

12<sup>th</sup> May 2010

## Ski Council of Wales – New Company Documents

Dear Members

Please note the following documents;

- Memorandum of Association
- Articles of Association
- SCOW Policies & Procedures Manual



These documents set out the Board's proposals for the revision of our existing Memorandum and Articles of Association for Ski Council of Wales and will be presented for approval of the membership at the EGM on 12<sup>th</sup> June 2010.

The documents have been drawn up with the assistance and advice of the Sports Council for Wales and have been based upon;

- Model articles supplied by Companies House.
- The 2006 Companies Act.
- Content and structure from our existing Memorandum and Articles of Association.
- A modern streamlined board structure adopted by many NGBs for Sport.

In particular, I wish to draw the following matters to your attention.

### 1. Membership, Article 21

Currently there are a large number of different categories of membership. Changing the Articles allows there to be a simplification of our membership structure. The detail of how each category of membership is constituted will then be set out in our standing orders.

#### Article 21

(1) **There shall be four classes of membership as follows -**

##### (a) Individual Members

Membership is open to any individual aged 16 years or over. (This includes coaching scheme members – competitors, coaches & officials)

##### (b) Honorary Members

The Association may elect an Honorary Member where in its opinion the person elected has made an outstanding contribution towards the achievement of the objects of the Association.

##### (c) Constituent Club

Membership is open to any club, including college or university snowsports clubs situated in Wales. A Constituent Club may not be a full member of another Constituent Club.

##### (d) Group Member

This category includes schools, educational establishments, companies and family members.

(2) All classes of members, on being accepted will be entitled to receive notices of and attend all General Meetings of the Association, to be on the mailing list of the Association and to such other additional rights and privileges as the Association may from time to time determine. Notices will be made available in the manner determined by the Directors.

### **Snowsport Cymru Wales is the governing body for snowsports in Wales**

Snowsport Cymru Wales is a trading name of Ski Council of Wales, a company limited by guarantee registered in England and Wales No. 2918336.

Registered Office. Ski & Snowboard Centre Cardiff, 198 Fairwater Rd, Fairwater, Cardiff. CF5 3JR.

Website : [www.snowsportwales.net](http://www.snowsportwales.net) Email : [admin.snowsportwales@virgin.net](mailto:admin.snowsportwales@virgin.net)

Telephone : 029 20561904 Fax : 029 20561924

## 2. Structure of the Board of Directors

The decision making committee of the Association will be the **Board of Directors** as set out in **Article 17**, the Board will comprise of

- (a) the Chairman;
- (b) the Finance Director;
- (d) the Vice Chairman North;
- (e) the Vice Chairman South;
- (f) four directors nominated by the Members;
- (e) no more than two competency based directors appointed by the directors.

The Board will have a **staggered term of office** for individuals so that it is not voted in annually as set in Article 17. This will give some stability and allow the principal officers to be in position for longer than one year at a time. The individual terms of office should be agreed such that the Board does not all come up for re-election at the same time.

All nominations for 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**. **Nominees for Director roles do not need to be members to be nominated, however upon successful appointment Directors must become members of the company**. A nomination must be received by the Secretary 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 reasonably practicable after such receipt.

Nomination details shall be available to all Members at least **14 days prior to the AGM**.

The Chairman shall hold office for **three years**, retiring at the Annual General Meeting held on the third year of office.

The Finance Director shall hold office for **three years**, retiring at the Annual General Meeting held in the third year of office.

The Vice Chairmen shall hold office for **two years**

**The Four** elected Directors shall hold office for **two years**.

**Competency** appointed Directors shall hold office for **one year**.

**3. Article 19 – Director's Remuneration.** This article allows the directors to agree payment of a director for services supplied to the company. In particular it allows members who are elected as directors to the company to be able to continue to carry out work as coaches or course tutors for the company.

**4. SCOW Policies and Procedures Manual.** This document will provide a replacement for the previous Standing Orders document last updated in 1990. The manual provides guidance on the Structure of the Board, Membership, Procedures at Meetings, Appointment of Selectors, Child Protection and Roping Regulations.

If members have any questions please address them to;

Robin Kellen  
Chief Executive  
Snowsport Wales  
Email : [robin.snowsportwales@virgin.net](mailto:robin.snowsportwales@virgin.net)

### **Snowsport Cymru Wales is the governing body for snowsports in Wales**

Snowsport Cymru Wales is a trading name of Ski Council of Wales, a company limited by guarantee registered in England and Wales No. 2918336.  
Registered Office: Ski & Snowboard Centre Cardiff, 198 Fairwater Rd, Fairwater, Cardiff. CF5 3JR.  
Website : [www.snowsportwales.net](http://www.snowsportwales.net) Email : [admin.snowsportwales@virgin.net](mailto:admin.snowsportwales@virgin.net)  
Telephone : 029 20561904 Fax : 029 20561924