



**ANNUAL GENERAL MEETING  
MONDAY 13<sup>th</sup> OCTOBER 2014  
At Plas Menai, Caernarfon**

**(With video conference link to Sport Wales National Centre, Cardiff & West Wales Office Carmarthen)  
19:30 hrs**

**AGENDA**

1. Welcome & Apologies
2. To approve the minutes of the Annual General Meeting held on the 21<sup>st</sup> October 2013
3. Matters Arising (if any)
4. Annual Review 2014 - To receive the reports of WYA Officers & Chief Executive:
  - 4.1 Chairman
  - 4.2 Director of Finance
  - 4.3 Chief Executive Officer
5. Election of Directors(refer to <http://welshsailing.co.uk/about-us/agm/> & supporting documentation)
  - 5.1 Director – Steven Jardine - **Proposed by: Shotwick Lake SC** **Seconded by: CH Pwllheli SC**
6. To approve the annual accounts year ending 31<sup>st</sup> of March 2014
7. To approve the appointment of accountants for the next 12 months – **Alexander Partnership, Tenby**
8. **Special Resolution – To change the Company Name to RYA Cymru.Wales(Please refer to stakeholders sheet) Proposed by: WYA Board Seconded by: Cardiff Bay Yacht Club**
9. **Special Resolution - (subject to Item 8 being passed by the members)- To adopt the new RYA.Cymru Wales Articles of Association Proposed by: WYA Board Seconded by: Red Wharf bay Sailing & Watersports Club**
10. **Special Resolution - (this item will not be required if Agenda Item 8 is adopted by the members) – To adopt the amended Welsh Yachting Association Articles of Association Proposed by: WYA Board Seconded by: Red Wharf Bay Sailing & Watersports Club**

***Immediately following the AGM a short open forum where Members may raise any questions or future discussion ideas that they might have with the Directors and/or employees present.***

***All the AGM papers including the accounts and the annual review are available to down load from:***

**<http://welshsailing.co.uk/about-us/agm/>**

Chairman: Dafydd Griffiths



Chief Executive: Steven Morgan



## **WYA AGM 13<sup>th</sup> OCTOBER 2014 - INFORMATION SHEET**

Please note that the Welsh Yachting Association AGM will be held at the Sport Wales National Outdoor Centre, Plas Menai with video links to the Sport Wales National Centre, Cardiff and Sport Wales, West Wales Regional Office in Carmarthen on **Monday 13<sup>th</sup> October 2014** commencing at **19:30**

### **General Information & Voting Rights:**

#### **Papers**

AGM papers and reports(including the accounts) are not normally sent through the post. All the information is available to download from the website at <http://welshsailing.co.uk/about-us/agm/> If any member would like a hard copy of the information, we will send them out by request.

#### **Resolutions**

All Resolutions and Special Resolutions put forward by the Board of Directors are summarised on the Agenda and proxy voting forms and are available in full for viewing or download on the website.

#### **Representation**

Each member club or organisations with voting rights is entitled to send as many representatives as they wish to the AGM. Each Member is allowed **one vote**.

This vote can only be undertaken by a **Nominated Representative** (who must be aged 18 or over) of the respective Club/Organisation whose name must be advised to the WYA before the start of the meeting. All Clubs/organisations must be registered with the WYA and have paid all their subscriptions monies prior to the AGM for their Nominated Representatives vote to be accepted and any changes to the Nominated Representatives must be notified as above.

#### **Proxy Voting**

Those Clubs/Organisations who are unable to attend the meeting are entitled to:

1. Abstain or Vote in their entirety on all of the issues requiring a vote
2. Abstain or Vote on only some issues.

If the Club/Organisation wishes to nominate somebody to vote their proxy for them (in part or in full) they can nominate the WYA Chairman or a Nominated Representative of another Club/Organisation. However no Nominated Representative may hold more than one proxy.

To be valid, any Club/Organisation intending to utilise the Proxy system must return the Proxy vote itself to the Welsh Yachting Association office by post not less than 48 hours prior to the AGM (i.e. by no later than **19:30 on Saturday 11<sup>th</sup> of October 2014**). They may also return the form electronically by the same cut-off time to [steven.morgan@welshsailing.org](mailto:steven.morgan@welshsailing.org) with the sender's electronic address being known as a valid address for that particular club/organisation. Any proxy forms received after this time will be rejected.

#### **Delivery of Proxy forms at the AGM itself is not acceptable.**

If, after delivery of the Proxy form, you decide that your Nominated Representative will actually attend the AGM in person, a suitable letter revoking the proxy form, signed by two flag officers from your Club/Organisation must be either forwarded to the WYA office by post



or electronic mail (to the e-address above) not less than 48 hours before the AGM or alternatively handed to a WYA official prior to the commencement of the AGM

### Regional Committee AGM's

Following the AGM the South and North Regional Committees will be holding their AGM. A briefing note with the Terms of Reference for the RC's and a Regional Nomination Form is included with the information that has been sent electronically. The TOR's and the nomination forms are also available for download on the WYA website please follow the link <http://welshsailing.co.uk/about-us/agm/>

### Information on Resolutions

AGENDA ITEM	DETAILS	PROPOSED	SECONDED
2	To approve the minutes of the last AGM held on Monday 21 <sup>st</sup> of October 2013.	Floor	Floor
5	<b>Election of Director(s)</b> One nomination has been received for the 3 vacant elected director positions. Please see Nomination information sheet at <a href="http://welshsailing.co.uk/about-us/agm/">http://welshsailing.co.uk/about-us/agm/</a>	Shotwick Lake SC	CH Pwllheli SC
6	<b>To Approve the Annual Accounts.</b> WYA accounts are prepared in accordance with the provisions set out in Part 15 of the Companies Act 2006, applicable to companies subject to the small companies' regime. This does not require our accounts to be audited. WYA accounts are prepared by the Office Manager with support from our Financial Advisor and independently checked and verified by our accountant.	WYA Board	Floor
7	<b>Appointment of Accountants</b> – WYA has had a long association with Alexander Partnership in Tenby who understand the complexity of our accounts due to the boat provision scheme. The 2014/15 Financial Year will be the first full year that we have used our new Sage 50 Professional Accounting system and the Board are happy to recommend that we retain Alexander Partnership as our accountants during this transition period.	Board	Floor
8	<b>Special Resolution</b> – The WYA Board is proposing that the company name is changed to RYA Cymru.Wales. Information on the rationale behind this Special Resolution has been circulated widely and consultation has taken place with our 3 Regional Committees. The Stakeholder Fact sheet is available at <a href="http://welshsailing.co.uk/wp-content/uploads/2014/04/WYA-re-branding-factsheet.pdf">http://welshsailing.co.uk/wp-content/uploads/2014/04/WYA-re-branding-factsheet.pdf</a> Rebranding does not impact on	WYA Board	Cardiff Bay YC



	our Governing Body status and we will still manage our own staff and affairs.		
<b>9</b>	<b>Special Resolution</b> – Subject to Agenda Item 8 being successful. As part of our ongoing governance programme we are required to review our Articles to ensure that they comply with best practice and current legislation. The Articles have been updated to include changes to the election process, compliance with the Bribery Act, length of service a Director can be part of the Board as well as some changes as part of the rebranding proposals. If the Special Resolution in item 8 is not passed, the chairman will move to Item 10 on the Agenda.	WYA Board	Red Wharf Bay S & W Club
<b>10</b>	<b>Special Resolution</b> – This agenda item will only be required if the Special Resolution in Item 8 is rejected by the AGM. These second sets of Articles include the changes referred to above under the company name of Welsh Yachting Association.	WYA Board	Red Wharf Bay S & W Club

#### **Any Other Business**

There will be no AOB on the agenda as all items should have been notified in advance as stated within the Articles. Following the AGM there will be a short open forum to give members the opportunity to raise any questions or concerns with the Directors or the Associations staff.

**If you would like clarification or any further information on any of the Resolutions or Special Resolutions being put forward please contact Steven Morgan Chief Executive Officer at the WYA Office on 01248 670738 or via e mail at [steven.morgan@welshsailing.org](mailto:steven.morgan@welshsailing.org)**