**Company Number: 06952200**

**PARKOUR UK LIMITED**

**(the "Company")**

MINUTES OF A MEETING OF THE

**ANNUAL GENERAL MEETING OF THE COMPANY HELD**

**AT PARKOUR UK, 4TH FLOOR, BURWOOD HOUSE,**

**14 – 16 CAXTON STREET LONDON SW1H 0QT**

**ON TUESDAY 29th JULY 2014 18.00**

**IN ATTENDANCE:** Stephen Mitchell (Independent Chair), Dominic Edginton (independent Director & Treasurer), Dan Edwardes (Elected Director), Francois Mahop (Elected Director), Eugene Minogue (Chief Executive), Colin Devenny (Northern Ireland Rep & Belfast Parkour), Jim Key (Singlebound Parkour), Tim Hurst (JUMP Parkour), Dan Timms (JUMP Parkour), Steven Whitley (Storror), Kel Galister (Glasgow Parkour Girls), Jade Shaw (Parkour Dance) & Lucy Katan (Sport + Recreation Alliance & Independent Invigilator).

**APOLOGIES:** Chris Rowat (Elected Director), Joy Johnston (Independent Director), Richard Barker (Independent Adviser), Sebastien Foucan (Ambassador), Chris Keighley (England Rep & Parkour Generations), Chris Grant (Scotland Rep & Glasgow Parkour), Jackson Turner (Train Hard Parkour), Brad Moss (Southend Parkour).

WELCOME & INTRODUCTIONS

The Chair opened the meeting and welcomed all in attendance.

## The chair expressed thanks on behalf of the company to the Sport + Recreation Alliance for hosting and kindly invigilating the meeting, in addition to their continued support.

## The Chair outlined ‘house-keeping’ for the meeting & the venue.

## Introductions & apologies for the meeting

## NOTICE and quorum

The Chair reported that notice of the meeting had been given to all of the members & directors of the Company and that the meeting was quorate

## DIRECTORS' DUTIES AND declarations of interest

## The directors were reminded that they needed to comply with their duties to the Company, including the duties set out in sections 171 to 177 Companies Act 2006. These included a duty to declare interests in proposed transactions and arrangements with the Company and a separate and independent statutory obligation to declare interests in existing transactions and arrangements with the Company ("**transactional interests**").

## Each director was reminded that they also needed to comply with their duty to avoid a situation in which they have, or could have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company ("**situational conflicts**"), unless authorised either by directors independent of the conflict, as permitted by the Companies Act 2006 or in one of the other ways permitted by the legislation.

report of the activities of the company

## Qualifications & Training:

### The CEO outlined the number of courses delivered throughout 2014

### Seven – Parkour UK 1st4sport Level 1 Award in Coaching Parkour / Freerunning (QCF)

### Two – Parkour UK 1st4sport Level 2 Certificate in Coaching Parkour/Freerunning (QCF) & Three sets of Level 2 Assessments

### Four – Parkour UK CYQ Level 2 Certificate in Instructing Parkour/Freerunning Fitness Training (QCF)

### Three – Parkour UK 1st4sport Introductory CPD Award in Teaching Parkour/Freerunning (QTS)

### Three – Parkour UK Sports Leaders UK Award in Leading Parkour/Freerunning

## The CEO outlined the development of the various Parkour UK Accreditations, Awards, CPD & Qualifications ‘map’ which fully details the full offer of accreditations, awards, CPD & qualifications available from Parkour UK, covering Achieving, Leading, Coaching, Teaching & Instructing.

### Please see attached Accreditation, Awards, CPD & Qualifications ‘Map’ (appendix 1)

### The CEO highlighted each course and its context. New qualifications in development for delivery in 2015 include:

#### Parkour UK CYQ Level 3 Diploma in Instructing Parkour/Freerunning Fitness (QCF)

#### Parkour UK 1st4sport Level 3 Diploma in Coaching Parkour/Freerunning (QCF) – subject to the outcome of the review of the National Occupational Standards (NOS) being undertaken by Sports Coach UK & Skills Active.

#### Parkour UK 1st4sport Intermediate Award in Teaching Parkour/Freerunning (PE) for the 2015/16 Academic Year

### The CEO outlined that a formal submission for UKCC endorsement from Sports Coach UK for the Parkour UK 1st4sport Level 1 Award & Level 2 Certificate in Coaching Parkour/Freerunning (QCF), will be made in 2015 (subject to the extension of the qualification end date with 1st4sport Qualifications & the NOS review being undertaken by Sports Coach UK and Skills Active). Both qualifications learner packs have been revised to ensure they meet the UKCC criteria.

### The CEO outlined the intention to have the Parkour UK 1st4sport Introductory CPD Award in Teaching Parkour/Freerunning (QTS) approved and endorsed by afPE via their Professional Development Board. It is intended an application will submitted during the 2014/15 academic year.

## Sports Councils Recognition

### The CEO provided an update on the progress with the application for recognition of the sport & NGB with the UK Sports Councils (Sport England, Sport Wales, Sport NI, Sport Scotland & UK Sport).

### The pre-application was submitted to Sport England (for and on behalf of all the UK Sports Councils) on the 1st March 2013.

### Following a review of the pre-application by the UK Sports Councils, a meeting was held with Sport England to discuss the review & outcome of the pre-application on the 12th July.

### It was detailed at the meeting that the pre-application was unsuccessful, based on some technical points, mainly to do with the company’s current memorandum & articles of association. A number of changes to our memorandum & articles of association were implemented under special resolution at the 2013 AGM.

### The pre-application was re-submitted on the 4th Nov 2013. The decision on the pre-application by the UK Sports Councils was published on 26th March 2014.

### While the pre-application was successful this does not yet grant recognition. However the approval of the pre-application now means that we are being invited to submit a full-application for recognition (which is essentially the final phase to the application process for recognition).

### Parkour UK was be invited to a meeting with the UK Recognition Panel (made up of representatives from (Sport England, Sport Wales, Sport NI, Sport Scotland & UK Sport) on 20th May 2014 to discuss the full-application submission process in further detail, the time-scales for the submission and time-scales for when we are likely to receive the decision on recognition.

### At the meeting in May, the UK Recognition Panel highlighted a number of further points of clarification as well as a request to make some additional changes to our memorandum & articles of association. Some of which we are hoping to address under the proposed special resolution later in the meeting.

### It is the intention (subject to approval of the special resolution) that Parkour UK will then proceed with submitting the full-application for recognition, which is likely to be this Winter.

### This is a very significant and positive milestone in the on-going development and recognition of Parkour/Freerunning in the UK, but also worldwide.

### The CEO outlined the significant support we have received throughout from Olswang, our legal partners, the Sport + Recreation Alliance, our representative body & Sport England. He expressed thanks on behalf of the company & it’s members for this support.

### The chair outlined the Sport Councils current priorities and the opportunities for Parkour/Freerunning & Parkour UK. Particularly the significant contribution our sport can make to these priorities, now & remaining years of the Whole Sport Plan funding cycle up to 2017.

## Other activities

### The CEO outlined the on-going and continuing relationship and work that is being developed and delivered in partnership with the Youth Sport Trust via the Matalan Sporting Promise programme. The CEO wished to express thanks to the Youth Sport Trust for their continued support for Parkour/Freerunning & Parkour UK. This has enabled the Parkour UK to better develop Parkour/Freerunning in schools and has been instrumental in developing, establishing and delivering the PK Peers Award (Parkour UK Sports Leaders UK Award in leading Parkour/Freerunning). The following delivery has been agreed for 2014/15:

### Working with The Deanes School, Colchester; Corpus Christi, Leeds; Bristol Gateway, Bristol; Coopers Coborn, Grt. London. Offering 3 ‘days’ engagement to each school plus one day at a national event. For each school the 3 ‘days’ are split as:

### 1 day – Parkour UK Sports Leaders UK Award in Leading Parkour/Freerunning (PK Peers) for those 13yrs+

### 1 day – Parkour UK 1st4sport Introductory CPD Award in Teaching Parkour/Freerunning

### ½  day – 1.5hr Masterclass & 30-45min Q&A/meet and greet with Seb Foucan (Parkour UK Ambassador)

### Additionally as part of the Matalan Sporting Promise programme, Matalan via their new sports stores – Sporting Pro will be offering exclusive offers and discounts for Parkour UK members. We will share these offers directly with Members and the community via email and our social media channels.

### The CEO outlined the very successful work being carried out via County Sports Partnerships through Sportivate, which is funded by Sport England. Parkour/Freerunning is one of the biggest sports on the Sportivate Programme. The CEO highlighted the work of our members Apeuro Freerun Durham, who had worked with the CSP & Durham County Council to deliver a highly successful project.

### The CEO outlined the continued and on-going work on the [British Standard for Parkour Equipment (BS10075:2013)](http://www.parkouruk.org/?p=1850) which was published in Feb 2013. [Parkour UK](https://www.facebook.com/ParkourUK?group_id=0) has led the development of the standard along with various partners & experts from various fields for over the past 3 years. This is a significant achievement for Parkour/Freerunning in the UK, which has been aiding the marked increase in new Parkour training facilities being developed, even prior to publication. Following publication it has had a direct and beneficial impact enabling local authorities, schools, colleges, universities, sports centres, land owners, manufacturers and installers to build Parkour/Freerunning facilities and equipment that are fit-for-purpose, safe and to the recognised standard.

### The CEO outlined that following the publication of the British Standard for Parkour Equipment, this has led to the development of a European Standard for Parkour Equipment. BS10075:2013 is being utilised as the base document / framework for the development of the European Standard. The CEO is an active member of the European committee.

### Following feedback from coaches and members. The CEO detailed the developing work on introducing a 'Parkour Professionals Register' (working title) in partnership with Skills Active. They already operate several professionals’ registers, including the [Register of Exercise Professionals (REPs](http://www.exerciseregister.org/)). The new Parkour Professionals Register will provide membership & benefits (inc. Insurance) for Practitioners, Performers, Leaders, Coaches, Teachers & Instructors. This work is on-going and it is hoped that existing coaches, as well as some performers will be migrated into the new register for 1st January 2015. A public launch and the opening of the register will follow for practitioners, leaders & instructors.

### The CEO outlined the emerging development of working with [Participant UK](http://www.participant.co.uk/solutions/sports-organisations), which will provide Parkour UK & its members with an on-line system to manage memberships, subscriptions, events, classes and ticketing. This system will be rolled out to members with the 2015 affiliation package.

### The CEO outlined the emerging development of working with [RunAClub](https://www.runaclub.com/AboutRunAClub.aspx), which will provide Parkour UK members with a cloud-based, easy to use, administration system for people who run community clubs/organisations.  It has all the essential support members need to set up and manage their own community club/organisation or network of clubs.

### The CEO outlined the encroachment beyond proper limits by British Gymnastics via FreeG / Freestyle Gymnastics into Parkour/Freerunning, a separate sport / activity.

### The CEO outlined that on-going dialogue is taking place with both Sport England & British Gymnastics detailing our current concerns / issues that this encroachment is having on Parkour/Freerunning.

### The CEO outlined the that a meeting facilitated by Sport England with British Gymnastics took place in October 2013, to air our issues & concerns relating to the encroachment in our sport and to begin looking at all options for an appropriate resolution. Parkour UK did request that an independent observer be present at the meeting. Sallie Barker from the Sport & Recreation Alliance agreed to attend as an independent observer. Unfortunately our request was not facilitated.

### The CEO outlined that since the meeting taking place with on-going dialogue has taken place with both Sport England & British Gymnastics in relation to some of the issues & concerns we raised at that meeting.

### The CEO outlined that in June 2014 he wrote to British Gymnastics, following up on the meeting from October 2013 and the subsequent dialogue relating to our issues/concerns. This correspondence was to highlight the significant changes Parkour UK had made in terms of recognition, as well other updates. Additionally to pick up on the increased encroachment and the subsequent confusion caused by FreeG/Freestyle Gymnastics from both British Gymnastics & their members. Therefore requesting a meeting with Sport England & British Gymnastics to discuss and appropriate address.

### Unfortunately this request was not accept by Sport England. The CEO did write back requesting that our fair and reasonable request for a meeting with Sport England (not with British Gymnastics) be re-considered so that we can appropriately and amicably address our legitimate and significant concerns. Alternatively, we would request mediation and/or arbitration with both British Gymnastics & Sport England via [Sport Resolutions](http://www.sportresolutions.co.uk/page.asp?section=57&sectionTitle=Mediation) dispute resolution service to amicably reach a mutually agreed settlement.

### To date there has been no response from Sport England or British Gymnastics about meeting. Therefore it’s likely that we will request mediation and/or arbitration with both British Gymnastics & Sport England via [Sport Resolutions](http://www.sportresolutions.co.uk/page.asp?section=57&sectionTitle=Mediation) dispute resolution service to amicably reach a mutually agreed settlement.

### Several members re-affirmed their issues / concerns surrounding the introduction of FreeG / Freestyle Gymnastics which echoed Parkour UK’s concerns.

### Several members expressed concerns relating to impact on their livelihoods by the impact of FreeG as there is considerable confusion relating to who is appropriately qualified to deliver what sport/activities. Additionally around potential reputational damage, particularly in relation to accidents/insurance claims relating to FreeG, as this is often perceived as or confused with Parkour/Freerunning.

### The CEO noted the member’s issues / concerns and asked for members to highlight any additional concerns or information relating to FreeG directly to him. The CEO detailed that he collate members concerns and highlight these with Sport England & British Gymnastics and/or via the proposed dispute resolution, facilitated by Sport Resolutions.

### The CEO re-affirmed Parkour UK’s position on the encroachment by British Gymnastics into our sport and Parkour UK will be proactive in highlighting the issues /concerns with relevant parties. The CEO asked members to refrain from publicly airing concerns / issues via social media, public meetings etc, but in the short and medium term to refer these to Parkour UK to take up directly with British Gymnastics & Sport England and/or via the proposed dispute resolution, facilitated by Sport Resolutions.

### The CEO re-affirmed Parkour UK’s commitment to seek and amicable resolution to the encroachment. The CEO also highlighted that there are mutually beneficial opportunities available to both Parkour UK & British Gymnastics, if a resolution can be reached and that FreeG is more appropriately/correctly positioned. Additionally there are additional benefits for consumers/participants and Sport England (as well as the other UK Sports Councils) on increasing participation through exploring these mutually beneficial opportunities.

### The CEO re-affirmed Parkour UK’s commitment to look at different, innovative ways of working with partners, others NGB’s and the sports councils both to the benefit of Parkour/Freerunning & consumers/participants.

# **REPORT FROM THE INDEPENDENT CHAIR**

## The chair welcomed the continued opportunity as independent chair of Parkour UK and what he feels he can bring to the role and the NGB, if re-elected.

## The chair wished to express his thanks to the CEO & other board members for the work they have put in to get the NGB to this pivotal point for the sport in the UK.

## The chair gave an update on the Sport + Recreation Alliance’s Voluntary Code of Good Governance, particularly the 7 key principles and the current scrutiny of NGB’s governance. The chair highlighted the significant strides Parkour UK has made in being one of the first NGB’s to sign up to the voluntary code, but more importantly implementing the code. The chair also highlighted the need to continue this on-going work and highlighted what changes are being proposed to meet the on-going developments on good governance (which also fit ‘hand-in-glove’ with the requirements for recognition).

## The chair outlined the proposed changes to the company’s governance and why these are being proposed and encouraged the membership to positive support the proposed resolutions so that the company can continue its developments towards fully implementing the voluntary code of good governance.

DIRECTORS REPORT & COMANY ACCOUNTS

Accounts up to 31st March 2014.

### The independent director & treasurer outlined the requirements under Companies Act 2006 and the company’s statuary requirements

### The independent director & treasurer outlined the company’s accounts for 2013/14 (year end 31st March 2014) have been fully finalised, agreed by the Board and are ready to be submitted to Companies House for filing.

## Appointment of the company’s auditors for the year to 31st March 2015

### The independent director & treasurer outlined the significant cost of appointing auditors and that he company was not currently in a financial position to appoint auditors for the 2014/15 financial year.

### The independent director & treasurer outlined that the company will not appoint auditors prior to recognition. Therefore it is proposed that auditors will be appointed at the 2015 AGM, at which point it is foreseeable that Parkour UK will have received recognition.

## Accounts / Directors report & other disclosures

### It was proposed that post recognition that the company adopt a principle of full disclosure of accounts to go beyond the minimum requirement of abbreviated accounts as required by Companies House.

### The above proposal will be voted on at the 2015 AGM

# **GOVERNANCE**

## Re-election of Stephen Mitchell for a second term as Independent Chair

### The CEO outlined the proposal for the re-election of Stephen Mitchell as an Independent Chair. A vote by the current voting members was undertaken and the proposal was carried with 9 for, 1 abstain 0 against

### The CEO confirmed the re-election of Stephen Mitchell

## Re-election of Dominic Edginton for a second term as Independent Director & Treasurer

### The Chair outlined the proposal for the re-election of Dominic Edginton as an Independent Director & Treasurer. A vote by the current voting members was undertaken and the proposal was carried with 9 for, 1 abstain 0 against

### The chair confirmed the re-election of Dominic Edginton

## Appointment for the role of President

### The Chair outlined the proposal for the appointment the role of President for Parkour UK. Sebastien Foucan of Foucan Freerunning Academy & current Parkour UK Ambassador, was nominated by the membership. A vote by the current voting members was undertaken and the proposal was carried with 10 for, 0 abstain 0 against

### The chair confirmed the appointment of Sebastien Foucan as President of Parkour, which he will combine with his existing role as Ambassador.

## Appointment for a Representative for Wales (Full Member)

### The Chair outlined the proposal for the appointment of a representative for Wales (Full Member). Craig Robinson of Fluidity Freerun, was nominated by the membership. A vote by the current voting members was undertaken and the proposal was carried with 9 for, 1 abstain 0 against

### The chair confirmed the re-election of Craig Robinson (subject to successful completion of his Parkour UK 1st4sport Level 2 Certificate in Coaching Parkour/Freerunning (QCF) assessments in September 2014)

## The chair wished to thank Lucy Katan from the Sport + Recreation Alliance for independent invigilating the meeting & independent counting / invigilating the voting papers

# **SPECIAL RESOLUTION**

## The CEO outlined the detail of the proposed special resolution to meet the requirements of the voluntary code of good governance and also following feedback from the UK Recognition Panel at the meeting in May 2014, following the successful on the pre-application for recognition.

## The CEO detailed the changes to the Memorandum & Articles of Association summary of the proposed changes are as follows:

### Removing the voting category of founding members

### Only have organisations in membership, no individuals. Having three voting categories:

#### Associate (no subscription fee, non-voting)

#### Affiliate (subscription fee, 1 vote)

#### Accredited (subscription fee, 2 votes)

### The above changes would mean result in the introduction of annual membership fees for Affiliate & Accredited members.

### A clause that outlines Parkour UK is the sole UK wide National Governing Body for Parkour/Freerunning

### Board composition & rotation/terms of directorships

### Formal recognition of our [home nation representatives](http://www.parkouruk.org/about/the-board/) for the 4 home nations

## The CEO outlined that the vote on the proposed Memorandum & Articles of Association has been fully devolved from only the current voting members (under the current Articles) to ALL members, as it was important that this change is a decision ALL members must decide upon, in addition it was in the ‘spirit’ of the changes the NGB wishes to implement moving forwards.

## The chair outlined the proposal for the adoption of the special resolution. A vote by all members was undertaken and the proposal was carried with 19 for, 0 abstain 0 against.

## The chair confirmed that the proposed special resolution was carried and that new Memorandum & Articles of Association would now be adopted.

## As the special resolution had now been adopted, it meant that ALL current members (& any new members up to 31st Dec 2014) would now be Associate members, until the 2015 membership cycle. As of the 2015 Membership cycle existing members & new applications for membership can apply for affiliate and/accredited membership, subject to paying the membership fee as set by the board.

## The chair wished to thank Lucy Katan from the Sport + Recreation Alliance for independent invigilating the meeting & independent counting / invigilating the voting papers

## Please see the attached letter from Sue Wressell at the Sport + Recreation Alliance confirming independent invigilation of the meeting & vote counting (appendix three)

# **ANY OTHER BUSINESS**

## **There being no further business, the meeting closed.**

## The Chair thanked all attendees for attending the 2014 AGM and outlined that the future for Parkour/Freerunning is looking very positive now and post-recognition, however there is still a significant amount of work to do. The Chair encouraged members to continue the positive work they are doing and that Parkour UK will support them as best they can with the resources available to us.

**SIGNED** by **STEPHEN MICTHELL** ) ……………………………………………… Independent Chair

**SIGNED** by **DAN EDWARDES**  ) ……………………………………………… Elected Director

**SIGNED** by **EUGENE MINOGUE** ) ……………………………………………… Chief Executive

**29th July 2014**