

Welsh Fencing Incorporation Members Guide

This table shows the main governance points that members should understand relating to the change to a Company, it has been produced as an at a glance guide, only showing the main changes. Members are reminded that full details can be seen in the new Articles attached.

WF the unincorporated Association		WF the New Company
Welsh Fencing	1. Name	Welsh Fencing Ltd. trading as “Welsh Fencing”
April - March	2. Financial Year	April – March
As in membership regulations	3. Types of membership	As in membership regulations
Current Executive has 6 elected members Chairman Vice Chairman Hon Treasurer Hon Secretary 2 x Executive members	4. Number of Executive Members compared with Directors	The new Board will have a maximum of 8 (and minimum of 4). It is good practice to have a mixture of elected and appointed Directors as this allows membership involvement and role and/or remit appointment for the specific needs of Welsh Fencing. Chairman Vice Chairman Treasurer 3 Directors elected by the Members 2 skills and remit based Directors appointed by the Directors
Chairman - 4 years All others - 1 year	5. Term of Office	A rolling term has been set up; this removes the need to have annual elections for key positions, allows directors to settle into position and enables appointments to be made annually depending on the needs of the Board and WF Chairman and Treasurer – 4 years Vice Chairman and Elected Directors – 2 years Appointed Directors – 1 year
Detailed written nomination and election process for positions not in place	6. Election process	All nominations 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 at least two calendar months before the date of the AGM in which the election is to take place. Confirmation of receipt of valid nominations will be sent in writing to the nominator. Nomination details shall be forwarded to all voting Members at least 14 days prior to the AGM.
Executive quorum - no details in constitution	7. Quorum for meetings	Directors meeting quorum – 4
AGM quorum – members of at least one quarter of the Ordinary Clubs in membership must be present	8. Quorum for General Meetings	AGM quorum – 10 voting members. The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it (including video conferencing)

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Chairman has a casting vote	9. Casting vote at meetings	Chairman has a casting vote
Minimal conflict of interests process followed	10. Conflicts of Interest	WF Ltd will comply with the Companies Act and has chosen the option for the Chairman of the meeting to be able to authorise conflicts
Minutes have been kept but no set timeframe	11. Retention of decisions made	10 years
Allowable expenses are paid	12. Expenses	Allowable expenses are paid
Chairman, if not present then Vice Chairman if both absent the meeting shall appoint a chairman from amongst its number at the meeting	13. Chairing General meetings	The Chairman shall chair general meetings if present and willing to do so. If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start;- <ul style="list-style-type: none"> • the Vice Chairman if present shall chair the meeting, or • (if the Vice Chairman is not present), the meeting, must appoint a Director to chair the meeting • If there is no Director present, the meeting, must appoint a Member present to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting
Proxy voting is not allowed	14. Proxy voting	Standard proxy methods from Companies Act, which are easy to understand, set up standard form that is amended for each meeting will be used. A standard proxy form will be used for every meeting
Currently must be in the same room	15. Being “present” at a meeting	The Companies Act allows attendance to be in person or by any other means that enables both parties to understand each other
No details in constitution	16. Communication	The Companies Act allows all methods of communication for the Board of Directors and General meetings
AGM must be held by 31 st July annually	17. Date for AGM	The Annual General Meeting date shall be set by the Board, this allows flexibility
No information in the constitution, other than a two-thirds majority needed to change the constitution; this applies to changing to a Company as well.	18. Resolutions	There are different types of resolutions, Ordinary, Special and Written, they are dealt with differently. The majority of resolutions are ordinary, requiring a simple majority vote. Changes to the Company Articles and removal of a Director are both Special resolutions and require 75% majority. Written resolutions require the same agreement level as if at a meeting