

## **WELSH ATHLETICS LTD**

### **ANNUAL GENERAL MEETING**

Annual General Meeting held at the Kinmel Manor, Abergele on Saturday 25 October 2008.

#### **Present:**

Alan Currie	President/Director
Lynette Harries	Chair of the Board/Director
Matt Newman	Chief Executive/Director
John Penny	Vice President/Cardiff AAC
Debbie Bull	Cardiff AAC
Brenda Currie	Neath Harriers
Denise Harris	Deeside AAC
Kay James	Cardiff AAC
Nia Jones	Colwyn Bay AC
Sue Sayer	North Wales Regional Athletics Council
Joyce Tomala	Cwmbran Harriers
Marian Williams	Swansea Harriers
Paul Brooks	Secretary, Road Running Committee
Steve Brace	Head of Athletics Development/Director
Dilwyn Davies	Welsh Schools' AA
Dave Edwards	Chepstow Harriers
Neil Edwards	Wrexham Harriers
Kevin Evans	Carmarthen Harriers
Bob Frost	Wrexham AAC
Bernard Harris	Deeside AAC
Gareth Hughes	Prestatyn RC
Tom Jones	Deeside AAC
Peter Morris	Les Croupiers RC
Graham Webb	South Wales Regional Athletics Council
David Alun Williams	Life Member
Karlijn Asveld	Welsh Athletics Office Manager
Peter Stafford	Welsh Athletics Competition Manager

#### **Apologies:**

Buddug Llwyd Jones	Welsh Schools' AA
Carol Anthony	Director
Diana Ray	Colwyn Bay AC
John Collins	Swansea Harriers/Director
Hedydd Davies	Carmarthen Harriers
Dick Finch	Chepstow Harriers
Arwel Lewis	Secretary, Mountain Running Committee
Bob Mackley	BuckleyRunners
Dave Peters	Maldwyn Harriers
Clive Williams	Cardiff AAC/Director

**1. PRESIDENT'S WELCOME**

- 1.1 In welcoming those present to the company's second AGM, Alan Currie opened the meeting with an overview of the changes during the year:
  - 1.11 Welsh Athletics was confirmed as a limited company
  - 1.12 The coaching structure
  - 1.13 The re-branding of Welsh Athletics
  - 1.14 The company office had moved to new accommodation at the Cardiff International Sports Stadium, and thanks are due to Cardiff Council.
- 1.2 AC noted that only two Welsh athletes – Philippa Roles and Christian Malcolm – had competed at the 2008 Olympics in Beijing.
- 1.3 He thanked everyone who had made a contribution to athletics in Wales during the year.
- 1.4 Sadly, a number of individuals had passed away since the last AGM and those present stood in silence as a mark of respect at the loss of Eileen Haskins MBE, Ann Hill, John Cronin, Ted Kelland, Pat Parkes, Terry Thomas and Sue Walters.
- 1.5 AC appointed Karlijn Asveld and Peter Stafford as scrutineers. He also announced that voting would be conducted under the 2007 Articles of Association, that the members present had been issued with different coloured cards, to show the number of votes per member, and that the total number of votes for the members present was 35.

**2. APOLOGIES**

- 2.1 The names, as listed above, were read out.

**3. MINUTES OF THE 2007 ANNUAL GENERAL MEETINGS**

- 3.1 The minutes of both AGMs – of the voluntary association, Welsh Athletics, and of the company, Welsh Athletics Ltd – held at Llanbadarn Ffynydd on 20 October were accepted as an accurate record. There were no matters arising.

**4. REPORT OF THE BOARD OF DIRECTORS**

**4.1 Governance**

- 4.2 Matt Newman explained the proposed changes in structure, which were reflected in the circulated copy of a revised set of company Articles of Association and new sections 5 to 8 of the Byelaws. These had been considered and approved by both the Board and General Council.
- 4.3 The changes included:
  - 4.31 A reduction in the size of the Board from the current number of eleven to five, with three non-executive directors plus the Chief Executive and the proposed Chair of General Council
  - 4.32 The voting system to be simplified, with each member having a single vote
  - 4.33 The President having a more honorary role, and
  - 4.34 The establishment of two new key posts – the Chair and Secretary of General Council.
- 4.4 There were a number of queries about the proposed changes. Particular concern was expressed in some quarters over the change relating to member voting rights, with large clubs, which cater for a number of different activities, being particularly worried that they would only have the same vote as a small road running club.
- 4.5 Following discussion, the Article relating to a Member's voting rights – Article 3.13 (1) – was withdrawn.

4.6 **Annual Report**

- 4.61 There were a number of positive comments about the quality of the Annual Report, which had been produced in partnership with one of the company's new sponsors, Black Sheep.
- 4.62 Lynette Harries, the Chair of the Board, reported that the aim of the company was to become a clear, transparent and accountable organisation.
- 4.63 The Board was seeking to raise the profile of the sport in Wales by a re-branding exercise with the intention of attracting new sponsorship.
- 4.64 It was also looking to improve the athlete pathway and to deliver the strategic plan. Because UK Athletics is currently in a slimming-down process, some tasks will be devolved to Wales.
- 4.65 The Board wishes Welsh Athletics to be a vibrant company, and wants volunteers to appreciate that everyone has a role to play. She urged anyone with ideas to contact the Board.
- 4.66 She concluded by thanking North Wales Region for making the arrangements for the AGM.

4.7 **Finance**

- 4.71 Matt Newman, who has taken over responsibility for the company's finances, introduced the accounts and reported:
  - 4.711 The format of the financial statement is slightly different because Welsh Athletics is now a limited company.
  - 4.712 This year's accounts reflects a surplus of income over expenditure because of the transfer of reserves from the voluntary association, Welsh Athletics, and the increase in funding from the Sports Council for Wales at the end of last financial year.
  - 4.713 The company is heavily dependent on funding from the Sports Council for Wales and UK Athletics, and the relationship with our funders is therefore extremely important.
  - 4.714 Welsh Athletics is bidding for a 4 year funding cycle from the Sports Council, to make financial planning easier, but, looking ahead, the company needs to find ways of generating more income from events and sponsorship.
  - 4.715 A clearer way of financial reporting has been introduced by the Board, and quarterly accounts will now also be presented to the General Council.
  - 4.716 There were a number of questions from the floor relating to unattached fees, club affiliation fees, the need for the accounts to be audited, variances, the remuneration of directors and the rate of depreciation, all of which were answered by Matt Newman.
- 4.72 **The Directors' report and financial statements for the year ended 31 March 2008 were formally accepted.**

5. **ADOPTION OF THE REVISED ARTICLES OF ASSOCIATION OF WELSH ATHLETICS LTD AND SECTIONS OF THE BYELAWS**

- 5.1 **With the exception of Article 3.13, which had been withdrawn, the revised version of the Articles of Association and the sections 5 (The Board of Directors), 6 (The General Council), 7 (Regional Athletic Councils) and 8 (Athletic Sub-Committees) were formally adopted.**
- 5.2 The voting rights of members at General Meetings were referred to the Governance group of the Board. Until agreement is reached and the Articles

are amended at a future General Meeting, the voting rights as agreed at the 2007 Annual General Meeting will apply.

**6. CONFIRMATION OF PRESIDENT AND VICE PRESIDENTS**

- 6.1 The meeting confirmed Alan Currie (Neath Harriers) as President and John Penny (Cardiff AAC) and Colin Davies (Swansea Harriers) as the two Vice Presidents, for the second year of their two-year term in post.

**7. ELECTIONS**

**7.1 Directors**

- 7.11 Under the revised Articles of Association, the meeting approved the election of Lynette Harries, Carol Anthony and Clive Williams as the three non-executive directors on the Board.
- 7.12 It was noted that Matt Newman, the Chief Executive, is a Board member and is also the Company Secretary, and that the fifth director will be appointed when the newly created post of Chair of General Council is elected.
- 7.13 Joyce Tomala asked if non-executive directors should attend Annual General Meetings, and the President indicated that there is an expectation that they would normally attend.

**7.2 Chair of General Council**

- 7.21 Alan Currie was elected, for a two year term.

**7.3 Secretary of General Council**

- 7.31 There was no nomination for this post. Brenda Currie was asked if she was prepared to take on the role and, having indicated that she was prepared, she was elected to the post, for a two year term.

**7.4 Secretaries of Athletic Committees**

- 7.41 From the nominations received, the meeting elected the following for two year terms of office:
- |       |                  |              |
|-------|------------------|--------------|
| 7.411 | Coaching         | Paul Jensen  |
| 7.412 | Development      | Steve Brace  |
| 7.413 | Mountain Running | Arwel Lewis  |
| 7.414 | Road Running     | Paul Brooks  |
| 7.415 | Track & Field    | Joyce Tomala |
- 7.42 There were no nominations for the secretary posts of two committees – Cross-Country and Officials – and both vacancies were referred to General Council.

**8. APPOINTMENT OF DELEGATES**

**8.1 Commonwealth Games Council for Wales**

The meeting appointed Matt Newman as the company's delegate to the Executive Committee of the Commonwealth Games Council, and Joyce Tomala, Steve Brace and Matt Newman as the three delegates to the Annual General Meeting.

**8.2 Welsh Sports Association**

- 8.21 Lynette Harries was appointed as the delegate.

**8.3 Patrons**

- 8.31 The meeting agreed that Lynn Davies CBE and John Disley CBE be invited to continue as Patrons.
- 8.32 Graham Webb suggested that the company might consider approaching Rhodri Morgan as an additional Patron.

**9. APPOINTMENT OF AUDITORS**

- 9.1 It was noted that in future this appointment will be for Accounts Inspectors rather than Auditors. **The meeting agreed that Donald Owen & Company be invited to continue.**

**10. REPORT OF THE AWARDS PANEL**

- 10.1 John Penny presented the first report of the newly formed Panel. He outlined the two operating principles which the Panel had agreed:

10.11 If a Panel member has been involved in the process of nominating a person for an award, he/she will declare an interest, not take part in any vote, and speak only if requested, and

10.12 If a Panel member is nominated for an award, that Panel Member will withdraw and the remaining members of the Panel will decide whether or not to recommend.

**10.2 Nominations for Meritorious Award**

10.21 Twenty-two nominations were received, all of which were for services at the grassroots of our sport. There were no nominations for active athletes. Four of the nominations did not provide sufficient information and were referred back to the person nominating but, on this occasion, no further information had been forthcoming.

10.22 The eighteen nominations recommended by the Panel were:

Dave Edwards	North Wales & Wrexham AC
Dilwyn Davies	North Wales & Welsh Schools
Kevin Evans	Carmarthen Harriers
Ralph Siggery	Carmarthen Harriers
David Brannan	Welsh Schools AA
Tony Jones	Aberdare Valley AAC
Peter Lane	Cardiff AAC
Richard Bullen	Les Croupiers RC
Nigel Clements	Penarth & Dinas RC
Francis Stevens	Pegasus RC
Ron Morris	San Domenico RC
Tony Jenkins	Aberdare Valley AAC
Bob Dobson	South Wales & Welsh Walking
Olive Dobson	South Wales & Welsh Walking
Ian Dixon	Photographer
Geraint Evans	Pontyclun AC
Ridley Griffith	Bridgend AC
Hugh Williams	Cowbridge Comprehensive School

10.23 The meeting approved all eighteen recommendations.

**10.3 Nominations for the Award of Honour**

10.31 There were three recommendations:

Joyce Tomala	East Wales & Cwmbran Harriers
Sean Power	South Wales, Cardiff AAC & UWIC
Kay James	South Wales & Cardiff AAC

10.32 At this point, the President intervened to report that there was in fact a fourth nomination. Unknown to John Penny, he had also been nominated for this award and the other Panel member had agreed to include his name in their recommendations.

10.33 The meeting approved all four recommendations.

**10.4 Panel's Recommendation**

10.41 In conclusion, John Penny reported that the Panel felt that an alteration of the wording of section 10.2.3 of the draft of the Byelaws relating to the Award of Honour would be helpful.

- 10.42 The Panel's recommendation was that the wording be changed to read:
- 10.43 'For the award to be made for service, EITHER a minimum of twenty-five years active contribution must have been completed at **county**, regional, district schools or national levels **OR, having already received the Meritorious Award, that award holder has completed a minimum of a further ten years active contribution at regional, district schools or national levels.**
- 10.44 The Panel's recommendation was left on the table.
- 10.45 Paul Brooks asked if it was possible for the company to nominate people for other honours like the New Year's honours and the Queen's Birthday List. Steve Brace asked if the recommendations for our two Welsh Athletics awards would continue to be considered by the AGM.
- 10.46 Alan Currie noted that it had been suggested that the two Welsh Athletics awards should be presented at the annual Awards Dinner. He announced that he planned to both contact each of the twenty-two individuals to ask them when and where they would like the award to be presented, and also to draw up pen portraits of each individual for display on the Welsh Athletics website.

## 11. REVIEW OF MEMBERSHIP FEES

### 11.1 Registration & Club Affiliation

- 11.11 Matt Newman expressed the view that this item should be dealt with by the Board rather than the AGM.
- 11.12 With the introduction of a membership scheme in England, he indicated that Welsh Athletics is planning to introduce the computerised Trinity System to deal not only with registration in Wales but also with club membership fees. There will be a trial in 2009, with the intention to have a UK wide scheme operational at some date in the future.
- 11.13 A number of club representatives present expressed concerns, and Lynette Harries indicated that there will be full discussion before any change is implemented.

### 11.2 Unattached Fees

- 11.21 Paul Brooks voiced concern at UK Athletics proposed changes to the permit system.
- 11.22 Steve Brace explained that UKA paid the cost of the insurance scheme and wanted a return on that expenditure. The replacement of the permit system by a new licensing system had been introduced in England and seemed to be working well. Scotland and Wales had decided to delay the introduction of the scheme. Scotland will adopt the scheme from 1 September 2009 and Wales is expected to introduce it at some stage after that date, but there were still a number of matters which needed to be clarified.
- 11.23 Lynette Harries noted that concerns had been expressed about the new scheme at the UK Members' Council
- 11.24 Paul Brooks noted that our own Road Running Committee had looked at the proposed new licensing system earlier in the year and had felt that Wales would lose out if it was introduced because it was geared very much to the interests of organisers of major road races.

**12. DATE AND VENUE OF THE 2009 ANNUAL GENERAL MEETING**

- 12.1 Before any decision about the 2009 AGM was made, the President announced the sad news that life member Frank Ireland had been admitted to hospital.
- 12.2 He also recorded thanks to Karlijn Asveld and Peter Stafford for their support during the meeting.
- 12.3 In the past, the venue for the Annual General Meeting had rotated around the four regions, but it was now a Board responsibility to determine the venue.
- 12.4 The meeting approved the suggestion from John Penny that, in future, the AGM should be held at a central venue in Powys.
- 12.5 The suggested dates were October 24<sup>th</sup> or October 31<sup>st</sup>.

[The meeting finished at 2.54 pm.]

**PLEASE NOTE**

**THE ABOVE MINUTES ARE PROVISIONAL AND SUBJECT TO CONFIRMATION AT THE NEXT ANNUAL GENERAL MEETING.**