

30th June,

Dear Member,

NOTICE: Annual General Meeting, 22nd July 2023

The Annual General Meeting of the English Volleyball Association Limited will be held at 11:30am on **Saturday, 22 July 2023**. The formal notice set out in Appendix 1 of this document pack and specifies the purpose of the meeting.

This information is sent to all Members of the Association entitled to receive notices of general meetings, but kindly note that only Affiliated Clubs are eligible to vote (in accordance with Article 9.1.1 of the Articles of Association). Those who are not eligible to vote are still welcome to attend the AGM.

A light lunch will be provided for all attendees from 1.30pm. To assist with our hosting arrangements, we ask that all those planning to attend register [here](#) no later than Thursday, 20th July 2023.

This pack sets out the procedures for the AGM and how you can vote. In addition, to maximise interaction with your Board and the AGM we will also:

- live stream the AGM via Volleyball England’s YouTube channel so anyone not able to attend is able to watch the AGM live (and a recording will be on the website after the event).
- enable the submission of questions to the Board in advance of the meeting. These will be answered in advance, and some may be covered at the meeting also. The answers will be posted on the Volleyball England website in line with the timetable set out below. Depending on the number of questions received, we may group certain questions together when providing an answer.

As usual we will be holding a poll vote on each of the resolutions. Voting can be carried out in at the AGM by appointing an authorised representative or a proxy in accordance with the process set out in Appendix 3 of this document pack. A draft voting form is included within Appendix 3. The final voting form and appointment of representatives/proxy forms will be issued directly to members on Wednesday 12th July 2023.

PLEASE NOTE – CLUBS MUST TAKE ACTION PRIOR TO THE AGM TO BE ABLE TO VOTE EVEN IF ATTENDING IN PERSON. PLEASE ACTION THIS PROMPTLY.

Enclosed with this document pack are the following:

Appendix 1	Notice of AGM 2023 and minutes of 2022 AGM
Annex to Notice	Amendments to Articles of Association
Appendix 2	Description of process, timetable, and details on question process
Appendix 3	Information on how to vote
Appendix 4	Management Accounts
Appendix 5	Annual Report
Appendix 6	Resolution form
Appendix 7	Board member & Delivery Lead Bio’s

Members will note that the AGM notice includes proposed amendments to the Company’s articles of association. The specific legal amendments are annexed to the notice. To assist members in considering this resolution, a [summary document](#) setting out the changes is available. The Board will also be making associated changes to the Framework Document and other associated policies to reflect the above changes following the AGM (subject to passing of the special resolution) and will publish these on its website in the usual course.

Affiliated Clubs should read carefully these papers and in particular the timetable so that they can take relevant actions in good time prior to the AGM. Members that are ineligible to vote are still entitled to ask questions and welcome to attend or view the live stream of the AGM.

We look forward to welcoming you at the AGM.

Yours

Charlie Ford, Company Secretary

**APPENDIX 1
NOTICE OF AGM**

COMPANY NUMBER: 02023635

ENGLISH VOLLEYBALL ASSOCIATION LIMITED

(the Company)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that an annual general meeting of the Company will be held on 22nd July 2023 at 11:30pm at SportPark, 3 Oakwood Drive, Loughborough University, Loughborough LE11 3QF for the following purposes:

1. to receive from the Directors the draft management accounts of the Company and the auditor's comments on those accounts for the financial year ended **31st March 2023**;
2. to receive a report by the Directors containing a review of the operating activities of the Company since the previous AGM and the Company's annual report.
3. to receive notice of the re-appointment of Clare Francis, Andres Hernandez and Phil French who are retiring by rotation in accordance with the Company's Articles as Independent Appointed Directors.

ORDINARY RESOLUTIONS

To consider and, if thought fit, approve the following resolutions that will be proposed as ordinary resolutions:

1. To re-appoint Duncan and Toplis as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which management accounts are laid and to authorise the directors to fix their remuneration.
2. To re-elect Brendan Fogarty who is retiring by rotation in accordance with the Company's Articles as an Elected Director.
3. To appoint Simon Cowie in accordance with the Company's Framework Document as Competitions Delivery Lead.
4. To appoint Jeremy Harris in accordance with the Company's Framework Document as Clubs & Networks Delivery Lead.

SPECIAL RESOLUTIONS

To consider and, if thought fit, approve the following resolutions that will be proposed as special resolutions:

1. THAT the Company's articles of association be amended as set out in the Table of Amendments attached as Annex 1.

There are currently no further special resolutions. If any special resolution is received in accordance with Article 20.4 it shall be notified to every Affiliated Club, Affiliated Association, Honorary Life Member, the Directors and the auditors of the association following receipt and the meeting shall consider and, if thought fit, approve the relevant special resolution.

By order of the Board

Charlie Ford, Company Secretary

SportPark, 3 Oakwood Drive, Loughborough University, Loughborough LE11 3QF

**ANNEX 1
TABLE OF AMENDMENTS
ENGLISH VOLLEYBALL ASSOCIATION LIMITED ARTICES OF ASSOCIATION**

ARTICLE 10

10. Affiliated Clubs	10. Affiliated Clubs
10.3.3 maintain a register of contact details of each of its officers and Club Members (including without limitation full name, postal address and, if applicable, and an address for communications by Electronic Means), and, subject to compliance with applicable laws from time to time, provide the Association with an up-to-date copy of such register every 12 months and at other times on request by the Secretary.	10.3.3 maintain a register of contact details of each of its officers and Club Members (including without limitation full name, postal address and, if applicable, and an address for communications by Electronic Means), and, subject to compliance with applicable laws from time to time, provide the Association with an up-to-date copy of such register every 12 months and at other times on request by the Secretary

ARTICLE 14

Current Text	Deletion and/or Amendment
14. AFFILIATED INDIVIDUALS	14. AFFILIATED INDIVIDUALS
14.1. Affiliated Individuals shall be:	14.1. Affiliated Individuals shall be:
14.1.1. Club Members; and	14.1.1. Club Members; or
14.1.2 players (national league and beach tour), coaches and technical officials and whose application for membership and/or registration is accepted by the Board	14.1.2 players (participating in nationally run competitions and events), coaches and technical officials and whose application for membership and/or registration is accepted by the Board; or
	14.1.3 Registered Individuals, a Registered Individual being any person who has applied to the Association to become a Registered Individual. Registered Individuals are eligible to receive certain benefits provided by the Association at a price and for a duration that are at the discretion of the Board.

ARTICLE 16

16. ASSOCIATE MEMBER SUBSCRIPTIONS	16. ASSOCIATE MEMBER SUBSCRIPTIONS
<p>16.3 The amount of the Individual Subscription for each category of Affiliated Individual shall be subject to an annual increase in line with inflation calculated by reference to the Retail Price Index as at 1 April in the relevant year. Any increase shall be rounded to the nearest 50p. Any increase over and above this inflationary increase shall be subject to approval by ordinary resolution of the Affiliated Clubs in General Meeting.</p>	<p>16.3 The amount of the Individual Subscription for each category of Affiliated Individual shall be subject to an annual increase in line with inflation calculated by reference to the Retail Price Index as at 1 April in the relevant year. Any increase shall be rounded to the nearest 50p. Any increase over and above this inflationary increase shall be subject to approval by ordinary resolution of the Affiliated Clubs in General Meeting. The Board shall have the discretion to offer categories of Affiliated Individual a discount on the Individual Subscription from time to time.</p>

ARTICLE 20

20. NOTICE REQUIREMENTS	20. NOTICE REQUIREMENTS AND FORMAT FOR GENERAL MEETINGS
<p>20.2. Every notice calling a General Meeting must specify the place, day and time of the meeting, whether it is a general or an Annual General Meeting, and the general nature of the business to be transacted.</p>	<p>20.2. Every notice calling a General Meeting must specify the format (that is in person attendance, virtual attendance using electronic facility or facilities, or a combination of the two) place, day and time of the meeting, whether it is a general or an Annual General Meeting, and the general nature of the business to be transacted.</p>
<p>20.3.1. to receive from the Directors a full statement of account;</p>	<p>20.3.1. to receive from the Directors the Management Accounts with auditor comments;</p>
<p>20.3.2. to receive a report by the Directors containing a review of the operating activities of the Association since the previous Annual General Meeting and the Association’s annual report; 20.3.3. to hold and announce the results of the election of the Elected Directors in accordance with these Articles if a vacancy has arisen;</p>	<p>20.3.2. to receive a report by the Directors containing a review of the operating activities of the Association since the previous Annual General Meeting and the Association’s annual report; 20.3.3. to hold and announce the results of the election of the Elected Directors in accordance with these Articles if a vacancy has arisen;</p>
<p>20.3.4. to hold and announce the results of the election of any position in accordance with these Articles and/or the Framework if a vacancy has arisen;</p>	<p>20.3.4. to hold and announce the results of the election of any position in accordance with these Articles and/or the Framework if a vacancy has arisen;</p>
	<p>20.7 The Board may make whatever arrangements it considers appropriate to enable those attending a General Meeting to exercise their rights to speak or vote at it and it shall set out the relevant arrangements in the notice. In the case of a hybrid General Meeting this shall include whether Members may vote via electronic means or should appoint a proxy who is attending the</p>

	meeting physically.
	<p>20.8 The Board may resolve to enable simultaneous attendance and participation at a General Meeting by means of any one or a combination of:</p> <p>20.8.1 electronic facility or facilities; and/or</p> <p>20.8.2 at one or more physical locations, provided that all Members attending the General Meeting by whatever means are able to a) participate in the business for which the General Meeting has been convened; b) hear all persons who speak at the General Meeting; and c) be heard by all other persons present at the General Meeting.</p>
	<p>20.9 A Member seeking to be present in person or by proxy at a General Meeting by means of electronic facility or facilities is responsible for ensuring they have access to and can use the facility or facilities. That General Meeting shall be duly constituted and its proceedings valid notwithstanding the inability of the Member to gain access to or use the facility or facilities, or the loss of access to or use of the facility or facilities during the General Meeting.</p>

ARTICLE 29

29. Board Delegated Authorities	29. Board Delegated Authorities
29.8 Delegated Authorities must at all times act in accordance with the Association's Delegated Authority Code of Conduct including the specific requirements with respect managing conflict of interest and shall at all times act with integrity and transparency	29.8 Delegated Authorities must at all times act in accordance with the Association's Delegated Authority Code of Conduct including the specific requirements with respect managing conflict of interest and shall at all times act with integrity and transparency

ARTICLE 30

30. COMPOSITION OF THE BOARD	30. COMPOSITION OF THE BOARD
30.1. The Board shall consist of a maximum of 12 Directors comprising:	30.1. The Board shall consist of a maximum of 12 Directors. comprising:
30.1.1. four Independent Appointed Directors (one of which shall be the Chair); and	30.1.1. At least one third of the total number of Directors (rounded up) shall be Independent Appointed Directors; and
30.1.2. eight Elected Directors	30.1.2 At least one third of the total number of Directors (rounded up) shall be Elected Directors.
30.2. At least one Independent Appointed	30.2. One of the Independent Appointed Directors

<p>Director shall be appointed as the Senior Independent Director.</p>	<p>shall be the Chair and one of the Independent Appointed Directors shall be appointed as the Senior Independent Director.</p>
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ARTICLE 31

<p>31. APPOINTMENT OF DIRECTORS</p>	<p>31. APPOINTMENT OF DIRECTORS</p>
<p>31.3. The Nominations Committee shall be responsible for conducting a formal, rigorous and transparent publicly advertised recruitment process and initial assessment of Board role applications. This process must be competence-based and conducted in accordance with the Association’s recruitment policy. They shall report their findings to the Board. In order to be considered, any candidate must give the Association a declaration of good character in the form reasonably specified by the Board.</p>	<p>31.3. The Nominations Committee shall be responsible for conducting a formal, rigorous and transparent publicly advertised recruitment process and initial assessment of Board role applications. All appointments shall be made on merit in line with the skills and diversity required of the Board. This process must be competence-based and conducted in accordance with the Association’s recruitment policy. They shall report their findings to the Board. In order to be considered, any candidate must give the Association a declaration of good character and commitment to integrity in the form reasonably specified by the Board.</p>
	<p>31.5 In considering the skills and diversity required of the Board when considering appointment of Directors, the Nominations Committee shall take into account the Volleyball knowledge, skills and experience of the Board as a whole. Nothing in this article shall require every Director to have knowledge, skills or experience of Volleyball.</p>
	<p>31.6 The following provisions apply to the appointment of Directors.</p> <p>31.6.1 No person may be appointed as a Director unless he or she has reached the age of 18 years;</p> <p>31.6.2 A person will be eligible to be appointed as an Independent Appointed Director only if that person is Independent at the time of initial appointment to the Board; and</p> <p>31.6.3 A person will be eligible to be appointed as an Elected Director if that person is a Member, or if not a Member, is a person who the Board believes (following recommendation from the Nominations Committee) possesses the skill and diversity required of the Board (in particular taking into account Article 31.5) together with a commitment to the development and success of</p>

	Volleyball.
31.5. In the case of any Independent Appointed Directors, the Board shall have the discretion to make such appointment on such terms and conditions (including without limitation, subject to Article 32, term of office) as the Board shall determine. Independent Non-Executive Directors will be deemed to be Members as long as they are serving on the Board.	31.57. In the case of any Independent Appointed Directors, the Board shall have the discretion to make such appointment on such terms and conditions (including without limitation, subject to Article 32, term of office) as the Board shall determine. Independent Appointed Non-Executive Directors will be deemed to be Members as long as they are serving on the Board
31.6. In the case of Elected Directors, the Board shall make a recommendation to the Affiliated Clubs with respect to the applicants. Elected Directors shall then be elected by ordinary resolution at a General Meeting.	31.68. In the case of Elected Directors, the Board shall, following the process set out above being completed , make a recommendation to the Affiliated Clubs with respect to the applicants it considers have the required skills and experience . Elected Directors shall then be elected by ordinary resolution at a General Meeting.
31.7. Subject to Article 32 below, unless the Affiliated Clubs resolve otherwise by ordinary resolution, Elected Directors' default terms shall be four years from the date of the Annual General Meeting at which he/she was appointed.	31.9. The term of office for Directors shall be as provided for in Article 32 below. For any individual wishing to be re-appointed at the end of their current term (subject to Article 32) the Nominations Committee shall consider the individual's performance and consider the skills and diversity required before confirming or recommending reappointment but may, where it deems appropriate, do so without the need for full re-advertisement.
31.8. At the time of delivery of notice of the relevant General Meeting, notice must be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by virtue of Articles 32.1) who is recommended by the Board for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him or her at the meeting for appointment or reappointment as a Director.	31.810. At the time of delivery of notice of the relevant General Meeting, notice must be given to all who are entitled to receive notice of the meeting of any person (other than a Director retiring by virtue of Articles 32.1) who is recommended by the Board for appointment or reappointment as a Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him or her at the meeting for appointment or reappointment as a Director.
31.9. Upon the appointment of a Director to the Board, the Board shall:	31.11. Upon the appointment of a Director to the Board, the Board shall:
31.9.1. issue such Director a written statement of their responsibilities on the board, their statutory duties and the Directors Code of Conduct; and	31.11.1. issue such Director a written statement of their responsibilities on the board, their statutory duties and the Directors Code of Conduct; and
31.9.2. conduct a formal induction to the Board.	31.11.2. conduct a formal induction to the Board.
31.10. If a Board role becomes vacant	31.12. If a Board role becomes vacant

<p>unexpectedly and the Board determine that leaving such role vacant until such time that the formal processes at will be to the detriment of the Association, the Board may co-opt onto the board a director (a “Co-Opted Director”). A Co-Opted Director must serve only for as long as necessary to carry out the formal appointment process and in any event for not longer than one year and, in the case of the Elected Directors, not beyond the next Annual General Meeting.</p>	<p>unexpectedly and the Board determines that leaving such role vacant until such time that the formal processes at will be to the detriment of the Association means the Board does not have the skills and/or experience necessary to fulfil its role, the Board may co-opt onto the board a director (a “Co-Opted Director”). A Co-Opted Director must serve only for as long as necessary to carry out the formal appointment process and in any event for not for a term of office of no longer than one year and, in the case of the Elected Directors, or not beyond the next Annual General Meeting, whichever period of time is the shorter.</p>
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ARTICLE 32

32. TERMS OF OFFICE	32. TERMS OF OFFICE
<p>32.1 All Directors will retire from office at the end of their term (as determine in accordance with Article 31 above) at the Annual General Meeting, but may, subject to the provisions of this Article 32, offer themselves for reappointment for a consecutive term.</p>	<p>32.1 All Elected Directors will retire from office at the end of their term (as determine in accordance with Article 31 above) at the Annual General Meeting, but may, subject to the provisions of this Article 32, offer themselves for reappointment for a consecutive term.</p>
<p>32.2 No single term of either:</p>	<p>32.2 Directors Terms of Office shall be as follows:</p>
<p>32.2.1. the Chair; or</p>	<p>32.2.1 An Elected Director will be appointed for a term of office of four years, or such other term of office as the Affiliated Clubs may resolve by ordinary resolution, to commence on the date of the Annual General Meeting when the Elected Director was appointed.</p>
<p>32.2.2. an Elected Director</p>	<p>32.2.2 The Chair will be appointed for a term of office of up to four years.</p>
<p>shall be for more than four years nor, subject to Article 34.4, shall those Directors serve for a period greater than eight years in aggregate.</p>	<p>32.2.3 An Independent Appointed Director will be appointed for a term of office of up to two years.</p>
<p>32.3 No single term of any Independent Appointed Director that is not the Chair shall be for more than two years nor, subject to Article 34.4, shall those Directors serve for a period greater than eight years in aggregate.</p>	<p>32.3 Subject to the exceptions set out in Article 32.5, no Director may serve a term of office that is greater than nine years continuous service (including any Co-Opted period). Any appointed term of a Director shall include any term of office previously served as a Co-Opted Director immediately prior to their appointment as Director.</p>
<p>32.4 Where a Director retires by virtue of having reached their maximum term in accordance with</p>	<p>32.4 Where a Director retires by virtue of having reached their maximum term in accordance with</p>

<p>Article 32.2 or 32.3, that individual should be not reconsidered for any Directorship of the Association until at least four years have passed since they were last Director.</p>	<p>Article 32.2 or 32.3, that individual should be not reconsidered for any Directorship of the Association until at least four years have passed since they were last Director.</p>
	<p>32.5 The exceptions referred to in Article 32.2 above are as follows:-</p> <p>32.5.1 A Director may continue to serve on the Board for the period of such appointment, subject to a maximum term of 12 years on the Board inclusive of their term prior to such appointment) if the Director is:</p> <p>a) subsequently appointed as the Chair following a period of service as a Director on the Board; or</p> <p>b) appointed to a senior position within the FIVB, CEV, EPV, WPV and ECVD or any successor organisation while serving as a Director.</p> <p>35.5.2 in exceptional circumstances (for example to assist succession planning), a Chair or Director may hold office for a further year.</p>
<p>32.5 If, at the Annual General Meeting at which a Director retires by virtue of Articles 32.1, the Association does not fill the vacancy, subject to Articles 32.2 and 32.3, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.</p>	<p>32.5 If, at the Annual General Meeting at which a Director retires by virtue of Articles 32.1, the Association does not fill the vacancy, subject to Articles 32.2 and 32.3, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the Director is put to the meeting and lost.</p>
<p>32.6. No person may be appointed as a Director unless he or she:</p>	<p>32.6. No person may be appointed as a Director unless he or she:</p>
<p>32.6.1. has reached the age of 18 years; and</p>	<p>32.6.1. has reached the age of 18 years; and</p>
<p>32.6.2. in the case of an Elected Director, is a Member; and</p>	<p>32.6.2. in the case of an Elected Director, is a Member; and</p>
<p>32.6.3. in the case of an Independent Appointed Director, is Independent.</p>	<p>32.6.3. in the case of an Independent Appointed Director, is Independent.</p>
<p>32.7. A Director who retires at an Annual General Meeting and who is not reappointed or deemed to have been reappointed shall retain office until either:</p>	<p>32.6. A Director who retires at an Annual General Meeting and who is not reappointed or deemed to have been reappointed shall retain office until either:</p>
<p>32.7.1. the meeting appoints someone in his or her place; or</p>	<p>32.6.1. the meeting appoints someone in his or her place; or</p>
<p>32.7.2. (if no one is appointed in his or her place) until the end of the meeting.</p>	<p>32.6.2. (if no one is appointed in his or her place) until the end of the meeting.</p>

ARTICLE 33

33. TERMINATION OF DIRECTOR'S APPOINTMENT	33. TERMINATION OF DIRECTOR'S APPOINTMENT
33.1.6. at a meeting of all the remaining Directors, a resolution of all of Directors is passed that he or she be removed from office. Reasons for removal pursuant to this Article may include, without limitation, if the remaining Directors believe that the relevant Director is suffering from a mental disorder and is incapable of acting.	33.1.6. at a meeting of all the remaining Directors, a resolution of all of Directors is passed that he or she be removed from office. Reasons for removal pursuant to this Article may include, without limitation, if the remaining Directors believe that the relevant Director is suffering from a mental disorder and is incapable of acting.

SCHEDULE - INTERPRETATIONS

Schedule – Interpretation	Schedule – Interpretation
“ Affiliated Club(s) ” – those companies, associations, organisations and other groups which provide or manage facilities for the participation in Volleyball or teams participating in Volleyball, in each case which are accepted into membership of the Association by the Board from time to time pursuant to Article 10.	“ Affiliated Club(s) ” – those companies, associations, organisations and other groups which provide or manage facilities for the participation in facilitating Volleyball or teams participating in Volleyball, in each case which are accepted into membership of the Association by the Board from time to time and registered with the Association on its Club database pursuant to Article 10.
“ Committees ” – those committees that the Board may establish, disband, reconstruct or rename from time to time in accordance with these Articles, including without limitation the Nominations Committee, the Audit Committee, the Diversity Committee, the Judicial and Disciplinary Committee, the Staffing Committee and the International Relations Committee;	“ Committees ” – those committees that the Board may establish, disband, reconstruct or rename from time to time in accordance with these Articles, including without limitation the Nominations Committee, the Audit Committee, the Diversity Committee, the Judicial and Disciplinary Committee, the Staffing Committee and the International Relations Committee;
“ Delegated Authority Code of Conduct ” – the general code of conduct dictating the actions of any Delegated Authority to be issued and maintained by the Board	“ Delegated Authority Code of Conduct ” – the general code of conduct dictating the actions of any Delegated Authority to be issued and maintained by the Board
“ Sub-Group ” – those sub-groups that the Board may establish, disband, reconstruct or rename from time to time in accordance with these Articles including without limitation, the Commercial and Marketing Sub-Group, the Core Market Sub-Group, the Finance Strategy and Risk Sub-Group and the Technical and Talent Sub-Group	“ Sub-Group ” – those sub-groups that the Board may establish, disband, reconstruct or rename from time to time in accordance with these Articles including without limitation, the Commercial and Marketing Sub-Group, the Core Market Sub-Group, the Finance Strategy and Risk Sub-Group and the Technical and Talent Sub-Group
“ Vice Chair ” – the Elected Director known as the “Vice Chair” who is elected in accordance with these Articles	“ Vice Chair ” – the Elected Director known as the Director nominated by the Board to be “Vice Chair” from time to time who is elected in accordance with these Articles

DRAFT AGM MINUTES FROM 2022

Draft minutes of Volleyball England's 2022 AGM, held at 12.30pm on 24 June 2022 at SportPark, 3 Oakwood Drive, Loughborough LE11 3QF and via YouTube live stream, are available to view on our website [here](#).

APPENDIX 2
DESCRIPTION OF PROCESS, TIMETABLE AND DETAILS ON QUESTION PROCESS

1. Timetable

The timetable for activity leading up to the AGM and for the AGM is set out below for clarity. Members should take careful note of the timetable and in particular closing dates for activity.

Activity	Date	Submit Information via
Issue of notice	Friday 30 th June 2023	
Period for questions to be received from members	Friday 30 th June to 5pm Friday 14 th July 2023	governance@volleyballengland.org
Closing date for receipt of any special resolutions	5pm Saturday 8 th July 2023	governance@volleyballengland.org
Issue of final voting paper	Monday 10 th July 2023	NA
Answers to questions submitted	Tuesday 18 th July 2023	NA
Period for appointment of authorised representative and/or proxy	Monday 10 th July until 5pm Thursday 20 th July 2023	governance@volleyballengland.org
AGM	Saturday 22 nd July 2023	NA

2. Question Period

Members are invited to submit questions to the directors in advance of the meeting. These may be questions about the financial statements, the annual report, any of the resolutions of the meeting or the operation of Volleyball England over the last 12 months.

To ask a question please email your name and question to governance@volleyballengland.org. The closing date for asking questions is Tuesday 18th July 2023 in order to allow time for them to be answered in advance of the closing date for appointment of authorised representatives or proxies who are instructed in their voting.

The directors, together with the senior management team, will answer the questions in written form in advance of the meeting so that members have the answers and can consider them in advance (and for voting members they can consider the answers in advance of exercising their vote). The questions will be answered on an ongoing basis up to 5pm on Tuesday 18th July 2023. The questions will be posted anonymously with the answers on the Volleyball England website. Depending on the number of questions received, we may group certain questions together when providing an answer.

At the AGM the directors may expand on some of the questions received but will not cover again all answers provided previously in the interests of time.

3. Management Accounts and Annual Report

A link to the draft management accounts and auditors report will be uploaded within Appendix 4 of this document pack before the AGM.

A link to the annual report is included at Appendix 5 of this document pack. This includes reports from the Chair, CEO, Deputy CEO, Financial Consultant and various officers on the activity of Volleyball England over the last 12 months and a link to the annual governance statement.

These documents will be received by the meeting in accordance with Article 20.3 and are provided for members to review in advance. No specific action is required in relation to these documents.

4. Nominations for Directors and Delivery Leads

In accordance with the Company's Framework Document, the Board recommends to Affiliated Clubs the appointment of Simon Cowie as Competitions Delivery Lead and Jeremy Harris as Clubs & Networks Delivery Lead.

In accordance with Article 31.6, the Board recommends to Affiliated Clubs the re-appointment of Brendan Fogarty as an Elected Director subject to election by Ordinary Resolution at the General Meeting. A summary candidate profile is set out in Appendix 7,

In accordance with Article 31.5, the Board shall, from the date of the General Meeting, re-appoint Clare Francis, Andres Fernandez and Phil French as Independent Appointed Directors. This is not subject to any election. Summary candidate profiles are set out Appendix 7 for the information of Members only.

5. Special Resolution

Any special resolution in accordance with Article 20.4 must be received by the Chair by 5pm on Saturday 8th July. The form for submitting a special resolution is included in Appendix 6 of this document pack. If a valid special resolution is received in accordance with Article 20.4 it shall be circulated on Wednesday 12th July 2023 together with the final voting form which will include the details of the special resolution.

6. Voting

Please read carefully Appendix 3 of this document pack which sets out details on how voting members (Affiliated Clubs) are able to vote at the AGM by appointing an authorised representative or appointing a proxy. Note this includes a **DRAFT** voting form.

The final appointment form with final voting form will be issued on **Monday 10th July 2023** following the step detailed in section 5.

Appointment of authorised representatives and proxies must be returned by **5pm on Thursday 20th July 2023** and may be rejected if returned after this date.

7. AGM

Voting members and non-voting members are all welcome to attend this year's AGM in person and we do very much hope you will be able to join us. Please note to vote your authorised representative will need to join in person or you must appoint a proxy who is present in person. Note you can appoint the Chair of the meeting if you do not know anyone attending in person.

In addition, for those not able to join us in person, the AGM will be streamed live via Volleyball England's YouTube channel. A link will be made available on the Volleyball England website on the day.

APPENDIX 3

INFORMATION ON HOW TO VOTE AND APPOINTMENT FORM

8. Entitlement to vote

- 8.1 In accordance with Article 10.1 Affiliated Clubs are the members that are entitled to vote at the AGM.
- 8.2 Affiliated Club's must be fully paid up for the 2022/23 affiliation season prior to the date of this notice to be entitled to vote.

9. Voting process

- 9.1 A poll vote will be held on each of the resolutions at the Annual General Meeting.
- 9.2 Affiliated Clubs are entitled to vote (in line with Article 24.5) in two ways which are:
- 9.2.1 by appointing a proxy to exercise its rights by issuing a proxy notice (in accordance with Article 26); or
- 9.2.2 by authorising a person or persons to act as its representative or representatives (in accordance with Article 27).
- 9.3 To appoint an appointed representative or proxy each Club must complete an appointment form. A draft example of this is set out below ("**Appointment Form**"). Note that this is a DRAFT form – the final form for use will be issued on Monday 10th July 2023 and will contain the same information but in an MS forms format to facilitate use. You may use the word version or the MS Form – but it is recommended you use the MS form for ease and reduce likely errors or submission of an invalid form.
- 9.4 Please follow the guidance notes for completion carefully to ensure that the appointment of a proxy or representative is valid. If you don't know anyone attending you can appoint the Chair of the meeting as your proxy.
- 9.5 In order to vote each Affiliated Club must complete the final issued Appointment Form via MS Forms or by completing the word version below. If you use MS forms, then once this is completed you will receive an email copy of this which you should forward to governance@volleyballengland.org by 5pm on Thursday 20th July 2023 to validate your return. If you submit via email/word it must be submitted from the correct email address registered on Volleyzone and we may carry out ad hoc checks to ensure all forms are validly submitted.
- 9.6 If a valid Appointment Form has not been received by Charlie Ford, Company Secretary via governance@volleyballengland.org by 5pm on Thursday 20th July 2023, then the club will not be eligible to have a vote at the AGM but can still attend.
- 9.7 Please note:
- 9.7.1 Each Affiliated Club must complete an Appointment Form even if it is the Club's chairperson, secretary or other committee member that is attending the AGM.
- 9.7.2 Each Affiliated Club can appoint either a proxy or an Authorised Representative. An Authorised Representative is likely to be someone from your club that you are confirming will represent the club on the day in person. A proxy is likely to be a third party individual that you (as a club) are authorising to exercise your club's rights at the meeting. This can be the Chair of the meeting or another individual that you know is attending the AGM.

10. Procedures

- 10.1 In order to ensure fair process in the appointment of representatives/proxies Affiliated Club's should note as follows:
- 10.1.1 the Appointment Form must be completed by the Chairperson, General Secretary or Treasurer of the Affiliated Club who must use their email address registered on Volleyzone at the time that the relevant Appointment Form is completed and until the AGM date. If you need to change the registered email address registered on VolleyZone address please email membership@volleyballengland.org .
 - 10.1.2 Volleyball England may conduct spot checks by telephoning individuals (via the contact details held on VolleyZone) that have submitted an Appointment Form on behalf of their Club in order to ensure it is a valid record of that Club's indications.
- 10.2 Note receipt of Appointment Forms will be acknowledged within 1 working day of receipt. Therefore, Affiliated Club's should email governance@volleyballengland.org if they have not received acknowledgment within 1 working day in order to verify that the Affiliated Club's Appointment Form has been received.
- 10.3 If two or more Appointment Forms are received from the same Affiliated Club Volleyball England shall (unless agreed otherwise in writing with the Club's general secretary) rely on the last valid Appointment Form received prior to the closing date for receipt of forms as being the form that sets out the appointment indications of that Affiliated Club.

11. Appointment Form

- 11.1 The information that will be required in the Appointment Form is set out below. Completion of the Appointment Form (in MS Forms once released or via word and then emailed to governance@volleyballengland.org) shall be sufficient as a Proxy Notice to meet the requirements of Article 26 or to appoint an Appointed Representative in accordance with Article 27.
- 11.2 The final Appointment Form will be issued on Monday 10th July 2023 in accordance with the timetable and in MS forms format. Further information is set out in Appendix 2 above.

APPOINTMENT FORM

The Appointment Form will be open from Monday 10th July and can be found as an MS form [here](#).

Appointment Form – Volleyball England AGM 2023

The purpose of this form is twofold.

Part A – Appointment of proxy or appointed representative (all Clubs to complete)

Where each affiliated Club will declare their representative. This may be an appointed representative or a proxy. The proxy vote may be given to the Chair to hold or to another person attending the meeting.

Part B – Voting indications

This is for Clubs that have determined how their proxy or representative shall vote at the meeting. If you do not complete this section, the proxy or representative will be able to use their discretion on any vote within the meeting.

The MS form will open from Monday 10th July to 5pm 20th July 2023.

Once completed via MS Forms you will receive a copy of your responses by email. This email must be returned by email to governance@volleyballengland.org by 5pm on Thursday 20th July 2023 to validate your Club’s response. Any Appointment Forms received after this date shall not be valid.

YOUR DETAILS

You need to complete this form by 5pm on Thursday 20 July 2023. Any forms received after this date may not be accepted.

Full Name
Position held at Affiliated Club (Note to complete this form must be Chairperson, General Secretary or Treasurer as registered on Volleyzone) <input type="radio"/> Chairperson <input type="radio"/> General Secretary <input type="radio"/> Treasurer
Email Address (Note must match that registered for Club Chair, General Secretary or Treasurer on Volleyzone)
Affiliated Club Name
Affiliated Club Affiliation Number (can be located on VolleyZone)

Part A – APPOINTMENT OF PROXY OR APPOINTED REPRESENTATIVE

Please declare your club’s preference.

OPTION A - Appoint a club member as your appointed representative at the AGM who must attend the AGM to vote (this may be yourself if you are attending).

OPTION B - Nominate the Chair of the meeting to vote by proxy on behalf of your club.

OPTION C - Nominate another attendee to vote by proxy on behalf of your club.

Please note.

By selecting your option, you confirm that the appointment of the proxy or authorised representative is duly authorised by the Affiliated Club in accordance with your constitutional procedures.

Volleyball England reserve the right to check the status of a nominated proxy or Authorised Representative

OPTION A	Appoint a club member as your appointed representative at the AGM who must attend the AGM to vote (this may be yourself if you are attending). Name your club representative:	<input type="radio"/>
OPTION B	Nominate the Chair of the meeting to vote by proxy on behalf of your club.	<input type="radio"/>
OPTION C	Nominate another attendee to vote by proxy on behalf of your club. Name your proxy:	<input type="radio"/>

Part B – VOTING INDICATIONS

Do you want to determine in advance how your proxy or appointed representative can vote on the day or leave them to use their discretion to vote in the meeting?

<input type="radio"/>	Set out our votes now
<input type="radio"/>	Let Proxy/Appointed Representative decide in meeting

Resolution Group 1 - Appointment of auditors

To re-appoint Duncan and Toplis as auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting of the Company at which management accounts are laid and to authorise the directors to fix their remuneration

- For
- Against
- Abstain

Resolution Group 2 – Election of Director

To re-elect **Brendan Fogarty** who is retiring by rotation in accordance with the Company's Articles of Association as an **Elected Director**.

- For
- Against
- Abstain

Resolution Group 3 – Election of Delivery Leads

To elect **Simon Cowie** in accordance with the Company's Framework Document as the **Competitions Delivery Lead**.

- For
- Against
- Abstain

To elect **Jeremy Harris** in accordance with the Company's Framework Document as the **Clubs & Networks Delivery Lead**.

- For
- Against
- Abstain

Resolution 4 (Special Resolution) - Amendments to Articles

THAT the Company's articles of association be amended as set out in the Table of Amendments attached as Annex 1 to the Notice.

- For
- Against
- Abstain

Once completed via MS Forms you will receive a copy of your responses by email. This email must be returned by email to governance@volleyballengland.org by 5pm on Thursday 20th July 2023 to validate your Club's response. Any Appointment Forms received after this date shall not be valid.

**APPENDIX 4
DRAFT MANAGEMENT ACCOUNTS**

Volleyball England's draft management accounts and auditors report will be uploaded [here](#) before the AGM.

**APPENDIX 5
ANNUAL REPORT**

Due to the file's size, Volleyball England's 2022-2023 Annual Report has been uploaded to the website. Please click [here](#) to view it.

**APPENDIX 6
RESOLUTION FORM**

Any special resolution in accordance with Article 20.4 must be received by the Chair by 5pm on Sunday 9th July 2023 and should be submitted using the form below. Forms should be emailed to governance@volleyballengland.org. Receipt of an email with a special resolution at this address will deem the form to be received by the Chair.

Resolution (max. 500 words)

We hereby propose the above-mentioned special resolution for consideration by the Executive Board.

Proposed by	
Name (please PRINT IN BLOCK CAPITALS)	
Referee, Coach, Player Registration number	
and/or Affiliated club name and number	
Signature	
Date	

Note – resolutions must be seconded by the Executive board or by two (2) Affiliated Clubs

Seconded by	
Name (please PRINT IN BLOCK CAPITALS)	
Affiliated Club name and affiliation number	
Position held within Affiliated Club	
Signature	
Date	

Seconded by	
Name (please PRINT IN BLOCK CAPITALS)	
Affiliated Club name and affiliation number	
Position held within Affiliated Club	
Signature	
Date	

**APPENDIX 7
BOARD MEMBER & DELIVERY LEAD BIOS**

1. Elected Director – In accordance with and in support of ordinary resolution 3.

Brendan Fogarty



Brendan started playing volleyball at school and made his National League debut as a 15-year-old playing for his then teacher's team, Blokk 75, in Liverpool. He went on to play for Reebok Liverpool City Volleyball Club for many years in years in the top division of the National league, playing in a number of cup finals and also finishing second one year, despite only losing one game! (He says he's not bitter). He also played and coached the Republic of Ireland in the mid 90s and had a seven-year spell coaching Ashcombe Ladies from 2001-2008.

Brendan has also been a referee in the National League and continues to referee both indoors and on the beach to this day, as a National Grade referee.

One of his greatest Volleyball experiences was working as a statistician at the Beach Volleyball competition at the 2012 Olympics which included doing both men's and woman's finals.

Brendan joined the board four years ago and in that time has put his skills in Health & Safety and Risk Management to use during the Covid-19 pandemic, including attending regular board briefings and putting together return to play protocols and production of risk assessments once the return to play had been sanctioned. He has also sat on the finance and risk committee.

2. Independent Directors – For information only.

Clare Francis



Clare started playing Volleyball as a junior for Mid Anglia Centre of the Caravan Club! She loved the team work ethic of the sport and has not looked back since. She played for her local Club (Crowland), was President of the Uni of Warwick Volleyball Club, played for Nottingham Arena VC and then started with Coventry and Warwick Riga, playing National League for the last 20 years.

Clare has always volunteered - she was a London 2012 Games maker and Paralympics NTO, is

Treasurer and Team Manager for Riga, a qualified coach and qualified referee and she was part of the Commonwealth Collective at B2022 (you may even have seen her cameo as Spikey!). Clare now coaches Riga Under 18 teams in the Tier 1 VE competitions, encouraging them to progress and enjoy our sport.

Clare's first time within the Volleyball England framework was when she joined the Board as an independent director in 2017. Clare is a Partner at Pinsent Masons law firm and sits on their global Board, so brings fresh perspectives to the Volleyball England board as well as having an eye on all things legal.

During her time as a Board member, Clare has supported a number of our key initiatives, including the Finance, Strategy and Risk sub-group, which overhauled our finance systems and processes, leading our B2022 legacy programme in the run up to the Games and supporting our Sport England governance reviews and funding.

Phil French



Phil Joined the Board as Independent Director in July 2021 and was a school and university recreational Volleyball player. Part of his motivation for joining the board was the lack of access to club opportunities available to him when he left University. He still plays now in a local beach volleyball league and loves the sport.

He brings over 20 years of experience working in global sport as a director in some of the world's largest sporting organisations, including the International Olympic Committee, the England and Wales Cricket Board and the English Premier League. He was also a Senior Sports Advisor to the UK Government in the run up to the 2012 Olympic Games.

Phil has extensive expertise in International Relations, global CSR projects, corporate communications, crisis management, public affairs and sports development.

He has helped set up a range of international development programmes including the Olympic Refuge Foundation. He has also developed some of the UK's largest and most successful participation programmes, including the Premier League Kicks programme and Change4Life after-school clubs, as well as the Football Foundation, one of the largest grass roots facilities charities in Europe.

Phil has provided some valuable insight and guidance on a range of issues from helping to develop the Board's strategic priorities, managing corporate governance and disciplinary issues to how to grow the sport and shape funding plans for Sport England.

Andres Hernandez



Andres started playing volleyball in school in Caracas, Venezuela. He was one of the founders of his university team in Caracas. He represented the university as an indoor and beach player.

Andres moved to the UK 17 years ago, and started playing socially until he started competing in the London League with different teams. He had been working as a qualified coach for five years and recently qualified as a referee.

Andres joined the board four years ago and has been leading the Finance, Risk and Strategy Sub Group for the last two years. He is a qualified accountant working in Corporate Treasury and process improvements within Finance departments.

3. Delivery Leads – In accordance with and in support of ordinary resolution group 3.

Simon Cowie

Simon has been involved in Volleyball for a considerable number of years, starting with playing in the 1980s. He is currently active as a referee and competitions working group member.

He believes his experience and knowledge of the structure and workings of Volleyball England makes him ideally placed to step up into this key role within the organisation. He is passionate about Volleyball and raising the profile of the sport, which leads to increasing participation at all levels to provide sustainable and managed growth for the sport through recreational and competitive club and national structures.

He acknowledges the role is a challenge in what currently are difficult financial constraints for everyone, requiring understanding of key issues from all Volleyball stakeholders. As a result, he is under no illusion how challenging the role will be in terms of time and scope, but is prepared to commit whatever is required to deliver for the membership.

Jeremy Harris

Jeremy says he is not an 'elite athlete' nor never has been,, and in fact quite the opposite some might say. However, he believes everyone, especially those on the margins who are less gifted or athletic or less confident should feel comfortable, safe and happy engaging in a sport. His time in Volleyball has made him aware, more recently, that he has the ability to engage with people, making them feel welcome, safe and comfortable and creating an environment that they can enjoy and participate within.

He is abundantly aware of how his lack of exposure to higher level play or Volleyball competition restricts what he can realistically deliver and he is happy working with beginners and those at the start of their volleyball journey and watching them advance to the next level of their game and pass them on to the more gifted coaches and teams.

He enjoys working with adults that are delivering volleyball and helping them develop a better understanding of the impact they have on the people they interact with.

He is humbled to see the progress individuals make as a result of his contact with them, however small or insignificant that might be.

Having taken from Volleyball for so many years, he is so happy he is now able to repay some of what he has had.