

V2020.2



SportCheer Wales
Constitution 2020

SportCheer Wales (SCW)

Statutes & Rules of Governance and Operations

ARTICLE I: GENERAL

1. Purpose –These Statutes relate to the general conduct of the affairs of SportCheer Wales (SCW), a Wales based United Kingdom Organisation. SCW has been established as the National Sport Organisation for Cheerleading in Wales. Pursuant to this purpose SCW may engage in activities that include but shall not be limited to:

- a) Manage, direct, promote, organise and assist the activities and disciplines associated with Cheerleading in Wales,
- b) Encourage the growth and development of Cheer programs and opportunities to Welsh youth,
- c) Provide SCW Members; Wales coaches, teachers, and educators with tools for researching trends, technology, ideas, issues and solutions to problems associated with Cheer,
- d) Encourage, support and promote Wales, as well as United Kingdom Constituent Countries, Crown Dependencies, British Overseas Territories, and United Kingdom National level competitions,
- e) Provide or arrange for professional development for coaches and officials for the Sport,
- f) Propose and support bids for international competitions in Wales,
- g) Provide and create the opportunity to discuss, enhance and evaluate changes in Cheer,
- h) Encourage and promote the moral standards which are enhanced through sports experiences and sports education,
- i) Work with SCW Members to allow for maximum participation in Cheer in Wales,
- j) Work with SportCheerGB Members to allow for maximum participation in Cheer in the United Kingdom,
- k) Serve on the SportCheerGB Board, as required by the SportCheerGB Statutes, to allow for maximum participation in Cheer in the United Kingdom,
- l) Represent Wales Cheer to the ICU and other international organisations in the Cheer Community,
- m) Represent Wales Cheer to SportCheerGB and other United Kingdom organisations within the Cheer Community,
- n) Work with Sport Wales, SportCheerGB and its members, and the BOA to have Cheerleading officially recognised as a Sport,
- o) Recognise outstanding Cheer contributions by groups, individuals and organisations in Wales,
- p) Recognise the SportCheerGB as the United Kingdom governing body for the Sport of Cheer where unified representation is required;
- q) Recognise the ICU as the sole international governing body for the Sport of Cheer;
- r) Follow and support the programs that are endorsed by the IOC and the BOA pursuant to the rules and regulations of WADA and all those rules that are consistent with the best interest of the Athletes involved in Cheer.

Provided, however, that the SportCheerGB membership retains the name SportCheerGB as set forth in the Section 1.1.m and throughout these Statutes, should the SportCheerGB

membership change the SportCheerGB name through a Special Resolution of the SportCheerGB members in accordance of the SportCheerGB statutes; and only if required by authorised United Kingdom sport authorities, SCW shall Recognise SportCheerGB under its new name, until such a time that the SCW membership may convene to adapt the new SportCheerGB name by Special Resolution in accordance with the SCW Statutes.

2. Definitions – The following terms have these meanings in these Statutes:

- a. Act – the United Kingdom Not-for-Profit Organisations Act, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b. Annual Meeting – the annual meeting of the Members;
- c. Articles – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganisation, arrangement, or revival of the Organisation;
- d. Auditor – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Organisation for a report to the Members at the next Annual Meeting;
- e. Board – the Board of Directors of the Organisation;
- f. BOA – British Olympic Association;
- g. Cheer, Cheerleading– Sport of Cheer;
- h. Organisation – SportCheer Wales;
- i. Days – days including weekends and holidays;
- j. Director – an individual elected or appointed to serve on the Board pursuant to these Statutes;
- k. Fundamental Changes – amendments or other changes to the Organisation that are designated by the Act to be “fundamental changes”;
- l. ICU – International Cheer Union;
- m. IOC – International Olympic Committee;
- n. Member – those entities meeting the definition of Member that are admitted as Members of the Organisation under these Statutes;
- o. Officer – an individual elected or appointed to serve as an Officer of the Organisation pursuant to these Statutes;
- p. Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution;
- q. RSO – Region Sport Organisation;
- r. Registrant – individuals who are engaged in activities that are provided, sponsored, supported or sanctioned by a Member and may include, but are not limited to including, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators of provincial and territorial clubs, and volunteers who serve on club executives, committees and boards of directors. Registrants must be registered with the Organisation;
- s. Regulations – the regulations made under the Act, as amended, restated or in effect from time to time;
- t. Special Resolution – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- u. SportCheerGB – the ICU Recognised national governing body for Cheer in the United Kingdom;
- v. Sport Wales – the national agency for Sport in Wales;
- w. WADA – World Anti-Doping Agency is the foundation initiated by the International Olympic Committee to promote, coordinate and monitor the fight against drugs in sport;
- x. WPA – Welsh Principle Area
- y. WPACO – Welsh Principle Area Cheerleading Organisation;
- z. WPASO – Welsh Principle Area Sports Organisation;

3. **Registered Office** – The Registered Office of the Organisation will be located in Cardiff, Wales at such address as the Board may determine.
4. **No Gain for Members** – The Organisation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Organisation will be used in promoting its objectives.
5. **Ruling on Statutes**– Except as provided in the Act, the Board will have the authority to interpret any provision of these Statutes that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the Act and the objectives, mission, vision and values of the Organisation.
6. **Conduct of Meetings** – Unless otherwise specified in the Act or these Statutes, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
7. **Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organisation name, title, or program will include any successor organisational name, title, or program.
8. **Language** – These Statutes have been drafted in English and Welsh or any other language text is a translation. In the case of conflicting interpretations, the English version will prevail.

ARTICLE II: MEMBERSHIP

Membership Categories

1. **Categories** – The Organisation has the following categories of Members:

- a. Coaching Members,
- b. Scoring members,
- c. Athlete members,
- d. Safeguarding members
- e. University members
- f. Schools Members

As detailed in the SCW membership policy.

Admission of Members

2. **Admission of Members** – Any candidate will be admitted as a Member if:

- a. The candidate member makes an application for membership in a manner prescribed by the Organisation;
- b. The candidate member has paid dues as prescribed by the Board;
- c. The candidate member has met the applicable definition listed in *Article II point 1* and the SCW membership policy; and

- d. The candidate member has met the requirements of membership as prescribed by the Board

3. Change of Terms/Conditions of Membership – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members with no less than a two-thirds majority vote is required to make any amendments if those amendments affect the following membership rights and/or conditions:

- a. Change a condition required for being a Member;
- b. Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
- c. Change the method of voting by Members not in attendance at a meeting of Members.

Transfer of Membership

4. Transfer – Any interest arising out of membership in the Organisation is not transferable.

Membership Dues

5. Dues – Membership dues for all categories of membership will be determined annually by the Board.

6. Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the due date, the Member in default will be suspended pending payment of all amounts outstanding or a Members vote to terminate.

Withdrawal and Termination of Membership

7. Suspension of Membership – A Member may be suspended by Ordinary Resolution of the Board of Directors pending a Termination vote for the following reasons: repeated non-payment of dues, non-compliance of rules or Statutes, unethical conduct of business or business dealings, unfair treatment of athletes, failure to be in good standing, or conduct unbecoming of a Registered SCW member

8. Withdrawal and Termination – Membership in the Organisation is terminated when:

- a. The Membership dissolves;
- b. The Member fails to maintain any of the qualifications or conditions of membership described in *Article II point 2* of these Statutes;
- c. The Member resigns from the Organisation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. All fees outstanding at the date of withdrawal shall continue to remain payable to the Organisation until fully paid;
- d. By Special Resolution of the Board or of the Members at a properly convened meeting, provided thirty (30) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination. Termination of a Member requires no less than 75% of voting members. Member under review is not entitled to participate in the vote.

- e. The Organisation is liquidated or dissolved under the Act.

9. May Not Resign – A Member may not resign from the Organisation if the Member is subject to disciplinary investigation or action.

10. Discipline – A Member may be suspended or terminated from the Organisation in accordance with the Organisation’s policies and procedures relating to the discipline of Members. Such suspension shall be automatically lifted at the conclusion of the next meeting of the Members, unless otherwise determined by a Member vote.

11. Arrears – A Member will be suspended pending Members vote to terminate from the Organisation for failing to pay membership dues or monies owed to the Organisation by the deadline dates prescribed by the Organisation.

Good Standing

12. Definition – A Member of the Organisation will be in good standing provided that the Member:

- a. Has not ceased to be a Member;
- b. Has not been suspended or terminated from membership, or had other restrictions or sanctions imposed;
- c. Has completed and remitted all documents as required by the Organisation;
- d. Has complied with the Statutes, policies, procedures, rules and regulations of the Organisation;
- e. Is not subject to a disciplinary investigation or action by the Organisation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f. Has paid all required membership dues or debts to the Organisation, if any.

13. Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended, will not be entitled to vote at meetings of Members and will not be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

ARTICLE III: MEETINGS OF MEMBERS

1. Types of Meetings– Meetings of Members will include Annual Meetings and Special Meetings of the Members.

2. Authority of Members – Annual and Special meetings of the Organisation are the highest authority of the Organisation. All decisions of Members at Annual and Special meetings of the Members are final.

3. Special Meeting – The agenda of a Special Meeting will be limited to the subject matter for which the meeting was duly called. If the Members indicate by way of two thirds (2/3) of the votes and unwillingness to attend a Special Meeting then no meeting will take place. A Special Meeting of the Members may be called at any time by:

- a. the President,

- b. the Board, or
- c. No less than two-thirds (2/3) of the Members, upon written requisition.

4. Location and Date – The Organisation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Organisation’s preceding financial year. The location of the Annual Meeting is to be rotated across the Regions on an annual basis

5. Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Organisation makes available such a communication facility.

6. Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Organisation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.

7. Notice – Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:

- a. By mail, courier or personal delivery to each Member entitled to vote at the meeting, no fewer than thirty (30) days before the day on which the meeting is to be held; or
- b. By telephone, electronic or other communication facility to each member entitled to vote at the meeting, no fewer than thirty (30) days before the day on which the meeting is to be held; and
- c. By posting on the Organisation’s website not less than thirty (30) days prior to the date of the meeting.

8. Change in Notice Requirements – Pursuant to the sections of the Act applicable to Fundamental Changes, a Special Resolution of the Members is required to make any amendment to the Statutes of the Organisation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

9. Persons Entitled to Attend – Delegates representing Members, the Directors, those individuals invited to attend by the President and the auditor of the Organisation and such other persons who are entitled or required under any provision of the Act, Articles or Statutes of the Organisation are entitled to be present at the meeting.

10. Agenda – The agenda for the Annual Meeting will be established by the Board and will include:

- a. Call to order,
- b. Determination of a quorum,
- c. Appointment of scrutineers,

- d. Approval of the agenda,
- e. Declaration of any conflicts of interest
- f. Adoption of minutes of the previous Annual Meeting,
- g. Board, Committee and Staff reports,
- h. Election of new Directors, and
- i. Adjournment.

11. New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

12. Quorum – A quorum shall consist of a minimum number of Members that will comprise at least 50% of all votes of all members.

Voting at Meetings of Members

13. Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a. Coaching members - 1 vote
- b. Scoring members - 1 vote
- c. University members – 1 vote
- d. Athlete members - no votes
- e. Schools Members – no votes
- f. Safeguarding members - no votes

14. Delegates – Members will appoint in writing (inclusive of electronic notice) to the Organisation, at least seven (7) days prior to the meeting of Members, the name of the individual to represent the Member (Delegate) and an alternate Delegate in the absence of the original Delegate. Delegates must be at least eighteen years of age. The Delegate will hold all the votes of the Member.

15. Proxy Voting – Members may vote by proxy if:

- a. The Member notified the Organisation in writing at least seven (7) days prior to the meeting of the Members of an appointment of a proxy holder;
- b. The proxy is received by the Organisation prior to the start of the meeting;
- c. The proxy clearly states the date of the specific meeting; and
- d. The proxy clearly states to whom the proxy is given.
- e. Any proxy voting needs to be conducted by a member of SCW

16. Maximum Number of Proxies – No Member will hold more than one (1) proxy.

17. Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary, in a form prescribed by the Organisation, prior to the vote being taken.

18. Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a. The votes may be verified as having been made by the Member entitled to vote; and
- b. The Organisation is not able to identify how each Member voted if a secret or recorded vote is held.

19. Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

20. Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, or if a secret or recorded ballot is requested by a Member.

21. Majority of Votes – Except as otherwise provided in the Act or these Statutes, the majority of votes and proxy votes cast will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV: GOVERNANCE

Composition of the Board

1. Directors – The Board will consist of Ten (10) Directors as follows:

- a. Up to two (2) Team Wales Management Directors (not an elected position);
- b. Up to two (2) Allstar Directors;
- c. One (1) Adaptive Abilities / SEN Director
- d. One (1) Schools and Universities Director
- e. One (1) Scoring Director
- f. One (1) Event Provider Director (who shall have one vote) for a provider (event, training or commercial) whose organisation or company:
 - I. is incorporated in the UK (i.e. no sole traders or non-UK companies)
 - II. Has run at least one event (or provided significant commercial services to cheerleading) within the nation or province during the last two years
 - III. The provider does not have to be based in the nation or province in order to be entitled to a representative, provided it is active there (e.g. running an event or events).
- g. Up to two (2) athlete Directors who has represented (or has been selected to represent) the nation within the last three years. S/he shall be able to vote.

Eligibility of Directors

2. Eligibility – Any individual, who is eighteen (18) years of age or older, who is a resident of Wales as defined in the Income Tax Act, who has the power under law to contract, who has not been declared incapable by a court in Wales, in any constituent country of the United Kingdom or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

3. Eligibility - Directors (with the exception of athlete directors) must be fully qualified, have a current DBS check, and be active within Wales to qualify for election.

4. Eligibility - Directors must be registered members of SCW to apply or be nominated for directorship

5. Ineligible – The following individuals and Members cannot be nominated, appointed or elected as a Director and, if a current Director fills any of the roles below, the Director will be removed as a Director:

- a. Any employee of the Organisation for the duration of their employment and one (1) year after termination of their employment; or
- b. Any individual or Registrant who is hired to perform specific work for the Organisation, either individually or as a partner, associate, board member or shareholder of a Organisation for the duration of the specific work and one (1) year after delivery of the work.

Election of Directors

5. Nomination – Any nomination of an individual for election as a Director will:

- a. Include the written consent of the nominee by signed or electronic signature;
- b. Comply with the procedures established by the Nominations Committee; and
- c. Be submitted to the Registered Office of the Organisation or such other location as determined by the Board no fewer than seven (7) days prior to the Meeting. This timeline may be extended by Ordinary Resolution of the Board or Members.
- d. Only Members can nominate individuals for director positions; this includes self-nomination
- e. Directors are nominated by a majority vote of members attending the AGM, or submitting an electronic vote in their absence.

6. Circulation of Nominations - Valid nominations and their election platform messages will be circulated to Members at the Annual Meeting prior to the elections.

7. Election and Term – The election of directors will take place biannually at an Annual Meeting of Members or at a Special Meeting called by the Members for the purpose of electing new Directors. The elections will take place in two parts:

- a. One (1) Event provider director, one (1) Adaptive Abilities /SEN director, one (1) Allstar director and one (1) Scoring director will be elected to the Board at alternate Annual Meetings to those listed in subsection b)
- b. One (1) Allstar Director, two (2) athlete directors, one (1) Schools and Universities Director, will be elected in alternate Annual Meetings to those listed in subsection a),
- c. Two (2) Team Manager Directors are not elected by a member vote, but is automatically attached to the position of team manager.

Provided, however, that beginning in the Biennial in which the Board is first elected as set forth in this *Article IV*, one-half (1/2) of the Board (subsection a) shall hold office for a term of one (1) year, and one-half (1/2) of the Board (subsection b) shall hold office for a term of two (2) years. The allocation of these roles is determined by the number of member votes. The Allstar director candidate receiving the most votes in the initial election serves the longest term.

After the completion of these initial terms, each Director shall serve for a term of two (2) years and shall have no limitation to the number of additional terms that he or she may serve. A Director shall hold office until his or her successor shall have been elected and qualified at the first annual meeting

of the next Biennial, or until his or her earlier death, resignation, or removal.

8. Decision – Elections will be decided by the Members in accordance with the following:

- a. One Valid Nomination – Winner declared by Ordinary Resolution; or
- b. Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

9. Terms – Elected Directors will hold office for a term of two (2) years, with the one time exception noted in *Article IV point 7*, and will hold office until their successors have been duly elected in accordance with these Statutes, unless they resign, or are removed from or vacate their office.

Suspension, Resignation and Removal of Directors

10. Resignation – A Director may resign from the Board at any time by presenting his or her written notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Organisation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

11. Vacate Office – The office of any Director will be vacated automatically if the Director:

- a. Is found by a court to be of unsound mind;
- b. Becomes bankrupt, suspends payment, or compounds with his or her creditors, or makes unauthorised assignment, or is declared insolvent;
- c. Is charged and/or convicted of any criminal offence related to the position;
- d. Changes his or her permanent residence outside of Wales;
- e. The board holds a vote of no confidence which is supported by majority vote; or
- f. Dies.

12. Removal – A Director may be removed by Special Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer and member, the Director will automatically and simultaneously be removed from his or her position as an Officer and member.

13. Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Organisation’s policies related to discipline, by Special Resolution of the Board at a meeting of the Board, provided the Director has been given notice of and the opportunity to be heard at such meeting.

14. Vote of no confidence - A Director may be removed by a vote of no confidence at an Annual Meeting or Special Meeting, provided the decision is confirmed by majority vote. If the Director is

removed and holds a position as an Officer and member, the Director will only be removed from his or her position as an Officer.

Filling a Vacancy on the Board

14. Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy until the next Meeting of Members.

Meetings of the Board of Directors

15. Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.

16. Notice – Notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

17. Number of Meetings – The Board will hold at least four (4) meetings per fiscal year. One to be conducted each ¼ as agreed at the AGM

18. Quorum – At any meeting of the Board, quorum will consist of a majority of Directors holding office.

19. Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President may cast a second deciding vote.

20. Absentee Voting – There will be no absentee or proxy voting by Directors.

21. Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board or the President.

22. Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

24. Meetings by Other Electronic Means – The Directors may meet by other electronic means that permit each Director to communicate adequately with each other provided that:

- a. The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
- b. Each Director has access to the specific means of communications to be used; and
- c. Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- d. Decisions or proposals made or requested by electronic means has a 48 hour decision window. If all directors have not answered in this time, the decision will be made of the majority of directors who have voted.

25. Meetings by Telephone – Any Director who is unable to attend a meeting may participate in the

meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

26. Powers – Except as otherwise provided in the Act or these Statutes, the Board has the powers of the Organisation and may delegate any of its powers, duties and functions.

27. Empowered – The Board is empowered to:

- a. Make policies and procedures and manage the affairs of the Organisation in accordance with the Act and these Statutes;
- b. Make policies and procedures relating to the discipline of Members and Registrants, and have the authority to discipline Members and Registrants in accordance with such policies and procedures.
- c. Make policies and procedures relating to the management of disputes within the Organisation and deal with disputes in accordance with such policies and procedures;
- d. Employ or engage under contract such persons as it deems necessary to carry out the work of the Organisation;
- e. Determine registration procedures and membership fees, dues, assessments, charges, and other registration requirements;
- f. Borrow money in grants and funding opportunities only if confirmed by majority vote; and
- g. Perform any other duties from time to time as may be in the best interests of the Organisation.

ARTICLE V: OFFICERS

1. Composition – The Officers will be comprised of the President, Vice President, Secretary, and Treasurer. The board will table a recommendation to fill officer positions that require ratification by a vote of the Members.

2. Term – With the exception of the 2019 – 2020 operational year, officers will serve terms of two (2) years and will hold office until their successors have been duly appointed in accordance with these Statutes, unless they resign, are removed from or vacate their office.

3. Duties – The duties of Officers are as follows:

- a. The President will be responsible for the general supervision of the affairs and operations of the Organisation, will preside at the Annual and Special Meetings of the Organisation and at meetings of the Board, and will perform such other duties as may from time to time be established by the Board;
- b. The Vice President will act as liaison between the Board and all committees, will ensure that committees are working within their respective terms of reference, will preside at meetings of the Board when the President is absent, and will perform such other duties as may from time to time be established by the Board;
- c. The Secretary will be responsible for the documentation of all amendments to the Organisation's Statutes, will ensure that all official documents and records of the Organisation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice

to all Members of the meeting of the Members of the Organisation, and will perform such other duties as may from time to time be established by the Board; and

- d. The Treasurer will, subject to the powers and duties of the Board, ensure proper accounting records are kept as required by the Act, will cause to be deposited all monies received by the Organisation in the Organisation's bank account, will supervise the management and the disbursement of funds of the Organisation, when required will provide the Board with an account of financial transactions and the financial position of the Organisation, will be responsible for the preparation of annual budgets, and will perform such other duties as may from time to time be established by the Board.
- e. The official spokesperson of the board can be held by any officer as deemed necessary by majority vote in each situation.

4. Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff of the Organisation.

5. Removal – An Officer may be suspended by an Ordinary Resolution of the Board. Termination of an Officer requires a majority vote of the Membership, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated. Any officer may be removed by a majority vote of the Membership whenever in its judgement the best interests of SCW would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.

6. Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

ARTICLE VI: COMMITTEES

1. **Appointment of Committees** – The Board by resolution adopted by a majority of the Directors may appoint such Committees as it deems necessary for managing the affairs of the Organisation and may appoint members of Committees or provide for the election of members of Committees, may prescribe the duties of Committees, and may delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Statutes. Committees shall at all times remain subject to the control and supervision of the Board and the Membership.
2. **Quorum** – A quorum for any Committee will be a majority of its voting members.
3. **Terms of Reference** – In no event shall any committee have or exercise the authority of the Board or Members. The Board will establish the terms of reference and operating procedures for all Committees.
4. **Vacancy** – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
5. **President Ex-officio** – The President will be an ex-officio (non-voting) member of all Committees of the Organisation.
6. **Removal** – The Board or Members with a majority vote may remove any member of any Committee.
7. **Debts** – No Committee will have the authority to incur debts in the name of the Organisation.

ARTICLE VII: Conflict of Interest

1. **Conflict of Interest** – In accordance with the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Organisation will comply with the Act and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE VIII: FINANCE AND MANAGEMENT

1. **Fiscal Year** – The fiscal year of the Organisation will be January 1st to December 31st, or such other period as the Board may from time to time determine.
2. **Bank** – The banking business of the Organisation will be conducted at such financial institution as the Board may designate.
3. **Books and Records** – The necessary books and records of the Organisation required by these Statutes or by applicable law will be necessarily and properly kept. Minutes of meetings of the Board and records of the Organisation may be available to the Members of the Organisation but will be available to the Directors, each of whom will receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Organisation in accordance with the Act.
4. **Signing Authority** – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Organisation will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
5. **Financial Decisions** – No member of the board of directors can make financial decisions on behalf of the national board. Any financial decisions must be made by majority vote.

ARTICLE IX: AMENDMENT OF STATUTES

1. **Special Resolution** – A Special Resolution is required to approve and amend the Statutes which requires not less than two-thirds (2/3) of the votes cast by the Members.
2. **Notice in Writing** – Notice of proposed amendments to these Statutes will be provided to Members at least thirty (30) days prior to the date of the meeting of the Members at which it is to be considered.

ARTICLE X: FUNDAMENTAL CHANGES

1. **Fundamental Changes** – In accordance with the sections of the Act applicable to Fundamental Changes, a Special Resolution with no less than a two-thirds (2/3) vote of the Members is

required in order to make the following Fundamental Changes to the Statutes or Articles of the Organisation:

- a. Change the Organisation's name;
- b. Change the province in which the Organisation's Registered Office is situated;
- c. Add, change, or remove any restriction on the activities that the Organisation may carry on;
- d. Create a new class or group of Members;
- e. Change a condition required for being a Member;
- f. Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g. Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h. Add, change, or remove a provision respecting the transfer of a membership;
- i. Subject to the Act, increase or decrease the number of, or the minimum or maximum number of, Directors;
- j. Change the statement of the purpose of the Organisation;
- k. Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Organisation;
- l. Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m. Change the method of voting by Members not in attendance at a meeting of Members; or
- n. Add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE XI: NOTICE

1. **Written Notice** – In these Statutes, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Organisation, Director, Member, or individual as the case may be.
2. **Date of Notice** – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
3. **Error in Notice** – The accidental omission to give notice of a meeting of the Board or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XII: DISSOLUTION

1. **Dissolution** – Upon the dissolution of the Organisation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Wales/United Kingdom organisation as determined by the Board.

ARTICLE XIII: INDEMNIFICATION

1. Will Indemnify – The Organisation will indemnify and hold harmless out of the funds of the Organisation each Director and Officer, their heirs, executors, and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
2. Will Not Indemnify – The Organisation will not indemnify a Director or Officer or any other person for illegal acts, acts of fraud, dishonesty, or bad faith.
3. Insurance – The Organisation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board. This should be directly linked to SCW membership.

ARTICLE XIV: ADOPTION OF THESE STATUTES

1. **Ratification** – These Statutes were ratified by the Members of the Organisation entitled to vote at a meeting of Members duly called and held on 19/01/2019.
2. **Repeal of Prior Statutes** – In ratifying these Statutes, the Members of the Organisation repeal all prior Statutes of the Organisation provided that such repeal does not impair the validity of any action done pursuant to the repealed Statutes.

The undersigned, as Secretary of SCW, does hereby certify that the foregoing are the Statutes of SCW as approved and adopted by majority vote of the SCW Members at the SCW Annual Meeting, effective on the 18th day of January, 2020.

Signature

_____ Name V Jenkins , SCW Secretary