

## Hockey Wales

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## Hockey Wales Articles of Association

### Members Explanatory Note

The current Articles of Association were changed in 2015, since this time there have been many changes within and outside the organisation, as a result the Directors have undertaken a review of our Articles, (supported by Sport and Recreational Alliance and Social Business Wales) and the updated version is being placed before the members at the forthcoming Annual General Meeting on Tuesday 9<sup>th</sup> July.

The proposed Articles are compliant, aligned to the Governance and Leadership Framework for Wales and the Companies Act 2006.

### **The changes include the following definition of terms:**

#### Definition of terms that have been added

- Appointed Directors
- Elected Directors
- Independent
- Independent Directors
- Nominations committee
- North Region
- Senior Independent Director (vice-chair)
- South Region

#### Terms that have been removed

- Annual General Meeting

### **The main changes relate to the following area:**

Hockey Wales are committed to further nurture the growing culture of good governance. We recognise that sport has changed over the years, particularly since the latest addition of the articles in 2015. The nature of what we do and decisions we make are complex, commercial and multidisciplinary in nature. Hockey Wales must now equip itself in a way that allows the organisation to thrive in a shifting environment. We therefore propose a change to how we build our Board - through increasing the number of appointed directors we believe we can create a diverse skill-based Board who are able to drive the organisation and anticipate the changes we may face.



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We operate in a sector which is unique in cutting across socio-economic boundaries, geographies, cultures and demographics and therefore has a greater focus on inclusion and diversity. As a result, we are committed to ensure our Board is made up of individuals with the right balance of skills, knowledge and experience to meet the needs of the organisation. This includes independent expertise and for representation of the diversity of the sport and the communities we serve.

1. All references to 'chairman' have been replaced with 'chair'
2. Section 16: Transactions or other arrangements with the company.  
An additional section (16) has been included with reference to the transactions or other arrangements with the company, in accordance with companies act (2006). This sets out the requirements for a director who may have an indirect or direct interest in any existing or proposed transactions or arrangements with Hockey Wales.
3. The number of directors has increased to 11 (20.1), changing from five to three elected directors and three to seven appointed directors (20.2) together with the Chief Executive Officer. An independent director will be appointed as Senior Independent Director (20.4) and 25% of the Board must be Independent Directors (20.5). This allows the organisation to appoint a skilled and diverse board. Elected Director terms will be three years (20.8), Appointed Directors will be two years (20.9) and CEO will not be time limited
4. Section 27: Attendance and speaking at General Meetings  
The Annual General Meeting has featured in the Hockey Wales calendar for years; however, we now propose to replace the Annual General Meeting with a General Meeting. There is no longer a requirement for us to hold an Annual General Meeting (27.1). The General Meeting, is still a meeting of the members and can be called at any time at the request of Directors by giving 28 days' notice to the members (27.2) or upon receipt by the Company of a requisition to call a meeting signed by no less than 6 Nominated Representatives, with at least 2 being from the North Region and at least 2 from the South Region.  
We anticipate this change will allow the organisation to call meetings at appropriate times and to ensure we can engage with our membership efficiently and effectively with regards to proposed organisational changes.
5. We aim to engage more voting members (32.1) through a variety of voting options including postal and electronic (email) voting

Other changes are minor and relate to general tidying up of the Articles of Association