

Governance Handbook

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BACKGROUND

Welsh Gymnastics Limited (WG) was incorporated by guarantee on the 1st April 2004. It was previously known as the Welsh Amateur Gymnastics Association which was founded in 1902. WG is recognised by Sport Wales, the Commonwealth Games Council & British Gymnastics as the National Governing Body for gymnastics in Wales. There are over 7000 registered gymnasts at 85 registered clubs in Wales. Gymnastics is also ranked second in terms of the most popular school sports lesson. Gymnastics covers eight separate disciplines: the Commonwealth Games disciplines of Women's Artistic, Men's Artistic & Rhythmic gymnastics and five other competitive disciplines; Acrobatic Gymnastics, Trampoline Gymnastics, Aerobic Gymnastics, Tumbling & General Gymnastics.

WG operates through eight technical committees and four area committees to give an even geographical spread and equal opportunity for developing gymnasts in Wales. The eight chairs of the technical committees come together to form the Joint Technical Committee, a forum which provides consistency across the disciplines. The Technical Director provides leadership and direction to this group. Similarly, the four area chairs come together to form the Membership Directorate. This group represents the views of the clubs and members of the organisation and is led by the Membership Director of Welsh Gymnastics.

We engage very closely with British Gymnastics and as such fully align our membership offer, fully adhere to all BG policy & procedures and drive our ambitions to be the best governed sport in Wales and Great Britain.

INTRODUCTION

"Governance is the systems and processes concerned with ensuring the overall direction, effectiveness, supervision and accountability of our organisation."

Welsh Gymnastics does not operate in a vacuum. It is part of the changing UK, European & global socio-economic environment and as such, is subject to the pressure to change that all organisations face. Welsh Gymnastics is confronting increasingly complicated external environments and to survive, we require competent structures, people and policies to provide us with the ability and flexibility to adapt to the ever-changing world.

The purpose of this Handbook is to set out the principles, processes and procedures by which Welsh Gymnastics governs the sport of gymnastics in Wales. The structures and processes are designed and operated in accordance with the following positive principles and standards:

- Accountability of our decision-makers, the Board, to our stakeholders (members, funders etc)
 - Participation so that all stakeholders are represented when decisions are taken
 - Responsiveness of Welsh Gymnastics to our stakeholders
 - Transparency about the information on which decisions have been based, the decisions themselves, and the way those decisions are implemented
- Good governance is essential to our success as an organisation as it:
- Enables us to make the most effective use of our resources
 - Ensures that we fully consider the interests of our stakeholders
 - Helps to build and maintain the confidence of key stakeholders and the public

VISION and VALUES

The ongoing growth of Welsh Gymnastics has been made possible through the continued reinforcement of a set of core values which underpin the day-to-day operation of the organisation; these values are: trust, openness, fairness, respect & commitment.

Having maintained the velocity of change over the past 2 years, WG has been able to convert the support of the funding agencies into tangible benefits for the sport of gymnastics.

Our Vision for Gymnastics is : Gymnastics: Where sport begins



Our forthcoming chapter is where the membership, staff and board wish to take the organisation to a new level. New avenues need to be explored and a new focus to innovate and invigorate the sport has begun with the new revision of the strategy.

The revised Strategic plan (2011-2020) three Key Focus Areas of Welsh Gymnastics. These areas are delivered through the staff and volunteers and their delivery is monitored during the annual review with Sport Wales.

The British Gymnastics mission statement is equally relevant for Wales.

“To provide the opportunity for every individual with an interest in or talent for gymnastics to be able to realise their full potential within the whole sport of Gymnastics from novice to Olympian, while supporting and nurturing members, professional staff and volunteers in the provision of high quality services that meet stakeholder expectations, and constantly strive to improve against specified performance indicators.”

- Putting our members first.
- Investing in and maximising the potential of our members, staff and volunteers.
- Applying the principles of equity and non-discrimination.
- Recognising and discharging the Duty of Care.
- Health, Safety & Welfare.
- Continuous improvement.
- Embracing best value.
- Challenging current thinking.
- Breaking-down barriers.
- Embracing the principles of a drug-free sport.
- Compliance with the principles of Long Term Athlete Development (LTAD).

THE GOVERNING BOARD

The Board of Directors is Welsh Gymnastics' key decision-making body. In addition to making decisions, the Board also provides leadership, takes account of the stakeholders' interests and is accountable both for its own decisions and the actions of Welsh Gymnastics as a whole.

Functions of the Board

The functions of the Board are:

LEADERSHIP: setting our strategic aims
developing our long term plans
providing the leadership to put them into effect

DECISION-MAKING: recruiting, supervising, monitoring and evaluating senior management
trusteeship of our financial resources ensuring that risk is managed appropriately

REPRESENTATION: representing and considering the interests of our stakeholders representing Welsh Gymnastics to our stakeholders

ACCOUNTABILITY: monitoring and evaluating Welsh Gymnastics' performance reporting on performance to members and other stakeholders assuming responsibility (both moral and legal) for the actions Welsh Gymnastics

The Board's functions are strategic: setting goals, monitoring and evaluating progress towards achieving those goals, and being accountable for the final outcomes. Day to day management of Welsh Gymnastics is not the Board's function and authority for achieving the goals is delegated to the Chief Executive and the professional staff.

Characteristics of an effective Board

Welsh Gymnastics has achieved the following minimum standards, as recommended by IOD that suggest good governance:

- The Board structure must have a minimum of five directors and maximum of ten including a Chairperson.
- The number of directors on a board should reflect the size and level of activity of the organisation.
- In addition to the 5-10 board directors, the Board should seek to appoint up to a further 1 x Non-Executive Directors from outside the sport who bring particular, specialist skills required by Welsh Gymnastics.

Board members must not simply represent members but they must have the necessary skills to carry out their governance role. These skills might include financial, technical, development, legal, educational, communications, compliance IT, commercial or other skills which reflect the requirements of Welsh Gymnastics and/or the sport.

- Board members should aim to reflect wherever possible the diversity of the population and the geographical and technical diversity of the sport.
- Board members should be appointed for a specific term and reappointment should not be automatic, so as to encourage board renewal while retaining corporate memory. In addition, board appointments should be staggered so that not all reappointments coincide.
- Board Directors should receive a minimum level of training to a recognised standard and by an accredited authority within six months of their appointment to the board.
- Accountability for equal opportunities is established at Board level with an equality strategy developed across the organisation.
- There should be a plan for rolling succession of Board members.

- It is essential that Board members regularly attend meetings and provide support for the decision-making process. As such, Board members who miss three consecutive Board meetings should be asked to consider their position on the Board very carefully unless there are exceptional or extenuating circumstances.
- Sub-committees should be formed to carry out specific tasks or requirements of the board and should submit reports at Board meetings.

Evaluating the Board's performance

In Welsh Gymnastics we believe that evaluating the performance of the Board demonstrates to staff and stakeholders that we are committed to maintaining high standards in every area of activity. Evaluation consists of:

- Board members undertaking an annual paper-based self-evaluation survey
- An impartial individual from a similar sized other organisation carries out a more formal evaluation and feeds back to Welsh Gymnastics for discussion
- Bringing in an external consultant

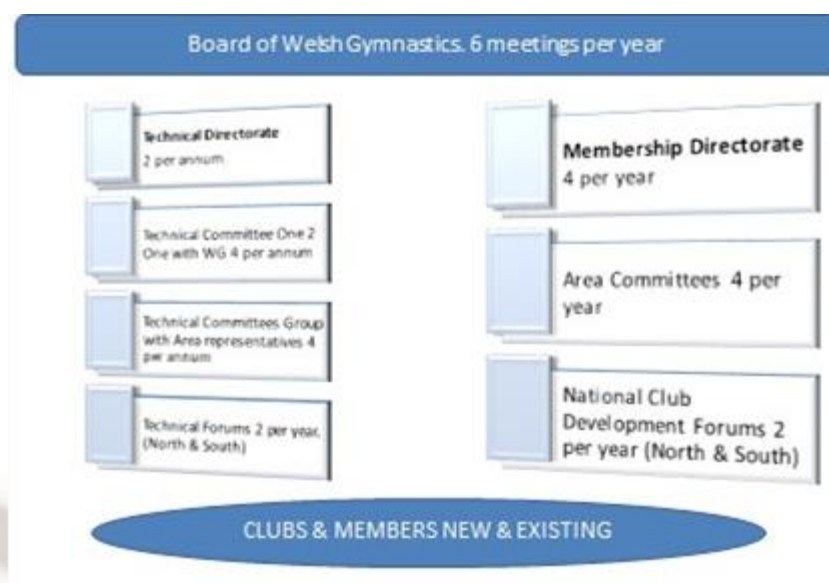
Board Directorates

The Board has delegated authority for the day to day management of a number of key functions to the following directorates and working parties:

- Joint Technical Committee
- Membership Directorate Working parties:
- Discipline Technical Committees
- Area committees
- Compliance committee.

The terms of reference for each directorate and working party are attached as appendices and provide a practical framework to ensure the committees focus only on issues in its remit and to provide a clear line of accountability within Welsh Gymnastics' decision making process.

Communication between the sub-committees is achieved through the relevant responsibilities of the committee Chairs. The diagram below shows how an issue or query can be raised by any stakeholder within Welsh Gymnastics and how that issue will be forwarded up the chain, ultimately to the Board of Directors, if the contacted working parties or directorates cannot resolve the issue.



Board Director

As a Director, the role is to act as a custodian of the sport on behalf of the members and participants; both current and future.

What are my legal responsibilities?

When you are elected or appointed to the Board, you become responsible with the other members of the Board for the decisions and activities of the sport's governing body. You have a duty to promote the best interests of the sport and to ensure that it operates within its objects and powers at all times.

Many of the duties imposed under the law arise because the director acts as a fiduciary for the shareholders (or in the case of sport, members). A fiduciary is someone who exercises powers or holds money or assets on behalf of others. The purpose of the law is to provide protection for those on whose behalf fiduciaries act. There is no expectation of perfection or infallibility - or that the law requires is for the director to have a proper understanding of their role and to act competently and honestly within that role.

The Institute of Directors defines the responsibilities of a Director as follows:

1. Act in good faith in acting in what you consider to be in the best interests of the company as a whole & those you represent
 - o Linked to this is the duty to exercise powers for their proper purpose, and not for ulterior motives - thus the importance of declaring potential conflicts of interest etc.
 - Act with due care, diligence and skill in carrying out the purpose of the organisation
 - o i.e. you take care to be informed, you act diligently in your contributions, and you use appropriate skill in making decisions. (expanded on below)
 - Act within your powers - as set out by your articles of the company
 - Take ultimate responsibility for the finances of the organisation - ensuring resources are used to best effect, that the organisation remains solvent and publishes accurate accounts etc.
 - Ensure that the organisation complies with all relevant legislation. This is a broad responsibility as the relevant legislation may extend to: employment, health and safety, premises, sports stadia, child protection, financial regulations, company law, and many other areas.

As we've already said much of the directors' legal responsibilities can be summed up in the phrase „to act with due care, diligence and skill.

In practice, due care and diligence means:

- Being fully aware of your roles and responsibilities
- Participating actively in the business of the board
- o i.e. Attending a reasonable number of meetings, giving appropriate attention to the affairs of the company, reading board communications

- Satisfying yourself that you have full confidence in the advisors (& advice) to the board; questioning/challenging where appropriate

- o E.g. A director cannot excuse themselves of financial responsibility if they feel unable to understand the implications of what they're being told - it is their role to seek clarity

- Being rigorous in holding staff to account for their actions in key areas (particularly where there are legal responsibilities) - you are responsible by implication of being their employer

Skill refers to your responsibility to make full use of the skills, knowledge and experience you bring with you to the table in service of the organisation.

Staying informed

All Board members must take steps to ensure that they have all the information necessary to take decisions about the sport. In practical terms, you should set time aside to read and reflect on Board papers and briefing notes before each meeting, meet with senior staff on a regular basis, read publications and websites about the sport, and attend a reasonable number of events, competitions and functions where you will meet players and supporters.

Because you are responsible, you must ask questions about issues which you don't fully understand in order to be satisfied that you have a sound grasp of the implications before reaching a decision. Unless the matter is one which requires specialist technical knowledge, a Board member is not absolved from responsibility if you abstain merely because you don't understand the issue.

Collective responsibility

Your Board is a collective decision-making body. This means that as a Board member you are bound by a decision and must support it, even when you voted against it. If you fundamentally disagree with a decision, you can remove yourself from responsibility for it by resigning from the Board, but you should seek to convince the other Board members of your views first. Unless specific powers have been delegated to you by the Board, you do not have the authority to act independently.

Conflicts of interest

As a Board member, the interests of the sport come before your own interests. In particular, you should take care to avoid any conflict of interest such as: selecting yourself for a national team, procuring work for your own business, or charging for hospitality at your own hotel. Where there is any risk of such conflict, you should declare this to the other Board members at the earliest opportunity.

An ambassador for your sport

Finally, whilst these duties may sometimes seem onerous, you should also remember that as a Board member, you are an ambassador for your sport. This can be a most enjoyable role. You are there to protect and advance the sport, to enjoy the company of other players, and to share in the successes of your athletes and clubs. The Board member as 'ambassador' is both a duty and an honor.

Duties and responsibilities of individual board members

Board members have a duty to:

- Act within the powers set out in Welsh Gymnastics Memorandum & Articles of Association

- Ensure that Welsh Gymnastics complies with all its statutory requirements
- Act in the interests of Welsh Gymnastics as a whole and not simply in the interests of any of its constituencies be that a geographical region or a subset of the membership
- Carry out their responsibilities with due care, diligence and skill
- Ensure that Welsh Gymnastics does not carry on its business while insolvent

Financial Reporting

Welsh Gymnastics is a company limited by guarantee. In order to comply with legislation, annual returns need to be filed with Companies House within ten months of the financial year end, that is by 31st January.

Audit

In line with the Companies Act 1985, Welsh Gymnastics is required to have its accounts audited and will appoint Auditors at the annual general meeting each year.

Financial Regulations

These are contained in a separate document.

THE ROLE OF THE BOARD OF DIRECTORS

The Board is collectively responsible for:

- Determining the aims (vision, mission) of Welsh Gymnastics and agreeing the strategy, plans, policies and the investment required to achieve those aims
- Ensuring that the aims are clearly articulated and that everyone understands and supports them.
- Guarding and serving the interests (financial and otherwise) of the membership and other stakeholders, including responsibilities to funding partners, staff, suppliers and the community at large.
- Monitoring the progress of Welsh Gymnastics in implementing the strategy, plans and policies and monitoring progress against financial plans and budgets.
- Safeguarding the assets of Welsh Gymnastics.

- Ensuring Welsh Gymnastics has appropriate leadership and vision.
- Monitoring the performance of Welsh Gymnastics' management team and ensuring that management is of the right calibre.
- Ensuring Welsh Gymnastics is run with integrity; complies with all legal and regulatory requirements and statements of best practice; and conducts its business in accordance with high ethical standards.

To perform this role, Directors require the following skills and attributes:

- Strategic perception and strategic leadership including the ability to establish strategies and guide their implementation.
- Decision-making skills. The relevant knowledge and experience of Welsh Gymnastics to be able to make informed decisions on a variety of matters.
- The ability to discuss and debate and a willingness and ability to challenge ideas and probe decisions constructively where appropriate.
- Strong inter-personal skills and the ability to form good working relationships within and outside the Board.
- A clear understanding of the role of the Board and its relationship with Welsh Gymnastics' management team.
- Board members must be prepared to attend five Board meetings per annum on dates to be agreed in advance and to be available for induction and training days as agreed by the Board itself (these may be either week days or weekends). Board members should be contactable during office hours and the preferred mode for communicating documentation is via e-mail.

THE ROLE OF THE CHAIRPERSON

The Chairperson is responsible for leading the Board and for ensuring that it successfully discharges its overall responsibility for the organisation as a whole. The Chairperson is elected for a four-year term at the Annual General Meeting.

The Chairperson's role is to:

- Be the lead figurehead and ambassador for our Sport.
- Chair meetings of the Board of Directors
- Provide leadership to the Board and to ensure that all meetings are run competently
- Enable all Board members to make a full contribution to the Board's affairs and ensure that the Board acts as a team.
- Ensure that key and appropriate issues are discussed by the Board in a timely manner and that appropriate decisions are made.
- Ensure that discussion and decision-making is democratic and everyone is able to participate fully in meetings.
- Hold the casting vote in the event of a split decision.
- Ensure that the Board has adequate support and is provided efficiently with all necessary data on which to base informed decisions.



- Ensure that the Board and Welsh Gymnastics aspire to best-practice in all areas of corporate governance.
- Line manages the work of the Chief Executive.
- Represent the Board at Welsh and international gymnastic events.
- Attend events on behalf of Welsh Gymnastics.
- Preside over general meetings of Welsh Gymnastics and attend meetings of national committees and sub-committees where appropriate or necessary, without the power to vote.

In order to carry out this role, the elected Chairperson will need the following skills and qualities (in addition to those required of all Directors):

- Team leadership skills
 - Strategic management skills
 - Excellent facilitation skills
 - Excellent inter-personal skills including the ability to build and maintain good working relationships both within and outside Welsh Gymnastics.
 - Excellent communication & presentation skills (speaking, writing, listening)
- Role of the Chief Executive Officer

The role of the Chief Executive Officer is to:

- Work with the Board to formulate strategy and oversee its implementation
- Ensure continued financial growth and sustainability of Welsh Gymnastics.
- Work with the Board to ensure Welsh Gymnastics meets all its targets and objectives
- Lead and manage the organisation by providing leadership to the management team and staff of Welsh Gymnastics and ensuring the effective operation of the governing body
- Be responsible to the Board. For all operational matters eg for the overall financial health of Welsh Gymnastics
- Promote Welsh Gymnastics proactively & professionally.

Role of Financial Director

The Financial Director is elected bi-annually at the Annual General Meeting and is responsible for overseeing and monitoring the financial resources required to support the Business Plan of Welsh Gymnastics.

The role of the Financial Director is to:

- Advise the Board on financial matters, both positive and negative

- Advise the Board on investment matters
 - Oversee the production of financial plans, annual accounts and management accounts
 - Be a counter signatory to any major banking transaction
 - Undertake the role of internal auditor
 - Prepare and present the Financial Director's Report for the Annual General Meeting and for Board meetings
 - Guide the Board of Directors in the appointment of auditors
 - Guide the Board of Directors in the budget planning and approval process
 - Attend meetings of National Committees and Sub Committees, where appropriate or necessary, without power to vote
In order to carry out this role, the elected Financial Director will need the following skills and qualities (in addition to those required of all Directors).
 - A background and in-depth knowledge and experience of accounting, finance and financial services
 - Experience of guiding and supporting others in matters financial
 - Experience of investment and investment policy
- Specific Director Roles & Responsibilities

Technical Director

The person who takes responsibility for this key area of the plan is likely to have skills, knowledge and experience in the most of the following areas:

- Contributing to the set up and maintenance of Technical Committees for 8 gymnastics disciplines:
The Men's Artistic Technical Committee; the Women's Artistic Technical Committee; the Acrobatic Gymnastics Technical Committee; the Rhythmic Gymnastics Technical Committee; the GPD, the Aerobic Gymnastics Technical Committee, the Trampoline Gymnastics Technical Committee and the Tumbling Technical Committee
- Welsh Schools' Gymnastics Association
- Chairing the Joint Technical Committee and the technical directorate.
The joint technical committee would comprise the Technical Committee Chairs, or their appointed deputies, at the approval of the technical sub-committees
- Defining the roles and responsibilities of the technical committees and their elected or co-opted members
- Representing the technical committees' view on the Board
- Facilitating two-way communication on technical matters

Membership Director

The person who takes responsibility for this key area will be responsible for ensuring that the views of the membership of Welsh Gymnastics are taken forward within the new governance structure. This is a vital role in maintaining the relationship between the membership and the executive board. The role will include:

- Managing the relationship between the area associations and Welsh Gymnastics
- Chairing the membership directorate comprising of the Area Chairs from each of the areas of Welsh Gymnastics
- Representing the membership directorates view on the Board
- Facilitating two-way communication on membership matters
- Shaping policy relating to membership

Corporate and Legal & Policy

The person who takes responsibility for this key area of the plan is likely to have skills, knowledge and experience in the most of the following areas:

Contributing to the set up and maintenance of:

- Organisational infrastructure
- Modern administration and communication systems
- Corporate governance standards expected of a public service organisation
- Standards to comply with the legal responsibilities of WG.

Development Director

The person who takes responsibility for this key area of the plan is likely to have skills, knowledge and experience in the most of the following areas:

- Club development and club membership programmes
- The role of unitary authorities in the development of gymnastics
- Contribution to a facility strategy
- Funding streams from public and commercial sectors to support the development of gymnastics at a local, regional and national
- The gymnastics development pathway from pre-school & club to regional levels

The person who takes responsibility for this key area of the plan is likely to have skills, knowledge and experience in the most of the following areas:

- Will report and advise the Board on all issues relating to the education sector including Welsh Gymnastics Education Development, PE in School and School Club links and Welsh & British Schools Gymnastics Association
- Chair Education Panel meetings when established
- Take a lead role in any relevant Steering Groups
- Report on the implications of Coach & Judge Education development and issues relevant to Curriculum Education
- Prepare Agendas for meetings for Educational groups
- Oversee the development of resources which support coaching and mentoring with regard to Long Term Athlete Development and Fundamentals in schools
- Develop a close working relationship with the home country development team with regard to Teachers' Awards and other relevant areas
- Develop a close working relationship and liaison with Welsh & British Schools Gymnastics Association

Role of Compliance Director

To advice and guide the board on matters relating to:

- Safeguarding
- Health & Safety
- Equity
- Anti-Doping



Code of conduct for Board members

Board members occupy positions of public trust and as such need not only to do the right thing and act in the right way but also to be seen doing so. Welsh Gymnastics has adopted the following principles (as established by the Committee on Standards in Public Life) as a model for its Board members' conduct:

Selflessness: Board members will take decisions solely in terms of Welsh Gymnastics as a whole. They will not do so in order to gain financial or other material benefit for themselves, their families or their friends.

Integrity: Board members will not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties.

Objectivity: in carrying on Welsh Gymnastics' business (including making appointments, awarding contracts or recommending individuals for rewards or benefits), Board members will make choices on merit.

Accountability: Board members are accountable to the public and Welsh Gymnastics' stakeholders for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office.

Openness: Board members will be as open as possible about all the decisions and actions that they take. They will give reasons for their decisions and restrict information only when the circumstances merit it.

Honesty: Board members have a duty to declare any private interests relevant to their role and to take steps to resolve any conflicts arising from those interests in a way that protects Welsh Gymnastics' interests.

Leadership: Board members will promote and support these principles by leadership and example.

Conflicts of interest

Welsh Gymnastics seeks to uphold the highest standards of governance in relation to the resources made available by its members, sponsors and the Sport Wales. It is important to avoid conflicts arising between the interests of the governing body and the interests of its staff and members.

We therefore maintain a register of interests for all staff and Board members which is updated annually. Anyone becoming aware of a potential conflict of interest should immediately inform the Chair or the Chief Executive.

The Sport's Governing Body requires that employees conduct their affairs with the highest standard of integrity in order to protect the interests of The Sport's Governing Body and themselves. Employees should therefore not place themselves in any position, which may lead to their interests conflicting with those of the Sport's Governing Body.

A conflict of interest exists when an employee's loyalties are divided between The Sports Governing Body's interests and the employee's interests, those of the employee's family or those of a customer or supplier.

It is the responsibility of the employee to advise the CEO if they suspect a conflict of interest may occur. Failure to do so may result disciplinary action.

Declaration

All employees should sign the Declaration of Interests form to ensure that all employees agree a consistent message.



Appendix A



MEMBERSHIP DIRECTORATE [MD] TERMS OF REFERENCE

A. Constituents and Terms of Reference

1. This group is a Directorate of the Board of Directors and will be composed of:

1.1 the Chair, who will be the Director [Membership]

1.2 the Chair of the following associations who is appointed by the Welsh Gymnastics board:

North Wales Area Association, South Wales Area Association, East Wales Area Association, West Wales Area Association & Welsh Schools Association.

1.3 the Chair of Welsh Gymnastics (optional)

1.4 the following professional staff (mandatory) Chief Executive Officer

Head of Development

Minuting secretary

[other professional staff may be requested to be present]

1.5 those in 1.1, 1.2 and 1.3 above have a vote. The Chair also has a casting vote.

1.6 a quorum will normally be 50% + 1 of those in 1.1, 1.2 and 1.3 above.

1.7 Areas are fully aligned with Sport Wales area structure:

1.7.1 South Central - Vale of Glamorgan, RCT, Merthyr Tydfil, Caerphilly, Bridgend

1.7.2 West - Ceredigion, Carmarthenshire, Swansea, Neath & Port Talbot, Powys, Pembrokeshire

1.7.3 South East - Torfaen, Monmouthshire, Newport, Cardiff, Blaenau Gwent,

1.7.4 North - Wrexham, Denbighshire, Gwynedd, Conwy, Flintshire,
Isle of Anglesey

2. The MD members will:

2.1 provide input on all matters relating to the membership of Welsh Gymnastics, including:

2.1.1 Rules of affiliation

2.1.2 Affiliation fees

2.1.3 Ethical matters that have a club or area remit

2.1.4 Health Safety and Welfare that have a club or area remit

2.1.5 Area Association Finance

2.1.6 Club Development

- 2.1.7 Area Competitions and Events
- 2.1.8 Coach development

2.1.9 Area Awards and Rewards to gymnasts, coaches and judges

- 2.2 represent the views of the individual members and those of the clubs affiliated to the area associations.
- 2.3 disseminate information and relay items for discussion back to the clubs affiliated to the area associations.
- 2.4 consider all other issues that are relevant to the function of the MD.
- 2.5 produce minutes for the Board and these minutes will be circulated as designated by the Board.
- 2.6 report to the Board through the Director [Membership].
- 2.7 normally meet four times a year.

B. Knowledge Needs of All MD Members

1. It is the personal responsibility of MD members to be familiar with the policies of their own area associations and those of Welsh Gymnastics. The following list is a sample that MD members should be familiar with:

1.1 WG Memorandum and Articles of Association

1.2 WG Governance Handbook

1.3 WG Business Plan

1.4 WG Development targets

1.5 BG Safeguarding policy & available courses

1.6 BG Health, Safety and Welfare policy

C. Code of Ethics

1. The code includes the following:

1.1 Respect, support and loyalty to WG and to MD colleagues will be expected

1.2 MD members should have the development of WG and their areas at heart

1.3 MD members should carry out their MD responsibilities between meetings

1.4 Any conflict of interest in decision-making must be declared

D. General Responsibilities

1. MD member's responsibilities include:

- 1.1 Attend all MD meetings, using deputy if necessary.
- 1.2 Respond to all forms of communication and action points set against them by the MD within the agreed time frame.
- 1.3 Communicate with area committees and area clubs

Appendix B

JOINT TECHNICAL DIRECTORATE [JTD]

TERMS OF REFERENCE

A. Constituents and Terms of Reference

1. This group will be a directorate of the Board of Directors and will be composed of:
 - 1.1 the Chair, who will be the Director [Technical]
 - 1.2 the Chair of the following technical committees who will be appointed by WG board:
Aerobics, Acrobatics, GPD, Men's, Rhythmic, Trampolining, Women's, Tumbling & Welsh Schools
 - 1.3 the Chair of Welsh Gymnastics (optional)
 - 1.4 the following professional staff (mandatory):
 - Chief Executive Officer
 - Head of Performance & Excellence
 - Minuting secretary[other professional staff may be requested to be present]
 - 1.5 those in 1.1 and 1.2 above have a vote. The Chair also has a casting vote.
 - 1.6 a quorum will normally be 50% + 1 of those in 1.1 and 1.2 above.
2. The JTD members will:
 - 2.1 decide on all technical matters relating to Welsh Gymnastics and will include:
 - 2.1.1 Coach & Judge education matters
 - 2.1.2 Ethical matters that have a technical remit
 - 2.1.3 Health Safety and Welfare that have a technical remit
 - 2.1.4 Finance
 - 2.1.5 Performance & Excellence department update

- 2.1.6 Competitions and Events
- 2.1.7 Awards and Rewards to gymnasts, coaches and judges
- 2.1.8 Heads of Delegation selection and training
- 2.1.9 Gymnasts Committee election and representation
- 2.2 represent the views of the individual members and those of the technical committees.
- 2.3 disseminate information and relay items for discussion back to their technical committees.
- 2.4 consider all other issues that are relevant to the function of the JTD.
- 2.5 produce minutes for the Board.
- 2.6 report to the Board through the Director [Technical].
- 2.7 JTD will meet biannually and Technical Committees will meet quarterly.

B. Knowledge Needs of All JTD Members

1. It is the personal responsibility of JTD members to be familiar with the policies of their own discipline and those of Welsh Gymnastics. The following list is a sample that JTD members should be familiar with:

- 1.1 WG Memorandum and Articles of Association
- 1.2 WG Handbook
- 1.3 Discipline FIG/UEG Regulations
- 1.4 FIG Code of Points
- 1.5 WADA Medical and Doping regulations
- 1.6 BG Safeguarding Policy
- 1.7 FIG/UEG Apparatus norms

C. Code of Ethics

1. The code includes the following:

- 1.1 Respect, support and loyalty to WG and to JTD colleagues will be expected



- 1.2 JTD members should have the development of WG and their discipline at heart
- 1.3 JTD members should carry out their JTD responsibilities between meetings

- 1.4 Any conflict of interest in decision-making must be declared

D. General Responsibilities

1. JTD member's responsibilities include:

- 1.1 Attend all JTD meetings, using deputies if necessary.
- 1.2 Respond to all forms of communication and action points set against them by the JTD within the agreed time frame.
- 1.3 Develop, implement and monitor an agreed TC budget.
- 1.4 Prepare annual action plan for the discipline.

Appendix C



ARTICLES OF ASSOCIATION OF WELSH GYMNASTICS LIMITED

Definitions

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -

Words Meanings

The Act The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

These Articles These Articles of Association, and the regulations of the Company from time to time in force.

Gymnastics The sport of gymnastics in all its forms in Wales.



Member A person duly admitted to membership of the Company in accordance with these Articles.

The Company The above named Company.

The Board The Board of Directors for the time being of the Company.

The Chairperson

The Chairperson of the Board of Directors for the time being elected in accordance with article 40.

Month Calendar month.

In writing Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.

Clear days In relation to a period of notice means that period including the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

Meeting Chairperson The Chairperson of a general meeting appointed in accordance with Article 16.

The Directors The directors of the Company.

Any words importing the singular number only shall include the plural number and vice versa: words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations.

Headings are inserted for convenience and do not affect the construction of these Articles.

Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

2. The company is established for the purpose expressed in the Company's Memorandum of Association.

Membership

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. No person (other than the subscribers to the Memorandum of Association) shall be admitted as a member of the Company unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Directors require executed by him.

4. The Directors shall not be entitled to admit to membership of the Company any person unless:

- he is aged 18 years or over;
- he has paid the appropriate annual or life membership, subscription or admission fee determined by the Directors from time to time; and
- the Directors are satisfied that the proposed member supports the objectives of the Company.

5. A member of the Company may withdraw from the Company on giving not less than seven days clear notice to the Company.

6. The Directors may at any time remove from membership of the Company any person upon the Directors being satisfied that he is no longer fit and proper to be a member of the Company. Any member aggrieved by such a decision shall have the right to require the Directors to convene an extraordinary general meeting of the Company which may be addressed at reasonable length and at the discretion of the Meeting Chairperson by the member. Such a meeting shall be held at a time and place fixed by the Directors, acting reasonably, but not later than one year after the date of the expulsion in question. The decision of the Company in



general meeting with respect to the expulsion shall be final and binding on all concerned. This Article shall be without prejudice to the Directors' power to remove honorary members and honorary presidents under Article 8.

7. A person shall cease to be a member of the Company automatically upon falling one month in arrears in paying any membership or subscription or admission fee determined by the Directors from time to time, but shall be eligible for reinstatement as a member upon paying the necessary membership or subscription or admission fee.

8. The Directors may enrol, as an honorary life member or honorary life president of the Company, any person who in the opinion of the Directors has given distinguished service to the sport of Gymnastics. Individuals enrolled as honorary life members or honorary life presidents pursuant to this Article shall not by virtue of such enrolment have any liability to pay subscriptions, levies or other sums due to the Company, but they have the right to receive notice of, attend and vote at general meetings of the

Company. The Directors shall also have the power, at their unfettered discretion, to remove any person enrolled as an honorary life member or honorary life president pursuant to this Article, at any time.

General Meetings

9. The annual general meeting of the Company shall be held each year prior during June or July or at such time and place as the Board shall determine. However, the Company need not hold an annual general meeting if so specified by the board.

10. All general meetings, other than the annual general meeting, shall be called extraordinary general meetings.

11. The Board may whenever it thinks fit convene an extraordinary general Meeting and extraordinary general meetings shall also be convened on such requisition provided by section 368 of the Act.

12. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least 21 days' clear notice and any other general meeting shall be called by at least 14 days' clear notice but a general meeting may be called by shorter notice if it is so agreed:-

(i) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and

(ii) In the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting shall specify the meeting as such. The notice shall be given to all members and to the Directors and if the Company has an auditor at the time the notice is dispatched, to any such auditor. The notice shall also be given to any such other organisation as specified, from time to time, by the Directors.

13. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at, any meeting.

Proceedings at General meetings

14. All business shall be deemed special that is transacted at an extraordinary general meeting, and all that is transacted at an annual general meeting shall also be deemed special, with the exception, unless an appropriate elective resolution is in force, of the consideration of the income and expenditure account and balance sheet and the reports of the Board and, in the event that the Company requires and has appointed an auditor, of the election of members of the Board in place of those retiring, and the appointment of and the fixing of the remuneration of, the auditors.



15. No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members personally present shall be a quorum save that two members personally present shall be a quorum until the number of members is at least 30.

16. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day the next week, at the same time and place, or at such other place as the Board may determine. The Board Chairperson shall preside at every general meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other Director, or if no Director be present, or if all Directors present decline to take the chair, they shall choose some member of the Company who shall be present to preside.

17. The Meeting Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned

meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at any adjourned meeting.

18. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Meeting Chairperson or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Meeting Chairperson that a resolution has been carried, or carried unanimously or by a particular majority or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn with the consent of the Meeting Chairperson.

19. If a poll be demanded in the manner aforesaid, it shall be taken at such a time and place, and in such a manner, as the Meeting Chairperson shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Meeting Chairperson shall be entitled to a casting vote.

21. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

Voting of Members at General Meetings

23. Subject as hereinafter provided, every member shall have one vote.

24. Save as hereinafter provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting

25. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Meeting Chairperson whose decision shall be final and conclusive.

26. Votes may be given either personally or by proxy. A proxy need not be a member.

27. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.

28. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarial certified or office copy thereof shall be deposited at the registered office of the Company not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of execution.

29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or the authority under which the proxy was executed, provided that no notice in

writing of the death, insanity or revocation as aforesaid shall have been received at the registered office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

30. A form of instrument appointing a proxy may be issued with the notice of any general meeting or poll. If no such form of instrument is issued, it shall be in any form which is acceptable to the Board.

31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Board of Directors

32. Until and unless otherwise determined by the Company in general meeting, there shall be a maximum of ten members of the Board and the minimum number of five.

33. The first members of the Board shall be as named in the statement delivered to the Registrar of Companies pursuant to section 10 of the Act.

34. The Board may from time to time and at any time co-opt any person as a Director, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded.

35. The membership of the Board, when complete, shall be as follows:

- A Chairperson, appointed in accordance with Article 40;
- A Financial Director, appointed in accordance with Article 40;
- A technical director, appointed for a period of 3 years in accordance with Article 37;
- An educational director, appointed for a period of 3 years in accordance with Article 37;
- A director representing the membership, appointed for a period of 3 years in accordance with Article 37;
- Development Director appointed for a period of 3 years in accordance with Article 37;
- 3 competency-based directors as determined by skillsets needed by board, appointed for a period of 2 years in accordance with Article 37.



- 1 independent director appointed for 3 years in accordance with article 37.

The CEO will be in attendance of the board as the Executive lead officer. Also in attendance will be Head of Performance & Excellence and Head of development & Coaching.

36. In addition the Directors may invite representatives of other organisations including, without limitation, representatives of the Sport Wales or individuals to join the Board as non-voting advisors.

37. The Directors referred to in Article 35 (other than the Chairperson, the Financial Director and the Company's Chief Executive Officer) shall be appointed from time to time by a selection panel composed of the Chairperson, the Financial Director, the Company's Chief Executive Officer and 2 independent panel members who are not Directors. Any Director appointed by such selection panel shall, on the expiry of his term of office specified in Article 35, be eligible for re-appointment in accordance with the terms of Article 35 and this Article 37.

Powers of the Board of Directors

38. The business of the Company shall be managed by the Board who may pay all such expenses incurred in relation to the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in general meeting, subject nevertheless to these Articles, to the provisions of the Act and to such regulations (being not inconsistent with the Articles or the Act) as may be prescribed by the Company in general meeting; but no regulation made by the Company in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

39. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Board for the purposes of admitting persons to membership of the Company, filling up vacancies in their body, or summoning a general meeting, but not for any other purpose.

The Chairperson and Financial Director

40. The Members shall elect at the annual general meeting a Chairperson and a Financial Director from nominations received in writing. The Chairperson and the Financial Director shall be members of the Board of Directors. The Chairperson shall serve until the annual general meeting next following the fourth anniversary of his election. The Financial Director shall serve until the annual general meeting next following the second anniversary of his / her election.

41. At the conclusion of his term of office as specified in Article 40 a retiring Chairperson or Financial Director will be eligible for re-election.

Disqualification of Directors

42. The office of a Director shall be vacated -

- a) If he becomes bankrupt or makes any arrangement or composition with his creditors generally;
- b) If he becomes of unsound mind;
- c) If by notice in writing to the Company he resigns his office;
- d) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company; and/or
- e) If under the terms of the relevant bye-laws a players' representative's mandate is withdrawn.

Proceedings of the Board

43. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined and subject to Article 39, three or, if greater, one-half of the directors then holding office, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairperson shall have a second or casting vote.

44. The Board shall meet at least six times in each calendar year. The Board will meet within 1 month of the conclusion of an Annual General Meeting.

45. The Board may from time to time vote or take a business decision despite the meeting being inquorate. However any such vote or decision is subject to future ratification by the Board before it is effective.

46. The Chairperson may, and at the request of a Director at any time shall, summon a meeting of the Board by notice served upon the several members of the Board.

47. The Chairperson shall chair all meetings of the Board. Should the Chairperson be absent or unwilling to take the chair then the deputy Chairperson if present shall chair the meeting. Should the deputy Chairperson be absent or unwilling to take the chair the members of the Board present shall choose one of their number to be Chairperson of the meeting.

48. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.

49. The Board may delegate any of their powers to committees consisting of such person or persons as they think fit, and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating meetings and proceeding of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.

50. From within its membership the Board shall establish such permanent Committees as they consider necessary to operate areas of the Company. The Board may invite other participants to serve on these groups as it sees fit.

51. All acts in good faith done by any meeting of the Board or of any committee of the Board or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every person had been duly appointed or had duly continued in office and was qualified to be a Director.

52. The Board shall cause proper records to be kept of all written resolutions (and of the signatures thereto). The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director shall be evidence of the proceedings and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting if purporting to be signed by the Chairperson of such meeting or by the Chairperson of the next succeeding meeting shall be sufficient evidence without any further proof of the facts therein stated.

53. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.



Secretary

54. The Board may appoint and remove a secretary of the Company from time to time, and shall determine the remuneration (if any) to be paid to the secretary.

Accounts

55. The Board shall cause accounting records to be kept in accordance with the requirements of the Act.

56. The accounting records shall be kept at the registered office of the Company, or, subject to the provisions of the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors of the Company.

57. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Company or any of them shall be open to the inspection of members not being officers of the Company and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Board or by the Company in general meeting.

58. The Board shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Board shall send a copy of the annual accounts together with a copy of the Board's report for that financial year and a copy, in the event that the Company has appointed an auditor for that financial year, of any such auditor's report on those accounts to the auditor, if so appointed, and to every person entitled to receive the same in accordance with section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with section 241 of the Act, or, where there is in force an election by elective resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowing for laying and delivering the same.

Notices

59. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address appearing in the register of members.

60. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him shall be entitled to have notices served upon him at such address, but save as aforesaid and as provided in the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

61. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

Rules or Bye Laws

62. The Board may from time to time make such rules or bye laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular without prejudice to the generality of the foregoing it may by such rules or bye laws regulate:

- i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- ii) The conduct of members of the Company in relation to one another, and to the Company's servants;
- iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times for any particular purpose or purposes;
- iv) The procedure at general meetings and meetings of the Board and committees of the Board in so far as such procedure is not regulated by these presents;
- v) The appointment of panels and their procedures covering matters including but not limited to Discipline, Anti-Doping, Appeals against decisions or selection and Child and Vulnerable Adult Protection;
- vi) The procedures for the appointment of Gymnasts' Representatives;
- vii) The conditions upon which area associations and clubs may become affiliated to the Company; and
- viii) Agree to follow UK wide policies produced by British Gymnastics, once approved at a meeting of the Board of Directors. Specific policies include Safeguarding, Ethics & Welfare, Code of Conducts and all policies as determined by UKAD on Anti-doping.
- ix) Generally, all such matters as are commonly the subject matter of Company rules.

63. The Company in general meeting shall have the power to alter or repeal such rules or bye laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of the members of the Company all such rules or bye laws, which so long as they shall be in force shall be binding on all members of the Company provided, nevertheless, that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Article of Association of the Company. In the event that any such rule or bye law is inconsistent then the Memorandum and Articles shall prevail.

Indemnity

64. Every Director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

65. The members of the Board shall have the power to purchase and maintain for any Director, officer or auditor of the Company insurance against personal liability for acts properly undertaken by them or undertaken by them in breach of trust but under an honest mistake.

Winding Up

66. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall apply and have effect as if the provisions thereof were repeated in these Articles.



We, the subscribers to this Memorandum of Association wish to be formed into a company pursuant to this Memorandum.

Dated this day of
Witness to the above signatures:-

THE COMPANIES ACT 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF
WELSH GYMNASTICS LIMITED

1. The Company's name shall be WELSH GYMNASTICS LIMITED (hereinafter called "the NGB" or "the Company").
2. The registered office of the Company shall be situated in Wales.
3. The objectives of the NGB shall be:-
 - (a) to act as the governing body for Gymnastics in all its forms in Wales;
 - (b) to foster encourage and develop Gymnastics in Wales;
 - (c) to do all other things necessary or desirable for the promotion of the interests of Gymnastics;
 - (d) to make and enforce Rules and Regulations and to formulate and issue Codes of Ethics and Conduct for participants in Gymnastics at all levels and to make appropriate regulations to ensure that the carrying into effect of codes of conduct, disciplinary procedures, anti-doping programmes, measures for the proper protection of children and young persons, anti-discriminatory procedures and rules of the NGB are properly observed; and to promote the observance of the said codes procedures programmes measures and rules by its members and others; and
 - (e) to acquire the property assets and undertaking of the unincorporated body known as Welsh Gymnastics and with a view thereto to enter into any agreement or agreements for that purpose.
4. The NGB shall have, without prejudice to the generality of the foregoing, power to do all such lawful things as will further the foregoing objectives and in particular:-
 - (a) to obtain collect and receive money and funds by way of contributions subscriptions fees donations legacies awards grants covenants or by organising functions or events or by any other lawful methods and to accept and receive gifts of property of any description;

- (b) to decide all doubtful or disputed points arising within Wales in connection with Gymnastics;
- (c) to make vary alter maintain and enforce rules and regulations for the control and governance of Gymnastics in Wales;
- (d) to promote the teaching of Gymnastics and to encourage those recognised as coaches teachers judges and officials;
- (e) to co-operate with schools education authorities universities colleges and others in the promotion and development of Gymnastics and of appropriate courses for participants coaches teachers judges and officials;
- (f) to purchase lease or by any other means acquire interests on or take options over any property whatever and any rights or privileges of any kind over or in respect of any property;
- (g) to improve manage construct repair develop exchange let on lease or otherwise mortgage charge sell dispose of turn to account grant licenses options rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the NGB;
- (h) to apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licenses, secret processes, trade marks, designs, protections, concessions and generally intellectual property or rights and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the NGB may acquire or propose to acquire;
- (i) to invest and deal with the moneys of the NGB not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made;
- (j) to lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the NGB), to enter into guarantees, contracts of indemnity and surety-ships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee on any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid);
- (k) to borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or part of the NGB's property or assets (whether present or future), and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the NGB of any obligation or liability it may undertake or which may become binding on it;
- (l) to draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments;
- (m) to apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the NGB to carry any of its objects into effect, or for effecting any modification of the NGB's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the NGB's interests, and to oppose any proceedings or applications which may directly or indirectly prejudice the NGB's interests;
- (n) to enter into any arrangements with any government body, or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the NGB's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges, and concessions;
- (o) to subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business on any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority (supreme, municipal, local or otherwise) in any part of the world;
- (p) to control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the NGB has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies;

- (q) to promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the NGB, or of undertaking any business or operations which may appear likely to assist or benefit the NGB or to enhance the value or any property or business of the NGB, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid;
- (r) to sell or otherwise dispose of the whole or any part of the business or property of the NGB, either together or in portions, for such consideration as the NGB may think fit, and in particular for shares, debentures, or securities of any company purchasing the same;
- (s) to act as agents or brokers and as trustees for any person, firm or company or in any appropriate manner, and to undertake and perform sub-contracts;
- (t) to remunerate any person, firm or company rendering services to the NGB either by cash payment or otherwise as may be thought expedient; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, or who are or have been employed by, or who are serving or have served the NGB, or any company which is a subsidiary of the NGB or the holding company of the NGB or a fellow subsidiary of the NGB or the predecessors in business of the NGB or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents;
- (u) to pay all or any expenses incurred in connection with the promotion, formation and incorporation of the NGB, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscriptions of any securities of the NGB;
- (v) to support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the NGB or its directors or employees, or may be connected with any town or place where the NGB carries on business;
- (w) to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others;
- (x) to do all such other things as may be deemed incidental or conducive to the attainment of the NGB's objects or any of them.

AND so that:-

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause or by reference to or inference from the name of the NGB.
- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the NGB shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
- (3) The word "company" in this Clause, except where used in reference to the NGB shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- (4) In this Clause the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.



5. The income and the property of the NGB shall be applied solely towards the promotion of the objects set forth in this Memorandum. No portion of the income or property of the NGB shall be paid or transferred directly or indirectly by way of dividend, bonus or profit share to any member of the NGB

Provided that nothing herein shall prevent any payment in good faith by the NGB:

- (i) of reasonable and proper remuneration to any member, officer, employee or servant of the NGB for any services rendered to the NGB and of travelling and out-of-pocket expenses necessarily incurred in carrying out the duties of any member of the board, officer, employee or servant of the NGB;
- (ii) of interest on money lent by a member of the NGB or of its Board at a rate per annum not exceeding 2% less than the base rate from time to time of National Westminster Bank plc or 6% whichever is the greater;
- (iii) to a company of which the member of the NGB or of its Board may be a member holding not more than 100th part of the capital of such Company;
- (iv) of a reasonable and proper rent for premises let by any member of the NGB to the NGB.

6. The liability of the Members is limited.

7. Every member of the NGB undertakes to contribute such amount as may be required (not exceeding £1) to the NGB's assets if it should be wound up while he is a member or within one year after he ceases to be a member for payment of the NGB's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves.

8. If upon the winding up or dissolution of the NGB there remains after satisfaction of all its debts and liabilities any property whatsoever it shall not be paid to or distributed among the members of the NGB but given or transferred to some other body having objects similar to the objects of the NGB and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the NGB under or by virtue of Clause 5 hereof such body or bodies to be determined by the members of the NGB at or before the time of dissolution; and in the absence of such determination the said property shall be transferred and conveyed to the Welsh Sports Association to be used to further the development of sport in Wales.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum.

Names and Address of Subscribers

Dated this.....day of.....

Witness to the above signatures:-



Appendix D



Welsh Gymnastics Area Committees

Roles of Elected Officers

Chairperson

1. Welsh Gymnastics will appoint upon application the chair for each Area and this post will remain for 3 years.
2. The chair will attend meetings of the Membership Directorate, or send a deputy if unavailable to attend.
3. Will call regular meetings of their Area committee
 - a. Will send an agenda for each meeting to Welsh Gymnastics Office giving at least two weeks' notice of the meeting. The Welsh Gymnastics Office to distribute the agenda to Area committee members and other appropriate personnel and clubs if requested.
 - b. Will liaise with the Welsh Gymnastics Office on the booking of meeting rooms
 - c. The Chair to have a casting vote if any decisions are tied
 - d. Each club will have one vote.
 - e. Will bring to the meeting any matters raised by the Welsh Gymnastics MD, Board of Directors and Joint Technical Directorate.
 - f. Will make sure that meeting minutes are in the Welsh Gymnastics Office at least three weeks prior to a Board meeting
4. Will monitor the Area's activities, finances and budgets in liaison with the appointed person : e.g. Competition Coordinator when organising competitions or festivals
5. Will appoint a representative from each discipline to sit on each Technical Committee. That person will take responsibility for communicating back to the Area clubs the relevant updates pertaining to that discipline.
6. Will attend any other relevant working party
7. Will liaise with the Welsh Gymnastics Office:
 - a. To provide any Area information for circulation
 - b. To provide any changes to the Area's affiliations, rules and regulations
 - c. When booking dates and venues for forthcoming competitions, squad training, seminars and other Area-specific activities ???
8. Will provide the Welsh Gymnastics Office with the required information for the annual grant application, Strategic Plan and any other submissions
9. Will act as a contact point for any members requiring information, advice etc on Area-specific issues
10. Will delegate actions as the Chair sees fit
11. Will check Area competition entry forms for inclusion in the Area Competition Handbook

12. In the case of the Area committee not having a competition organiser, the Chair of that Area committee is responsible for coordinating the competition
13. Will act as a contact point for the Area Club Development Co-ordinator or Welsh Gymnastics Office on any other matters relating to that area

Secretary

1. To take the minutes of the Area committee meetings and to present them for approval by the Chair
2. To answer any correspondence as directed by the Chair or Area committee

Area Treasurer

1. Record all transactions and give receipts for all monies received, aside from monies taken in by the Welsh Gymnastics Office.
2. Arrange for the safe deposit of any cash taken
3. Regularly inform the Chair and committee of the financial situation. Monthly or quarterly statements should be presented and approved by the committee
4. Produce or arrange for annual statement of accounts and copy to Welsh Gymnastics.
5. Arrange for an independent qualified person to audit the accounts
6. Work out budgets in consultation with the Chair for events and competitions

Competition Coordinator (One per discipline)

1. The Competition Coordinator is responsible for the running of all Area competitions for their relevant discipline
2. The Competition Coordinator's role before, during and post competition is laid out in the competition check list that will be issued by the WG Competition Program Support Officer (CPSO).
3. The Competition Coordinator will delegate jobs as required at each competition

The Area representative on Technical committees

1. Attend appropriate technical committee
2. Provide technical committee with an update of Area activities, challenges and queries.
3. Feedback to Area clubs on the outcomes and discussion of technical committees.



Appendix E



CONSTITUTION FOR THE [insert area] AREA ASSOCIATION

OF

WELSH GYMNASTICS LIMITED

9. The [insert area] Area Association of WELSH GYMNASTICS LIMITED (hereinafter called "the Area").
10. The objectives of the Area shall be:-
 - (f) to foster, encourage and develop Gymnastics in the Area of Wales;
 - (g) to do all other things necessary or desirable for the promotion of the interests of Gymnastics;
 - (h) the affiliation of all gymnastics clubs and organisations in the Area;
 - (i) the promotion and organisation of Area championships, inter-area competitions and displays within the Area;
 - (j) the promotion of Welsh Gymnastics championships in the Area;
 - (k) to affiliate, liaise with and support the aims of Welsh Gymnastics;
 - (l) to obtain, collect and receive money and funds by way of contributions, subscriptions, fees, donations, legacies, awards, grants, covenants or by organising functions or events or by any other lawful methods and to accept and receive gifts of property of any description.

11. The Affiliated Membership of the Area shall be:-

- (y) Open to clubs interested and participating in gymnastics and whose application has the approval of the committee;
- (z) Renewable annually by submission of an application to the Secretary and accompanied by the appropriate annual fee;
- (aa) Entitled to an annual report and statement of accounts and be notified of general meetings and the right to attend;

12. The Executive Committee shall be responsible for the conduct of the business of the Area and shall comprise:-

- (a) The Chairperson, Vice-Chairperson, Hon. Secretary, Hon. Treasurer (Instead of Financial Director) & two delegates from each affiliated club;
- (b) All committee members must be members of affiliated clubs;
- (c) The Executive Committee may appoint any sub-committee it deems necessary;
- (d) A representative of Welsh Gymnastics will be welcomed to attend any meeting of the Area;
- (e) The office bearers (the Chairperson, Vice-Chairperson, Hon. Secretary, Hon. Treasurer Financial Director) shall be elected at the AGM or Special Meeting and shall hold office for one year or until the next AGM;
- (f) A quorum for Executive Committee meetings shall be four members, one of whom shall be an office bearer.

13. The Annual General Meeting shall be held in May with the purpose of:-

- (a) Adopting the annual accounts and annual reports of office bearers;
- (b) Electing officers for the following year;
- (c) Recognising Life Members of the Area;
- (d) Electing auditors for the following year;
- (e) To consider any notices of motion, due notice of which having been given;
- (f) Notice of the AGM shall be circulated to members not less than 28 days prior to the date of the AGM. Nominations for office and motions for inclusion in the agenda to be received 14 days prior to the meeting, and only from the executive committee or affiliated clubs. The annual reports and agenda shall be circulated 7 days prior to the meeting.

14. A Special General Meeting may be summoned at any time by:-

- (a) The Executive Committee or on requisition signed by not less than three members of the Executive Committee or by the secretaries of not less than two affiliated clubs, submitting the form of the resolution to be considered;
- (b) Not less than 14 days notice of such a meeting shall be given to all officers and persons entitled to attend. No other business shall be transacted at such a meeting;
- (c) If the Executive Committee does not proceed to convene such a meeting within four weeks from the date of receipt of the requisition, the requisitionists may themselves convene the meeting, but any meeting so convened must be held within three months from the said date of deposit of the requisition;

(d) The accidental omission to give notice of a meeting or the non- receipt of notice of a meeting by any person entitled to attend shall not invalidate the proceedings of that meeting.

15. The Voting rights at General Meetings shall be:-

(a) One vote for each club present.

(b) By a show of hands with decisions taken by means of a simple majority. The Chairperson will have a casting vote;

(c) A quorum shall be a number of members present representing not less than one third of the number of affiliated clubs of WG to the Area;

(d) The Chair shall hold office for three years and is eligible for re- election see point 12 (e) above

16. Financial Records:-

(a) The financial year of the Area shall be from 1st April to 31st March;

(b) The income and property of the Area shall be applied solely to the promotion of the objectives of the Area;

(c) If upon the winding up or dissolution of the Area there remains after satisfaction of all its debts and liabilities any property whatsoever, it shall be transferred to Welsh Gymnastics to be held, pending the formation of a replacement association.

Names and Address of Office Bearers

1.

2.

3.

4.

Dated this.....day of.....

Witness to the above signatures:-



Appendix F



Welsh Gymnastics Technical Committees

Function

The eight Technical Committees provide technical expertise to ensure that gymnastics is a high profile sport in Wales, through improved performance and participation in safe quality programmes, by:

- o Carrying out the goals and objectives of Welsh Gymnastics
- o Formulating, interpreting and publishing the discipline programme;
- o Supporting the education and accreditation of judges and coaches to facilitate the discipline programme
- o Determining and providing technical support for the national and area competition programme for the discipline; and
- o Producing appropriate technical regulations, selection criteria and competition rules for the discipline

Each of the Technical committees (TCs) will be responsible for all technical matters. The day to day management will be the responsibility of the Performance & Excellence department working in conjunction with the TC.

Structure

Each TC will consist of the following appointed positions:

- i) Chairman (TCC)
- ii) Competition organiser (TCO)
- iii) Area representative (TAR)
- iv) Team manager (TTM); and / or Technical development lead (TDL)

For any additional roles required to fulfil identified projects and duties the committee can appoint individuals or working groups for an agreed period of time. These individuals can attend technical committee meetings but do not have any voting rights.

The Head of Performance & Excellence (HP&E) and National Coach should be invited to all TC meetings in an ex-officio capacity.

Appointments

Welsh Gymnastics (Board) will appoint upon application the Chair of the TC who will remain in post for an Olympic cycle (4 years).

All remaining positions will be appointed upon application by the TCC and HP&E. Applications should be submitted with a full CV in order for selection to be made on competency against the role specification

Committee Roles and Responsibilities

Each TC is responsible for the establishment and efficient management of technical regulations and procedures to enable the achievement of Welsh Gymnastics" goals and objectives.

The Technical committee for each discipline will be responsible for the following:

1. Decision of Rules and Regulations
 - a) Technical regulations
 - b) Selection policies
2. Technical Control
 - a) Code of Points
 - b) Competition rules
 - c) Judge courses (and resources)
3. National programmes
 - a) Technical development of programme
 - b) Athlete pathways
 - c) Review and evaluation
4. Communication
 - a) Technical Committee meetings; minimum 2, maximum 4 per annum
 - b) Cascade of technical information from FIG, UEG, BG
 - c) Technical updates for all members and clubs
 - d) Web and newsletter contribution
5. National Events
 - a) Competition handbook
 - b) Delivery of events in conjunction with Competition and Programme Support Officer (CPSO)
 - c) Technical support for competition schedule
 - d) Control of judges" panel
 - e) Appointment of volunteers
6. International Events
 - a) Technical support for competition's schedule in conjunction with National Coach
 - b) Endorsement of team selection
 - c) Competition reports and evaluation of targets
7. Education
 - a) Technical advisors
 - b) Technical support for the development of courses and resources
 - c) Identification of volunteers" training requirements
8. Technical Committee action plan and budget
 - a) Complete annual action plan and required budget
 - b) Expenditure control on agreed discipline projects, events and programmes
 - c) To be responsible for the raising of additional funds (if required) to support identified programmes

Roles of Appointed Officers Chairman

1. Be responsible for the implementation of administration of technical matters, specified in the Technical Regulations and Competition Handbook
2. Ensure that the overall direction and focus of the discipline is consistent with the objectives and strategies set out by Welsh Gymnastics
3. Be the discipline Technical Representative answerable to the WG Board and Performance & Excellence department
4. In conjunction with the HP&E, be responsible for the following:
 - a) Technical Report for the AGM
 - b) Discipline technical communication as agreed with the HP&E
 - c) To monitor the technical activities and budget in liaison with the appointed person : e.g. Competition Organiser for events
5. Attend all scheduled and relevant meetings and check agendas and minutes for all meetings
6. To attend meetings of the Joint Technical Committee, or send a deputy if unavailable to attend.
7. To call regular meetings of their technical committee
 - a. To send an agenda for each meeting to Welsh Gymnastics Office giving at least two weeks notice of the meeting. The Welsh Gymnastics Office to distribute the agenda to technical committee members and other appropriate personnel
 - b. To liaise with the Welsh Gymnastics Office on the booking of meeting rooms
 - c. The Chair to have a casting vote if any decisions are tied
 - d. To bring to the meeting any matters raised by the Welsh Gymnastics JTD, Board of Directors and Membership Directorate or from BG technical minutes.
 - e. To delegate a member of the TC to take the minutes of technical committee meetings and to present them for approval
 - f. To make sure that meeting minutes are in the Welsh Gymnastics Office at least three weeks prior to a Board meeting
8. To work in liaison with the discipline National Coach
9. To liaise with the Welsh Gymnastics Office:
 - a. To provide any technical information for circulation
 - b. To provide any changes to rules and regulations
 - c. When booking dates and venues for forthcoming competitions, squad training, seminars and other discipline specific activities
10. To provide the Welsh Gymnastics Office with the required information for the annual grant application, Strategic Plan and any other submissions
11. To act as a contact point for any members requiring information, advice etc on discipline specific issues
12. As a contact point for the Welsh Gymnastics Office on any other matters relating to that discipline

Competition Organiser

1. The Domestic Competition Organiser is responsible for the running of all national competitions in Wales relating to the discipline
2. The Competition Organiser's role before, during and post competition is laid out in the competition organiser's handbook - see separate document.
3. The Competition Organiser must not accept any entries, either on time or late directly from clubs or individuals. All entries must come through the Welsh Gymnastics Office.
4. The Competition Organiser to delegate jobs as required at each competition Note: In the case of the technical committee not having a competition organiser, the Chair of that technical committee is responsible for organising the competition

Team Manager

1. In liaison with the HP&E, Chair and National Coach, approve selection policies
2. Monitor athletes and coaches performance against targets
3. Produce reports on international and domestic events
4. Co-ordinate international programmes in conjunction with the national coach
5. Provide the CPSO with details on „Wales Gymnastics“ attendance at selected events to include:
 - a. Proposed date, country, and venue of the competition
 - b. Competition format:

- i. Number of competitors
- ii. Number of coaches, judges, officials allowed
- iii. Competition criteria
- iv. Judging criteria
- v. Specific travel or accommodation arrangements
- vi. Full breakdown of estimated costs
6. Once events are approved liaise with the CPSO to arrange:
 - a. Travel arrangements - within UK, to country of competition, to venue of competition and return
 - b. Accommodation
 - c. Insurance cover and E111
 - d. Any required entry fees
 - e. Any visas required
 - f. Any additional meals required
 - g. Emergency fund
7. Liaise with CPSO on letters of selection to gymnasts and follow up letters giving details of travelling and competition arrangements
8. Liaise with selected coaches and team with regard to collection of items from the office and any provision of kit
9. Liaise with the CPSO on yearly sponsored kit allocation expenditure (as appropriate)

Technical Development Lead

1. Provide the lead on identified projects to grow the discipline
2. Liaise with the appropriate staff within WG to support the discipline
3. In liaison with the Chair, prepare an action plan and identified budget required for completion
4. Select the project/programme focus groups as appropriate
5. Produce regular reports on achievements and targets met

Area representative on Technical committees

1. Attend appropriate technical committee
2. Provide technical committee with an update of Area activities, challenges and queries.
3. Feedback to Area clubs on the outcomes and discussion of technical committees.