



**Company Number: 913182**

**CERTIFICATE OF PASSING**

The Companies Acts 2006

Company limited by guarantee and not having a share capital

**SPECIAL RESOLUTIONS OF**

**THE BRITISH WATER SKI & WAKEBOARD FEDERATION LIMITED (the "Company")**

At the Annual General Meeting of the Company which was held via online video conference on Sunday 29th January 2023 at 12 p.m. the following resolutions were passed:

**Special Resolutions:**

1) That the Articles of Association in the form attached to the Notice incorporating the provisions described in the circular to members dated 1st December 2022 be adopted as the Articles of Association of the Company with immediate effect.

Signed: Patric Foley-Brickley (Company Secretary)

Date: 31 January 2023

**NSPCC**



**LOTTERY  
FUNDED**



**SPORT  
ENGLAND**

Honorary President: Lord Moynehan  
The British Water Ski & Wakeboard Federation  
Chairman: Patric Foley-Brickley.  
A Company registered in England. No. 913182.

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**1<sup>st</sup> December 2022**

Dear Member,

***The AGM of The British Water Ski & Wakeboard Federation Limited, will be held on Sunday 29<sup>th</sup> January 2023 via video conference call (details to follow).***

Please find enclosed your AGM Notice – we look forward to welcoming you to this year's AGM which will be held via an MS Teams video conference call.

The AGM will in the usual way deal with adopting the accounts of BWSW for the year ended 31<sup>st</sup> March 2022 and the re-appointment of the auditors. In addition, it will deal with the appointment / re-appointment of directors and some proposed changes to article 63 of the articles of association as described below. A copy of the proposed new articles incorporating these amendments, together with a "redline" showing the changes from the existing article 63, is enclosed with the Notice of AGM.

#### **Changes to the Articles**

It is proposed to change the articles, on third party professional advice, so as to provide for any surplus on a winding up to be distributed to members in accordance with their weighted voting rights (as currently set out in the BWSW articles) and that any such winding up be subject to the approval of votes in favour representing in excess of 90% of the total voting rights of all members. We are advised this is necessary so as to cement the mutual trading status of BWSW. On annual membership renewal and on first sign up member clubs and centres will be asked to confirm that in those circumstances they will make over the net sum received to an organisation with similar objects as BWSW.

#### **Appointment of Directors at the AGM**

Each year one third of the Board (excluding the CEO) stand down by rotation; additionally, any members co-opted to fill a board position since the previous AGM also need to stand for election. The rotation and any wish for members to re-stand does not in any way inhibit additional nominations being made and voting members voting.

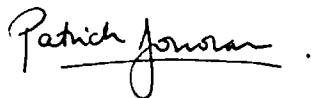
As a board member please note that a minimum time contribution of circa 8 hours a month is required and regular attendance at meetings. Sometimes more time is required and at short notice, to deal with non-ordinary course developments such as COVID. We very much wish to fill any position with those who have an interest in the whole sport of water skiing and wakeboarding and its long-term future. Key to standing is that a candidate can bring key skills and relevant experience to the organisation and is prepared to make a meaningful contribution outside of board meetings. Under the terms of our Sport England funding we (and all of our committees) are subject to the Code for Sports Governance and all directors need to be fully cognisant of these requirements. Directors also need to be aware of the serious Company law requirements of holding a directorship position and the attendant responsibilities to stakeholders. We do wish to attract new people into the organisation and are keen to attract

younger people and more women. A knowledge of sport and club management are important as we are a sport, but British Water Ski & Wakeboard is essentially also a business and so business acumen and relevant skills are also very important. A key aim ongoing is to increase the diversity of the board. We recognise the importance of diversity in enabling the organisation to make decisions more effectively by reducing the risk of 'group-think', as well as contributing to a wider understanding of our members and participants and helping us to identify potential new markets for our sport. We welcome applicants from all sectors of society and in particular from under-represented groups, based on their skills and experience.

Involvement from members is welcomed at every level including at Discipline or Advisory Council level. It is a particular requirement of our Sport England funding, as reflected in our Articles, that democratic process is at the heart of our structures and this is something we need to continue to work on.

We continue this year to maintain our aim of having 25% minimum female representation on the board and the aim is to increase the percentage going forward.

Any nominations should be made following a skills-based assessment by the nominating member. Completed nominations forms should be received at our office prior to: *5pm on Friday 30<sup>th</sup> December 2022* so that details of any additional nominations can be circulated to members.



Patrick Donovan  
CEO

View Proposed Articles, Board Nominations Form and other AGM resources:

[www.bsw.org.uk/news/agm-january-2023/](http://www.bsw.org.uk/news/agm-january-2023/)

V 24.11.2022



Honorary President: Lord Moynihan | Chair: Martin Winter  
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## Amendments: 23 November 2022

### 63. Winding-up of the Federation

63.1 The Full Members may decide at any time by ~~special~~ resolution at a general meeting, to dissolve the Federation PROVIDED ALWAYS THAT in excess of 90% of all Full Members of the Federation (ie not just those present at such general meeting), have voted in favour of the passing of such resolution.

63.2 If the Federation is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property shall be distributed to Full Members pro rata to the weighted voting rights of Full Members as described in these Articles.

63.3 In the event of any proposed resolution to amend Article 63.1 so as to impose a lower voting threshold to approve any such dissolution then Full Members voting at that meeting **against** such resolution shall, notwithstanding any provision to the contrary contained in these Articles and to the fullest extent permissible by law, be entitled in aggregate to ninety per cent plus one vote of the aggregate voting rights to be exercised at any such meeting

~~must be given or transferred to some other institution or institutions and this other institution(s) must have objects which are the same as or similar to those of the Federation.~~

~~63.2 The institution or institutions will be decided by a majority vote of the Directors of the Federation at or before the time when the Federation is wound up or dissolved.~~