



MINUTES OF EXTRAORDINARY GENERAL MEETING

DATE: WEDNESDAY 7th OCTOBER 2020

The meeting was held by video conference call and started at 6pm.

MEMBERS PRESENT: Richard Hyett, Simon Bromley, Mark James, Vicki Pye, David Hughes, Georgia Rescigno, Rob Taylor, Georgina Kellen, Sam Hodson, Sally Hodson, Andy Howard-Jones, Chris Mountfield, Sally Hodson, James Jones, Martin Pollard, Ian Williamson, Steve Jones, Jil Bellman, Andy burns, Jayne McKenna, Ian Fawcett, Sara Jones, Caroline Guignonnet, Luca Mai Lane Hopkins, Georgia Hyett, Liz Lewis, Mat Lewis, Roger Hughes, Lucy Gillmartin, Guy Ditchfield

STAFF MEMBERS: Robin Kellen (Chief Executive), Tracey George (Administration Manager)

ALSO IN ATTENDANCE: Richard Lawrence (Sport Wales)

The meeting was chaired by Richard Hyett.

1. Apologies

Apologies received from directors Bethan Drinkall, Mike Dougal and Nick Roe.

Welcome and thank you from Chairman Richard Hyett to everyone in attendance. Richard also thanked Robin Kellen and Tracey George for all their hard work through such a challenging and difficult time due to the restrictions arising from the pandemic and invited Robin to take members through the resolution proposal.

2. Consideration of Special Resolution – Change of article 17 in the articles of association

Robin Kellen referred to the published Special Resolution (see annex 1 for the full text) proposed by the board of directors and highlighted key points. There were no questions from the members and members were invited to vote in support or against the resolution using the electronic poll option or verbally. The Chairman noted that the resolution was unanimously passed.

3. Chief Executive Update

Robin Kellen explained that the past six months have been one of the most challenging times for our membership and activities. Through Covid we have lost people who made a significant contribution to the delivery of the sport and mourn for their loss along with their family and friends. The pandemic has also had a major impact on the sport following shut down for sport from March until July (later for many). We were pleased to support our members through the shutdown period and to assist clubs and facilities in their safe and organised restart of activity. However, we now facing a period of further uncertainty due to increasing rates of infection.

Through the next six months we will continue to seek new and innovative ways to support our membership and to ensure we retain participants wherever possible. We will do this in a number of ways:

- Coach and Instructor Refreshers - we will be providing refresher training free of charge to our instructors and coaches that register for 2021.
- Online Safeguarding Training - we will provide 1/2 price safeguarding training to instructors, coaches and club child welfare officers.
- ADAPT Programme - we are launching an online resource to support our young athletes, clubs and coaches with a supported strength and conditioning advice and assessment tool.
- Schools Participation Initiative - we will be working with facilities across Wales to launch a participation initiative aimed at attracting 2,500 new participants to the sport.
- Support for Clubs and Facilities - we will continue to provide ongoing support to our members through regular meetings and member updates.

4. Closing remarks

The Chairman closed the meeting by thanking everyone again for their time and effort to attend the EGM and was hopeful for a return to more normal times ahead.

Meeting concluded at 6.30 pm

TG 07/10/20

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.