

# Welsh Fencing Ltd

## Motion Form for AGM

**MOTION: The Amendment of Welsh Fencing Article - para. 12.3**


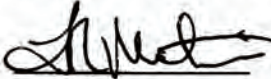
Delete 'until the next Annual General Meeting'

Replace with 'A call for nominations for the Chairman will be immediately sent to members of Welsh Fencing along with the announcement of an Extraordinary General Meeting at which the election of a new Chairman will take place. The EGM will be held 10 weeks after the call for nominations. The deadline for nominations will be received no later than 6 weeks before the EGM. Nomination details shall be forwarded to all voting members at least 4 weeks prior to the EGM.'

Amended paragraph to read:

12.3 In the event of an elected Chairman resigning either as Chairman or as a Director, the Directors shall appoint one member of the Board of Directors to be Chairman. A call for nominations for the post of Chairman will be immediately sent to members of Welsh Fencing along with the announcement of an Extraordinary General Meeting at which the election of a new Chairman will take place. The EGM will be held **10 weeks** after the call for nominations. The deadline for nominations will be received no later than **6 weeks** before the EGM. Nomination details shall be forwarded to all voting members at least **4 weeks** prior to the EGM.

**RATIONALE:** The Chairman is a key figure in the life of Welsh Fencing, and in the event of their resignation mid-term, it is felt that it would be preferable for the post to be filled substantively at that stage.


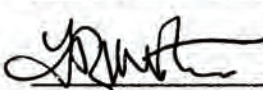
	Nominated by:	Seconded by
Name :	<u>Dr Beatrice Fannon</u>	<u>Mr Lyndon Martin</u>
Signature:		
BFA Number	<u>101253</u>	<u>91791</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>

# Welsh Fencing Ltd

## Motion Form for AGM

**MOTION:** The roles and responsibilities of Directors must be clearly displayed on the Welsh Fencing website.

**RATIONALE:** This is in the interests of greater transparency and accountability. In addition, it will enable members to become more aware of the Directors' roles and whom they should contact about a particular issue. Currently, there is no guidance available.

	Nominated by:	Seconded by
Name :	<u>Dr Beatrice Fannon</u>	<u>Mr Lyndon Martin</u>
Signature :		
BFA Number	<u>101253</u>	<u>91791</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>




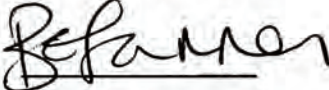
# Welsh Fencing Ltd

## Motion Form for AGM

### **MOTION: Addition to article 21**

21.6 All remuneration received by individual Directors must be clearly detailed on the annual accounts.

**RATIONALE:** This is in the interests of greater transparency and accountability. Currently, the WF annual accounts show little detail and often broad totals. This resolution would give greater clarity to the accounts and enable members to be able to better understand the accounts.

	Nominated by:	Seconded by
Name :	<u>Mr Lyndon Martin</u>	<u>Dr Beatrice Fannon</u>
Signature :		
BFA Number	<u>91791</u>	<u>101253</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>

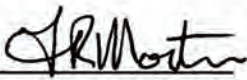

# Welsh Fencing Ltd

## Motion Form for AGM

### **MOTION: Addition to article 22**

22.3 All expenses received by individual Directors must be clearly indicated on the annual accounts.

**RATIONALE:** This is in the interests of greater transparency and accountability. Currently, the WF annual accounts show little detail and often broad totals. This resolution would give greater clarity to the accounts and enable members to be able to better understand the accounts.

	Nominated by:	Seconded by
Name :	<u>Mr Lyndon Martin</u>	<u>Dr Beatrice Fannon</u>
Signature :		
BFA Number	<u>91791</u>	<u>101253</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>

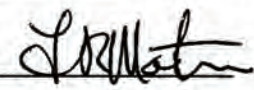

# Welsh Fencing Ltd

## Motion Form for AGM

### **MOTION: Addition to article 38**

38.1 In the interests of greater accountability and visibility, all items of expenditure/income over £100 should be listed individually in the accounts.

**RATIONALE:** Currently, the WF annual accounts show little detail and often broad totals. This resolution would give greater clarity to the accounts and enable members to be able to better understand the accounts.

	Nominated by:	Seconded by
Name :	<u>Mr Lyndon Martin</u>	<u>Dr Beatrice Fannon</u>
Signature :		
BFA Number	<u>91791</u>	<u>101253</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>

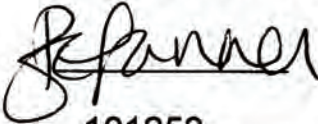



# Welsh Fencing Ltd

## Motion Form for AGM

**MOTION:** All employees of Welsh Fencing must be identified and their roles and responsibilities clearly indicated on the Welsh Fencing website.

**RATIONALE:** This is in the interests of greater transparency and accountability. It would allow members to become aware of which persons are operating in an official capacity.

	Nominated by:	Seconded by
Name :	<u>Dr Beatrice Fannon</u>	<u>Mr Lyndon Martin</u>
Signature :		
BFA Number	<u>101253</u>	<u>91791</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>

# Welsh Fencing Ltd

## Motion Form for AGM

**MOTION:** All remuneration received by individual employees of Welsh Fencing must be clearly detailed on the annual accounts.

**RATIONALE:** This is in the interests of greater transparency and accountability. Currently, the WF annual accounts show little detail and often broad totals. This resolution would give greater clarity to the accounts and enable members to be able to better understand the accounts.

Nominated by:

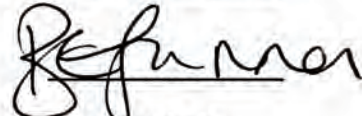
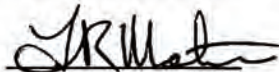
Seconded by

Name:

Mr Lyndon Martin

Dr Beatrice Fannon

Signature:



BFA Number:

91791

101253

Date:

30/11/2015

30/11/2015

# Welsh Fencing Ltd

## Motion Form for AGM

**MOTION:** Directors must submit a formal report at the AGM detailing the year's main activities and allocation of resources.

**RATIONALE:** This is a common feature of most organization's AGMs, and would help to keep members abreast of the developments and achievements of WF.

Nominated by:

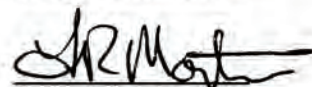
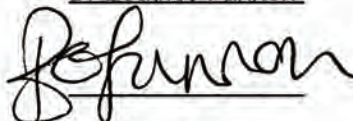
Seconded by

Name:

Dr Beatrice Fannon

Mr Lyndon Martin

Signature:



BFA Number:

101253

91791

Date:

30/11/2015

30/11/2015




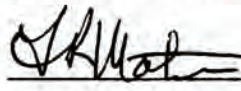
# Welsh Fencing Ltd

## Motion Form for AGM

### **MOTION: Addition to Article 19**

19.12 In the event of an elected Director resigning or the termination of the position of a Director before the end of his/her term of office, a call for nominations for the post of Director will be immediately sent to members of Welsh Fencing along with the announcement of an Extraordinary General Meeting at which the election of a new Director will take place. The EGM will be held **10 weeks** after the call for nominations. The deadline for nominations will be received no later than **6 weeks** before the EGM. Nomination details shall be forwarded to all voting members at least **4 weeks** prior to the EGM.

**RATIONALE:** As the Welsh Fencing Articles require at least four directors to hold office, it is felt that any post of Director should be filled immediately in the event of a resignation mid-term. There currently seems to be no provision for such an eventuality.

	Nominated by:	Seconded by
Name :	<u>Dr Beatrice Fannon</u>	<u>Mr Lyndon Martin</u>
Signature:		
BFA Number	<u>101253</u>	<u>91791</u>
Date	<u>30/11/2015</u>	<u>30/11/2015</u>

# Welsh Fencing Ltd

## Motion Form for AGM

### **Background:**

The present system for tabling AGM business are unnecessarily complicated as they require different timescales for Nominations (8 weeks), Motions for discussions (6 weeks), as well as the Notice of the AGM itself (4 weeks). In some recent cases these have led to valid items of business being ruled out needlessly on procedural grounds.

It is felt that if a more uniform timescale were introduced, this would be more easily handled, and would enable greater input, and interest, in AGM matters by the membership at large.

This motion therefore proposes a uniform timescale of **10 weeks notice** of an AGM (or EGM), with the AGM/EGM notice to contain details of Vacancies and Nominations required, and inviting Motions for the discussion, which in both cases should be submitted **no later than 6 weeks** of the date of the AGM/EGM notice – thus giving **four weeks** for the relevant Agenda to be issued. In addition, a timescale for the confirmation of notices is specified.

Because of the format of the Articles, 3 separate amendments to the articles are needed.

### **Proposition :**

[comprising 3 clauses (i), (ii), & iii, as follows]

#### **(i) Welsh Fencing Articles – para 19.3:**

Delete **two calendar months**

Replace with **six weeks**

**and**

Delete **as soon as reasonably practicable after such receipt**

Replace with **within two working days**

Amended paragraph 19.3 to read:

19.3 All nominations for the Chairman, Vice Chairman, Treasurer and elected Directors must be made by a Member holding voting rights and seconded by another Member holding voting rights. The nomination must be submitted (together with the nominee's written consent) on the WF approved application form. The nomination should be received by the Company Secretary (if any) at **least six weeks** before the date of the Annual General Meeting in which the election is to take place.

Confirmation of receipt of valid nominations will be sent in writing to the nominator

**within two working days.**

**(ii) Welsh Fencing Articles – para 19.4:**

Delete **14 days**

Replace with **4 weeks**

Amended paragraph to read:

19.4 Nomination details shall be forwarded to all voting members at least **4 weeks** prior to the Annual General Meeting.

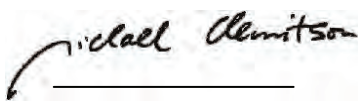
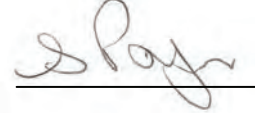
**(iii) Welsh Fencing Articles – para 26.3:**

Delete **28 days**

Replace with **ten weeks**

Amended paragraph to read:

26.3 The Board will circulate notices for the Annual General Meeting and any Extraordinary General Meetings no later than **ten weeks** before the date of the meeting.

	Nominated by:	Seconded by
Name :	<u>Michael Clemitson</u>	<u>Steve Poyser</u>
Signature :		
BFA Number	<u>90592</u>	<u>115783</u>
Date	<u>1<sup>st</sup> December 2015</u>	<u>1<sup>st</sup> December 2015</u>



# Welsh Fencing Ltd

## Motion Form for AGM

**Background :**

According to Para 19.1 & 19.2 of the WF Articles, there should be the following :

19.1. Until and unless otherwise determined by Welsh Fencing in General Meeting, there shall be a maximum of eight Directors and the minimum number shall be four.

19.2. The business of Welsh Fencing shall be managed by the Board of Directors which shall consist;-

19.2.1. The Chairman;

19.2.2. Vice Chairman;

19.2.3. Treasurer;

19.2.4. three Directors elected by the Members; and

19.2.5. two skills and remit based Directors appointed by the Directors;

According to the WF website (<http://www.welshfencing.org.uk/index.php/information/governance>) the Directors are :

**Chairman** David Rees

**Vice Chairman** Allan Banks

**Hon. Treasurer** Caroline Wheeler

**Hon. Secretary** Hilary Rees

**Director** Mark Ridsdale

**Director** Peter Stewart

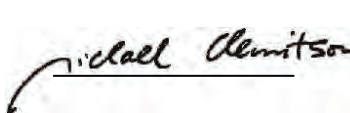
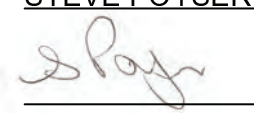
It is assumed that the position of Hon. Secretary is not a Director, as this position has not been vacated & advertised by rotation in recent years, as have the other Director positions.

On this basis, it would appear that the third 'Director elected by the Members' post has not been filled.

So that the WF Executive management function can be fully effective, and in view of known candidates possibly prepared to stand, it is felt arrangements should be put in hand for the third 'Director elected by the Members' post to be filled, forthwith.

**Proposition :**

That arrangements should be put in hand for the third 'Director elected by the Members' post to be filled, forthwith.

	Nominated by:	Seconded by
Name :	<u>MICHAEL CLEMITSON</u>	<u>STEVE POYSER</u>
Signature :		
BFA Number	<u>90592</u>	<u>115783</u>
Date	<u>1 December 2015</u>	<u>1 December 2015</u>

# Welsh Fencing Ltd

## Motion Form for AGM

**Background :**

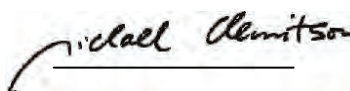
The present system of announcing a coming AGM by placing a notice on the Welsh Fencing website is not an entirely effective means of announcing the AGM, as it relies upon members happening to look at the website.

It is noted that many other organisations such as motoring organisations, and professional bodies, write to members individually. In order to improve notification to Welsh Fencing members, it is felt that it would be more effective to email members ( at their email address on file ) giving notice of the AGM, in addition to posting a notice on the website.

This is consistent with clause 26.3 of the Articles, which states that "The Board will circulate notices for the Annual General Meeting and any Extraordinary General Meetings no later than 28 days before the date of the meeting."

**Proposition :**

That all members should be notified of forthcoming AGMs/EGMs by email, in addition to the present arrangement of posting a notice on the Welsh Fencing website.

	Nominated by:	Seconded by
Name :	<u>MICHAEL CLEMITSON</u>	<u>STEVE POYSER</u>
Signature :	 <u>Michael Clemitson</u>	<u>Steve Poyser</u>
BFA Number	<u>90592</u>	<u>115783</u>
Date	<u>21 November 2015</u>	<u>21 November 2015</u>