

# 2019 AGM - Minutes



## 2019 Annual General Meeting of the England Touch Association

**Venue:** Conference Call

**Date:** 11:30 Sunday 12th May 2019

### 1 Opening address and welcome

Mark Croston (Chair) chaired the meeting and welcomed everyone to the meeting. The meeting started at 11.30am.

#### Attendees:

- |                     |  |
|---------------------|--|
| 1. Mark Croston     | – Chair                                      |
| 2. Geraint Thomason | – ETA Non-Executive Director                 |
| 3. Gregg Cropper    | – ETA Chief Operating Officer                |
| 4. Geoff Howes      | – Finance Director                           |
| 5. Zoe Malarkey     | – ETA Events Manager / Nottingham Touch Club |
| 6. Max Raymond      | – Club   Peterborough                        |
| 7. Chris Simon      | – League   Perfect Motion                    |
| 8. David Cope       | – Governance Director                        |

### 2 Apologies

#### Apologies received from the following:

- |                               |                             |
|-------------------------------|-----------------------------|
| 1. Adrian Twigg               | - Club - Bedford            |
| 2. Andrew Martin              | - Assistant Referee Manager |
| 3. Anthony Atherton           | - ETA Board Director        |
| 4. Chris Powell               | - ETA volunteer             |
| 5. Dave Christophi            | - ETA Board Director        |
| 6. Eleana Ennes - Club        | - University - Exeter       |
| 7. Gareth Thomas - Club       | - Banbury                   |
| 8. Jason Cunningham - Club    | - Bournemouth Centre        |
| 9. John Boyes - Club          | - Hot Custard               |
| 10. John Kearsley - League    | - Bedford                   |
| 11. Jon Edwards - Club        | - Cheltenham                |
| 12. Keiron Jones - Club       | - OSJ                       |
| 13. Nicky Marsh – Club/League | - CSSC                      |
| 14. Phil Ridout - Club        | - Saracens                  |
| 15. Pippa Bourke              | - ETA staff                 |
| 16. Rich King                 | - ETA staff                 |
| 17. Richard Miller            | - Colston's School          |
| 18. Robin Wylie – Club/League | - Cambridge                 |
| 19. Sammie Phillips - Club    | - Thames Valley Vikings     |
| 20. Will Ten-Broeke - League  | - Pro Touch                 |

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## 3 Registration and accreditation of nominated delegates

13 Voting Members were present in the virtual meeting or by proxy. In accordance with Article of Association 30.2, the meeting was quorate (*quorum is 10*).

Representative	Voting member	Member type	Votes possessed
Chris Simon	League   Perfect Motion	League provider	1
David Cope	England Touch Director (Governance)	ETA board	1
Geoff Howes	England Touch Director (Finance)	ETA board	1
Geraint Thomason	England Touch Director (Non-Exec)	ETA board	1
Gregg Cropper	England Touch Director (COO) Club   Manchester Chargers League   Fully Charged	ETA board Club League	3
Mark Croston	Chair	ETA board	1
Max Raymond	Club   Peterborough	Club	1
Zoe Malarkey	Club   Nottingham Touch Club	Club	1

## Proxy Votes

Proxy given to	Voting member	Member type	Votes possessed
Chair	England Touch Director (High Performance)	ETA board	1
Chair	Club   Cambridge League   Cambridge	Club League provider	1
Chair	England Touch Director (Development)	ETA board	1

## 4 Receive and consider the minutes of the previous AGM and/or other SGMs

No comments or changes. 2018 Minutes accepted unanimously.

## 5 Directors' Reports:

Attendees all received soft copy of 2018 Annual Report. Mark Croston and Gregg Cropper, gave a brief summary and overview of the year to date, thanking all those involved at all levels.

## 6 Financial Report

The finance report was being finalised at the time of the AGM, due to tax implications, submission date to HMRC is end of June, and therefore will be available post this date. Geoff Howes and Gregg Cropper gave a brief summary.

## 7 Receive and consider the annual report

The Annual Report was accepted unanimously. Geraint Thomason noted the quality and quantity of its content, thanking those involved in its production.

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## 8 Election of elected directors and appointment of appointed directors

- **CEO - Standing:** None

In accordance with Article 23, the Board has the power to appoint an interim CEO. The role will be open for election at the next AGM for an initial two-year term.

- **Non-Executive Director (elected) - Standing:** Dan Parkinson

Dan Parkinson was voted in unanimously. The position starts with immediate effect and will be re-open for election in 2021\*.

- **Non-Executive Director (appointed) - Standing:** Andrew Wilding

Andrew Wilding was appointed by the Board in accordance with Article 20. The position starts with immediate effect.

### Governance Director

We received an application for the Governance Director Role following the AGM papers being circulated. Following an interview, David Bagshawe-Cope was appointed by the Board in accordance with Article 20. The position started on May 9th.

**\*Note:** All Board roles are two-year terms so there will be no vote on the above positions at the next AGM. Directors can be elected or appointed for a maximum of four 2-year terms. This is in line with the UK Sport / Sport England Governance Code.

## 9 Update on Company Structure

No comments or changes. 2019 structure accepted.

## 10 To consider any proposed changes to relevant policy documents – Change to Articles of Association: Article 44.1: Dissolution

### Gregg Cropper – Chief Operating Officer

The majority of England Touch's policy documents are signed off internally and are not subject to General Meeting votes. The proposed amendment to Article 44.1 of the Articles of Association was sent out prior to the meeting for review and unanimously approved during the meeting. It now reads:

#### **44. Dissolution**

*44.1 Any resolution to dissolve the Company at a general meeting must be passed by a minimum of two thirds of the eligible votes being cast in favour of the resolution. Upon dissolution, the assets and all profits, if any, after payment of all expenses and liabilities, shall be conveyed to the members.*

The rationale for this change is that for a company to only be subject to corporation tax on trading income that it receives from its non-members, it must meet the criteria for mutual trading. One of these criteria, satisfied by this amendment, is that there must be arrangements in place for any surplus made by the company to ultimately make its way back to its members with no arrangements for it to go anywhere else.

## 11 Closure of meeting at 12.00pm.