

Minutes of the Annual General Meeting of Triathlon England

**held on Sunday November 2008 at 10.00 am in the Lecture Theatre of the
Sir John Beckwith Building, Loughborough University**

Apologies

Heather Wells –Independent Director Finance; Robert Moorehead-Lane - Independent Director Business

Welcome Remarks

Lawrence Green, President of the Triathlon England Council welcomed all present to the Annual General Meeting.

Minutes of the meeting of November 2007

The minutes of the annual general meeting of November 2007 were agreed as a true and accurate record of proceedings.

Board Report

Jem Lawson – Chair, gave the Board Report

Jem presented an overview of the work carried out to-date in setting up the structures and the strategy for Triathlon England.

The relationship of Triathlon England to the British Triathlon Federation has been formalised. The purpose of Triathlon England being described as ‘to enable excellence and deliver the opportunities for everyone to achieve his or her own triathlon challenges.’

He concluded by thanking all those whom have been involved, particularly the Triathlon England Council and Board Members, a special mention was also given to the staff who put an unconscionable amount of time and effort into providing the best possible service to the sport and its participants.

(see Triathlon England Annual Report page 2 -3)

During the year the Board engaged the services of Castele Consultancy to review all aspects of membership to enable it to find ways of significantly increasing membership.

David Melen – Board Director with portfolio for membership, presented an overview of the final report to the meeting

The review was carried out to enable the Board to establish the facts and gain a mandate for further action if required.

Data was collected by online survey, face to face interviews , triathlon forums and desk research.

The main requirements of a ‘perfect membership scheme were identified.

The conclusion of the review was that there was no requirement to radically change the current membership package and that communication and promotion is the key to the success of the scheme.

A paper has been produced to address the issues raised by the report this will be discussed by the Board and any appropriate action will be taken.

Council Report

Lawrence Green gave a brief overview of the function of the Council and procedures for appointing the Council members, he also outlined its responsibilities particularly those in relation to member-representation and overseeing the work of the Triathlon England Board

Financial Report

During the first year of formation Triathlon England has focused on appointing Board and putting in clear governance structures.

Consequently Triathlon England did not trade during the year to the end of March 2008 – dormant accounts will be filed at Companies House.

(see Triathlon England Annual Report page 8 - 9)

Staff Report

Mark Barfield - Director of Development, presented the staff report.

The report outlined the current position of the sport and demonstrated how the sport was continuing to grow.

He acknowledged the 'Corus Kids of Steel' programme in helping raise the profile of the sport among school aged children

He also highlighted the challenges going forward particularly in relation to the under-representation of Black and Ethnic Minority (BME) participants and volunteers in the sport.

(see Triathlon England Annual Report page 4 - 6)

Appointment of Auditors

To appoint Haysmacintyre as the Company's auditors to hold office from the conclusion of the meeting to the end of the next period for appointing auditors under section 485(2) of the Companies Act 2006, at a remuneration to be determined by the directors.

Haysmacintyre
Fairfax House
15 Fulwood Place
London
WC1V 6AY

Proposed: Jem Lawson

Seconded: Jack Birrell

	Present	Proxy
For	25	40
Against	0	0
Abstentions	0	1

Agreed

Items of Special Business

There were number of resolutions proposed by the Board of Directors for consideration.

1. That the Articles of Association of the Company be amended by amending present Article 2 as follows:

- (a) by amending the definition of "Company Secretary" by deleting the reference to "Articles 83-84" and replacing it with reference to "Articles 82-83"; and
- (b) by amending the definition of "Directors" by deleting the reference to "Articles 41 to 50" and replacing it with reference to "Articles 40 to 49"; and
- (c) by amending the definition of "Independent Director" by deleting the reference to "Articles 41 to 50" and replacing it with reference to "Articles 40 to 49".

	Present	Proxy
For	25	40
Against	0	0
Abstentions	0	1

Agreed

2. That the Articles of Association of the Company be amended by deleting present Article 20 in its entirety and replacing it with the following new Article 20:

"The Council shall elect a President from within its membership at the first Council Meeting following the Annual General Meeting and his or her appointment will be deemed to commence forthwith upon the close of the meeting at which the election takes place. The President will serve until the end of the first Council Meeting following the next Annual General Meeting. The incumbent President may be elected as President for the following year only if he or she has been selected to act a continuing Council member by a Regional Committee following his or her initial term of office. Following two successive terms, a President shall be ineligible to serve again as President until there has been an opportunity for another person to serve a full term as President."

	Present	Proxy
For	24	39
Against	0	1
Abstentions	1	1

Agreed

3. That the Articles of Association of the Company be amended by adding a new Article 36A as follows:

“The Council may hold meetings involving attendance of Council Members by telephone or other suitable electronic means provided that each Council Member involved in the meeting can hear and be heard by each of the other Council Members involved in the meeting simultaneously. The Council may also pass resolutions by the unanimous agreement expressed in writing (which shall include communication by e mail) of all Council Members.”

	Present	Proxy
For	25	40
Against	0	0
Abstentions	0	1

Agreed

4. That the Articles of Association of the Company be amended by deleting present Article 68 in its entirety and replacing it with the following new Article 68:

“Where a Committee is comprised of four members the Board shall use its best efforts to ensure that at least one member shall be male and one member female. The Board shall use its best efforts to ensure that Committees consisting of more than four members shall have at least two male and two female members.”

	Present	Proxy
For	24	38
Against	0	2
Abstentions	1	1

Agreed

5. That the Articles of Association of the Company be amended by deleting present Article 87 in its entirety and replacing it with the following new Article 87:

“Notice of all General Meetings shall be given in the manner set out in the Act. However, in order to give Members an early indication of the date, time and place of forthcoming General Meetings, the Board will generally publicise forthcoming General Meetings by publishing preliminary notice 8 weeks prior to the date of the General Meeting. In this preliminary notice, the Board will invite Members to submit proposed resolution or other items of business to be dealt with at the relevant General Meeting, such items of business to be received by the Board at least 4 weeks prior to the date of the relevant General Meeting.”

	Present	Proxy
For	25	40
Against	0	0
Abstentions	0	1

Agreed

6. That the Articles of Association of the Company be amended by adding a new Article 88A as follows:

“If any Member wishes to propose any amendment to any business (other than any changes to proposed special resolutions) which is noted on the notice to any General Meeting, the proposed amendments shall be submitted to the Board at least 5 days in advance of the relevant General Meeting.”

	Present	Proxy
For	25	39
Against	0	1
Abstentions	1	1

Agreed

7. That the Articles of Association of the Company be amended by present Article 93 being amended by removing the word “special” from the first line of that Article.

	Present	Proxy
For	25	38
Against	0	0
Abstentions	1	3

Agreed

8. That the Articles of Association of the Company be amended by deleting present Articles 92, 94, 95 and 96 in their entirety and renumbering all subsequent Articles accordingly.

	Present	Proxy
For	25	38
Against	0	0
Abstentions	0	3

Agreed

9. That the Articles of Association of the Company be amended by deleting present Article 104 in its entirety and replacing it with the following new Article 104:

“Every Member shall have one vote. In the case of an equality of votes the Chair of the meeting shall be entitled to a second or casting vote.”

	Present	Proxy
For	25	38
Against	0	1
Abstentions	0	2

Agreed

10. That the Articles of Association of the Company be amended by making the following amendments to present Article 113:

- (a) adding the word “or” to the end of paragraph c of Article 113; and
- (b) adding a new paragraph d to Article 113 as follows:

“by posting it on the official website of the Association at a webpage notified by the Association from time to time.”

	Present	Proxy
For	25	40
Against	0	0
Abstentions	0	1

Agreed

11. That the Articles of Association of the Company be amended by making the following amendments to present Article 118:

- (a) the words “have arrived with the addressee” shall be deleted from the third and fourth lines of Article 118 and replaced with the words “ be received by the recipient”; and
- (b) adding the word “or” to the end of paragraph c of Article 118; and
- (c) adding a new paragraph d to Article 118 as follows:

“if made available on the official website of the Association, when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.”

	Present	Proxy
For	25	38
Against	0	0
Abstentions	0	3

Agreed

Concluding Remarks

Lawrence Green thanked all those who had worked to make Triathlon England such a success including the staff and numerous volunteers.

He confirmed in future years more explanation would be given to support any proposed resolutions enabling members voting by post or proxy to make an informed opinion.

The date and place of the next meeting to be confirmed but to take place in November or December in line with Memorandum and Articles of Association.

The meeting closed at 11.15 am.