



EISTEDDFOD  
GERDDOROL RYNGWLADOL  
**LLANGOLLEN**  
INTERNATIONAL MUSICAL  
EISTEDDFOD

## **AGM 29 May 2024 – Agenda item 10**

Company members are asked to consider and vote on the following special resolution –  
That the requirement to hold a general meeting within one month of the Eisteddfod as set out in clause 11 (2) of the existing articles shall be temporarily disapplied and said general meeting shall be held no later than the 30 October 2024.

This resolution means that the timeline in the articles to hold the general meeting within one month of the Eisteddfod would not apply this year and the Board would have more time to organise the Trustee elections. A meeting for the elections would need to be held by the 30 October at the latest. This would be a temporary arrangement.

This is a special resolution which means that in order to be passed it requires the support of 75% of the votes cast.

### **Why is this resolution needed?**

As explained in the governance update it is proposed that there be a change to the articles to allow Trustee elections to take place later in the year. As it has not been possible to present the amended articles to the company members for approval we need to ask for the matter to be dealt with in this way.

The Board feel that more time is needed to prepare appropriately for the Trustee elections. The current pressures on the organisation given the reduced staff team and additional requirements of the extra Cuffe & Taylor concerts are significant and it would be better if the elections take place later in the year.

It is intended that there will still be a meeting in August to hear a report on the Eisteddfod and to present the amended articles for approval. If company members approve the amended articles the election process will proceed based on the new articles (as set out in the governance update).

### **What will happen if company members vote against the resolution?**

If company members vote against the resolution then the Board will be required to follow the existing timeline in the articles. There is concern that this may lead to a rushed election process which does not



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represent the best interests of the organisation. It would also mean that the election process would go ahead based on the current provisions in the articles relating to the Nominations Committee and the current restrictions on the term of office will apply.

The Board recommends that company members vote in favour of the resolution.

Royal International Pavilion, Abbey Road, Llangollen, LL20 8SW  
Y Pafiliwn Rhyngwladol Brenhinol, Ffordd yr Abaty, Llangollen, LL20 8SW  
**EMAIL/EBOST:** [info@llangollen.net](mailto:info@llangollen.net)

**LLANGOLLEN.NET**