

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 21ST JULY 2015 18.00**

IN ATTENDANCE:

Stephen Mitchell, Independent Chair, Parkour UK
Dominic Edginton, Independent Director, Parkour UK
Dan Edwardes, Elected Director, Parkour UK
Chris Rowat, Elected Director, Parkour UK
Sebastien Foucan, President, Parkour UK & Foucan Freerunning Academy
Chris Keighley, England Representative, Parkour UK & Parkour Generations
Eugene Minogue, Chief Executive, Parkour UK
Scott Jackson, Train Hard Parkour
Brad Wendes, Team Kinetix
Craig Robinson, P.L.A.Y / Fluidity Freerun
Frazer Meek, P.L.A.Y / Fluidity Frerun
Brad Moss, Southend Parkour
Andrew Cronin, AiM
Jim Key, Singlebound Parkour,
Dan Timms, JUMP Parkour,
Brian Appieh-Obeng, Parkour Dance
Sean Delaney, Street Monkeys
Harry Murden, Team Traceur

James Brandon, Independent Invigilator, Sport + Recreation Alliance

APOLOGIES:

Francois Mahop, Elected Director, Parkour UK
Joy Johnston, Independent Director, Parkour UK
Richard Barker, Independent Adviser, Parkour UK
Chris Grant, Scotland Representative, Parkour UK & Glasgow Parkour
Ovando Carter, London Parkour Project

1. **WELCOME & INTRODUCTIONS**

1.1 The Chair opened the meeting and welcomed all in attendance.

1.2 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.

1.3 The Chair outlined 'house-keeping' for the meeting & the venue.

1.4 Introductions & apologies for the meeting

1.5 **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

1.6 **Directors duties 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.

2. **REPORT OF THE ACTIVITIES OF THE COMPANY**

2.1 Qualifications & Training:

The CEO outlined the number of courses delivered throughout 2015

- Eight – Parkour UK 1st4sport Level 1 Award in Coaching Parkour / Freerunning (QCF)
- One – Parkour UK 1st4sport Level 2 Certificate in Coaching Parkour/Freerunning (QCF) & Two sets of Level 2 Assessments
- Two – Parkour UK CYQ Level 2 Certificate in Instructing Parkour/Freerunning Fitness Training (QCF)
- Four – Parkour UK 1st4sport Introductory CPD Award in Teaching Parkour/Freerunning (QTS)
- Four – Parkour UK Sports Leaders UK Award in Leading Parkour/Freerunning

2.2 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.

2.2.1 Please see attached Accreditation, Awards, CPD & Qualifications 'Map' (Appendix 1)

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

- Parkour UK YMCA Awards 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 and the review/replacement of the Qualification & Credit Framework (QCF).
- Parkour UK 1st4sport Intermediate Award in Teaching Parkour/Freerunning (PE) for the 2016/17 Academic Year – This may well be linked to the changes the Department for Education make on GCSE & A-Level PE.

2.2.3 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.

2.2.4 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 be submitted during the 2016/17 academic year.

2.3 Sports Councils Recognition

2.3.1 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).

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

2.3.3 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 2013.

- 2.3.4 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.
- 2.3.5 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.
- 2.3.6 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).
- 2.3.7 Parkour UK was 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.
- 2.3.8 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 were addressed via special resolution at the 2014 AGM & EGM.
- 2.3.9 Following the approval of the special resolution at the 2014 AGM & EGM that Parkour UK proceeded with finalising and submitting the full-application for recognition, which is likely to be Summer 2015.
- 2.3.10 The Full Application for Recognition for recognition has now been fully completed and approved by the board. The board proposed that the application was formally brought to members at the AGM/Congress for formal approval prior to submission.
- 2.3.11 The Chair asked for formal approval from members to submit the application to the recognition panel for and on behalf of the UK Sports Councils.
- 2.3.12 **IT WAS RESOLVED** The CEO would circulate the draft populated Full Application for recognition post AGM/Congress w/c 27th July for review and input by board. Following input & approval of the Full Application at the board meeting we would formally submit this to Sport England w/c 24th August 2015.
- 2.3.13 It is estimated that an indication on the formal decision on our application for recognition will be made by the end of 2015. The CEO advised he will keep the community fully informed of any developments on recognition.
- 2.3.14 This is a very significant and positive milestone in the on-going development and recognition of Parkour/Freerunning in the UK, but also worldwide.

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

2.4 Other activities

2.4.1 The CEO outlined the visit held today with Tracey Crouch MP, Minister for Sport at the DCMS. This is in the lead up to the formal launch of the Governments Consultation on a new sports strategy. The consultation is due to open in the next few weeks and formally closes in Autumn 2015.

2.4.2 The CEO encouraged members to formally respond to the consultation either directly or via Parkour UK.

2.4.3 The CEO outlined that Tracey is very supportive of 'new' / 'emerging' / 'lifestyle sports such as Parkour/Freerunning and is keen for this to be mentioned in the consultation.

2.4.4 The CEO outlined the continued and on-going work on the British Standard for Parkour Equipment (BS10075:2013) which was published in Feb 2013. Parkour UK 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.

2.4.5 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.

2.4.6 The CEO outlined that the current draft of the European Standard is out for public consultation and encouraged members to review this and feedback via Parkour UK. It is envisaged that the consultation will close in late Summer with the final drafting session taking place at the end of 2015, which should mean publication in Spring/Summer 2016.

2.4.7 The CEO detailed the developing work on introducing a 'Parkour Professionals Register' in partnership with Skills Active. They already operate several professionals' registers, including the Register of Exercise Professionals (REPs). The new Parkour Professionals Register now provides membership & benefits (inc. Insurance) for Practitioners, Leaders, Coaches, Teachers & Instructors. The Performers category will be added in 2016.

- 2.4.8 The register is still developing and new functionality being added for 2016. A public launch and the opening of the register for practitioners, leaders & instructors will take place to coincide with any announcement on recognition.
- 2.4.9 The CEO outlined the encroachment beyond proper limits by British Gymnastics via FreeG / Freestyle Gymnastics into Parkour/Freerunning, a separate sport / activity.
- 2.4.10 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.
- 2.4.11 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.
- 2.4.12 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.
- 2.4.13 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.
- 2.4.14 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 dispute resolution service to amicably reach a mutually agreed settlement.
- 2.4.15 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 dispute resolution service to amicably reach a mutually agreed settlement.
- 2.4.16 The CEO detailed that both Sport England & British Gymnastics were formally invited to resolve the dispute via mediation and/or arbitration with Sport

Resolution. The formal invitation was sent on the 16th September asking for a formal response within 14 days. Both parties responded on the same day, the 30th September 2014. Both parties had refused to engage with mediation and/or arbitration. The CEO read out both formal responses.

- 2.4.17 The CEO advised he meet with Ed Proctor, Executive Director at Sport Resolutions & also Sallie Barker of the Sport & Recreation Alliance to discuss next steps.
- 2.4.18 The CEO formally responded to both Sport England & British Gymnastics, outlining our dispute in further detail. The response was sent following the meetings with Ed Proctor & Sallie Barker.
- 2.4.19 Several members re-affirmed their issues / concerns surrounding the introduction of FreeG / Freestyle Gymnastics which echoed Parkour UK's concerns.
- 2.4.20 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.
- 2.4.21 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 collates members concerns and highlight these with Sport England & British Gymnastics and/or Sport Resolutions/Sport & Recreation Alliance.
- 2.4.22 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.
- 2.4.23 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 Parkour UK, British Gymnastics & Sport England, 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.
- 2.4.24 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, as we are scoping with British Orienteering & England Athletics.

3. REPORT FROM THE INDEPENDENT CHAIR

- 3.1 The chair welcomed the continued opportunity as independent chair of Parkour UK.
- 3.2 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.
- 3.3 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).
- 3.4 The chair outlined the process of appointment of the new Independent Directors, as well election of new Elected Director 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.

4. DIRECTORS REPORT & COMPANY ACCOUNTS

- 4.1 Accounts up to 31st March 2015.
 - 4.1.1 The independent director & treasurer outlined the requirements under Companies Act 2006 and the company's statutory requirements
 - 4.1.2 The independent director & treasurer outlined the company's accounts for 2014/15 (year end 31st March 2015) have been fully finalised, agreed by the Board and are ready to be submitted to Companies House for filing.
- 4.2 Appointment of the company's auditors for the year to 31st March 2016
 - 4.2.1 The independent director & treasurer outlined the significant cost of appointing auditors and that the company was not currently in a financial position to appoint auditors for the 2015/16 financial year.
 - 4.2.2 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 2016 AGM, at which point it is foreseeable that Parkour UK will have received recognition.
- 4.3 Accounts / Directors report & other disclosures
 - 4.3.1 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.
 - 4.3.2 The above proposal will be voted on at the 2016 AGM by members

5. GOVERNANCE

5.1 Recommendations from the Board for the appointment of two Independent Directors

- 5.1.1 The Chair provided a brief overview of the shortlisted 6 applicants for the role of Independent Director. All applicants were invited to interview, held at Sport England today. Each applicant had 15 min with the CEO followed by a formal interview with the recruitment panel.
- 5.1.2 The wished to formally record his thanks to Joy Johnston, Dan Edwardes & Eugene Minogue for help and assistance in the recruitment process.
- 5.1.3 The recruitment panel has made the recommendation to appoint Mark Abberley & Catherine Baker as Independent Directors
- 5.1.4 Additionally, the recruitment panel made the recommendation to appoint Bridget Kight as Company Secretary
- 5.1.5 The recommendations of the recruitment panel have been approved by the Board.
- 5.1.6 The Chair asked for formal approval from members to appoint Mark Abberley & Catherine Baker as Independent Directors & Bridget Kight as Company Secretary were approved by the Board.
- 5.1.7 **IT WAS RESOLVED** that the recommendation of the board for the appointments of Mark Abberley & Catherine Baker as Independent Directors & Bridget Kight as Company Secretary were approved by the members.

5.2 The adopted transitional arrangements that need to be are implemented:

Elected Director 1 - serves 1 year of his term and then must retire
Elected Director 2 - serves 2 years of his term and then must retire; and
Elected Director 3 - serves his full 4 year term and then must retire

- 5.2.1 The board had agreed that that under the transitional arrangements that Elected Director 1 would be Francois Mahop and would be formally retiring at the 2015 AGM.
- 5.2.2 The Chair on behalf of the NGB & our community/members wished to formally express and record their significant thanks, gratitude and appreciation to Francois for his contribution as founding member of Parkour UK and his service as a board member. This has enabled us as NGB to be established, develop, progress and break new ground in the sports sector in the UK and beyond.
- 5.2.3 As recognition for the significant contribution by Francois Mahop to Parkour UK, the board would like to offer Francois Mahop the opportunity to take up a role as Governor of Parkour UK, as detailed in our Memorandum & Articles of Association.

- 5.2.4 **IT WAS RESOLVED** That Francois Mahop would formally become a Governor of Parkour UK as of the 2015 AGM/Congress.
- 5.2.5 The board had agreed that that under the transitional arrangements that Elected Director 2 would be Chris Rowat and would be formally retiring at the 2016 AGM.
- 5.2.6 The board had agreed that that under the transitional arrangements that Elected Director 3 would be Dan Edwardes and would be formally retiring at the 2017 AGM.
- 5.2.7 The chair advised that with, due to her commitments in the Middle East that Joy Johnston will be formally resigning from the board of Parkour UK as of the 2015 AGM.
- 5.2.8 The Chair on behalf of the NGB & our community/members wished to formally express and record their thanks, gratitude and appreciation to Joy for her contribution prior to formally joining the board and throughout her term. This has enabled us as NGB to progress, develop and break new ground in the sports sector in the UK.
- 5.2.9 The Board expressed that they would welcome an application from Joy to re-join the board if/when a suitable opportunity arose in the future
- 5.3 Nominations, Nomination statements & appointment of Elected Directors
 - 5.3.1 The CEO outlined the [nominations & election statements](#) for the positions for Elected Directors
 - 5.3.1.1 UK – Brad Wendes, Team Kinetix – Kie Willis, Storm Freerun – Matt McCreary, T13 – Steven Whitley, Storrer
 - 5.3.1.2 England – Kie Willis, Storm Freerun – Scott Jackson, Train hard – Steven Whitley, Storrer
 - 5.3.1.3 Wales – Frazer Meek, Fluidity Freerun - Craig Robinson, P.L.A.Y
 - 5.3.1.4 Scotland – Gordon Tsang, Access Parkour / Edinburgh Parkour / Roots of Movement
 - 5.3.1.5 Northern Ireland – Matt McCreary, T13
- 5.4 The CEO outlined the election process for the election of the Elected Directors.
- 5.5 A vote by all voting members was undertaken, which was independently invigilated by James Brandon from the Sport + Recreation Alliance
- 5.6 The chair wished to thank James Brandon from the Sport + Recreation Alliance for independent invigilating the meeting & independent counting / invigilating the voting papers

- 5.7 The Chair confirmed that the following had been duly elected as Elected Directors:
- 5.7.1 UK – Brad Wendes, Team Kinetix
 - 5.7.2 England - Scott Jackson, Train Hard Parkour
 - 5.7.3 Wales – Craig Robinson, P.L.A.Y
 - 5.7.4 Scotland – Gordon Tsang, Access Parkour / Edinburgh Parkour / Roots of Movement
 - 5.7.5 Northern Ireland – Matt McCreary, T13
- 5.8 The Chair on behalf of the NGB & our community/members wished to formally welcome the newly Elected Directors to the Board. This will enable us as NGB to progress, develop and break new ground in the sports sector in the UK.
- 5.9 The CEO outlined the following and that the board had now formally adopted these. All existing and newly appointed and elected Board Members will be required to sign and commit to these.
- 5.9.1 Code of Conduct for Board & President
 - 5.9.2 Declarations of Interest
 - 5.9.3 Board Governance Definitions (Adopted from UK Sport)
 - 5.9.4 Conflict of Interest Policy
- 5.10 The CEO outlined that these would be published on our website in [The Board section](#).

6. **ANY OTHER BUSINESS**

- 6.1 The CEO advised that he has started a secondment with Sport England, from his substantive post at the City of Westminster. This is initially a year one secondment. Phil Smith, Director of Sport at Sport England has confirmed that there is currently no conflict of interest. Sport England has also confirmed that the CEO can continue in his role at Parkour UK.

There being no further business, the meeting closed.

- 6.2 The Chair thanked all attendees for attending the 2015 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 MITHELL
Independent Chair

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SIGNED by DAN EDWARDES
Elected Director

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SIGNED by EUGENE MINOGUE
Chief Executive

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21st July 2015