3 Regional Directors;**
- (e) **up to 6 competency-based Directors appointed by the Directors.**

The Board of Directors will consider equality and diversity issues when making appointments.

17. (2) All nominations for the elected Directors must be made by a Member. The nomination must be submitted (together with the nominee's written consent) on the company's approved application form. The nomination must be received at the registered office at least six calendar weeks before the date of the Annual General Meeting in which the election is to take place. The office will confirm receipt of valid nominations in writing to the nominator as soon as is reasonably practicable after such receipt.

17. (3) Nomination details shall be made available to all Members at least 14 days prior to the AGM.

17. (4) Election of Directors shall be decided by a poll of members eligible to vote at the AGM.

17. (5) Each Director position shall be decided upon separately and shall be appointed by a majority vote by the membership in favour of the candidate.

17. (6) In the event of two or more nominations for the Director position the nomination which receives the highest number of votes shall be appointed to the Board.

17. (7) If any Director position is left vacant following the AGM or vacated during period of office, the Board may appoint a suitable person as Director to stand until the next AGM.

17. (8) The Chairman shall hold office for three years, retiring at the AGM held in the third year of office.

17. (9) The Finance Director shall hold office for three years, retiring at the AGM held in the third year of office.

17. (10) The Vice Chairman shall hold office for three years.

17. (11) **The three Regional Directors shall hold office for two years.**

17. (12) **Appointed Directors shall hold office for one or two years as agreed by the Board.**

17. (13) All Directors shall be eligible to stand for re-election but the maximum period of appointment must not exceed nine years. Transitional arrangements will be in place during the enactment of these new Articles whereby the Chairman, Vice Chairman and Finance Director will remain in post for an additional year to oversee the changes.

17. (14) Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director

(a) by ordinary resolution, or

(b) by a decision of the Directors.

17. (15) Nominees for Director roles do not need to be Members to be nominated, however, upon successful appointment Directors must become Members of the company.