

## **DRAFT BASES Extraordinary General Meeting Minutes**

**Monday 28 February 2005 at 6.30 – 8.00pm at UK Sport, London.**

**Attendees:** C Mahoney (Chair), C Palmer, R Davison, E Winter, A Jones, R Tong, V Cox, P Bromley, K Thompson, N Ward, U Ehiogu, N Fowler, M Caulfield, D Bishop, A Dyer, A Toogood, G O'Donovan, R Thatcher, R Godfrey, A Smith, L Duffy, S Biddle, C Karageorghis, S Olivier, A Owens, M Price, R Beneke, P Dent, A Burden, L Burwitz, R Robson, K van Someren, K Fox, A McConnell, A Lane, T Mercer, C Allen, I Maynard.

**Apologies:** N Spurway, C Edmundson, A Baxter-Jones, A Harrison, J Bairstow, S Ward, G Hindle, M O'Brien, K Mcleish, A Duncan, A Pengilly, C Sellars, C Williams, G Howatson, K Wilson, H Weavers, K Tolfrey, C Sandland, G Whyte, N Mutrie, C Talbot, A Haase, A Anderson, R Lewis, S Rowell, D Peters, K Moore, I Donnelly, A Kerr, W James, L Board, N Vollaard, J Dabinett, J Tantawy, P Hayes, M Smith, J Buckley, K McLeish, J Lowther, B Laventure, G Peters, A Miles, M Smith, M Willems, P Boyle, C Williams, R Shave, R Thelwell, G Platt, P Lake, N Armstrong, P Russell, J Dymond, J Watkins, L Dawson, J Bint, Z Knowles, J Lomax, H Matheson, D Scott, A Balsdon, V Vleck, I Vergeer, A Wooles, S Garland, J Katz, R Morris, P Terry, S Jelly.

Craig Mahoney (CM) welcomed individuals to the Extraordinary General Meeting. He also highlighted the new improved membership package to start in April 2005.

**1. Minutes from the previous EGM, dated 13 October 2004**

The minutes from the previous EGM were highlighted to members for information only.

**2. BASES Proposal 1 - Forming Three Divisions**

The proposal was to: Establish three Divisions focused on the areas of Sport and Performance, Physical Activity and Health, and Learning and Teaching; and establish a formal mechanism for members to establish Interest Groups.

CM made reference to the 130 responses from the on-line survey, which were broadly in favour of the proposals. CM opened the floor for comments.

Les Burwitz (LB) and Neil Fowler (NF) raised concerns about the short timescale of the proposal – that existing structures and committees will continue only until September 2005. The importance of continuity of good practice in the transition period was highlighted.

CM responded that all projects need a start date and he considered that the AFC and E&T Committees could operate effectively in a Divisional structure. Andy Smith (AS) supported a September 2005 start date, favouring a 'Big Bang' approach. Claire Palmer (CP) added that it was typically the same individuals that volunteered to sit on committees and was hopeful that Section representatives would continue to be involved in the Divisional structure.

Adrian Burden (AB) sought clarification regarding the proposed role of Interest Groups in contributing to the workshop programme. It was envisaged that an E&T committee would continue with Interest Groups encouraged to contribute to the workshop programme.

Rob Robson (RR) and Uzo Ehiogu highlighted their support for the proposal – noting its relevance to them. RR noted the need for the membership to have faith in the Strategic Management Team (SMT) to implement the changes.

Paul Bromley (PB) stated that he was unclear how the Divisional structure would attract more members.

NF forwarded a formal proposal that the Sectional structure should continue until September 2006. This was seconded by LB. A vote was taken (7 in favour, 22 against, 5 abstained). The proposal was not supported by a simple majority.

A vote was taken on the original Proposal 1 (31 in favour, 1 against, 2 abstained). The proposal was supported by a simple majority.

### 3. **BASES Proposal 2 - Forming BASES as a Limited Company**

The proposal was to: Form BASES as a private company limited by guarantee - members' liability is limited to the amount they have agreed to contribute to the Association's assets (not exceeding £1) if it is wound up; to authorise the transfer of liabilities from the existing business structure to the new limited company; to dissolve BASES in its existing business structure; and to govern BASES by a Memorandum and Articles of Association and Rules (as opposed to by its current Constitution).

AS queried section 4.1 of the Articles of Association, noting that in the existing BASES constitution the annual sums were agreed by the members, whereas section 4.1 stated that "Members shall subscribe to the Association such annual sums as shall be agreed by the directors." AS suggested that "in consultation with the membership" should be added.

Richard Davison responded that if members were unhappy with decisions made by the SMT then there was a mechanism outlined in the Articles of Association of removing directors from office by resolution.

CP added that based on the past year's experience, the SMT, who are responsible for the financial security of the Association, should be the ones who determine the annual sums. She also raised concerns about the length of time between an AGM and the start of the financial year (6 months), which could potentially hinder the Associations' ability to make changes at the necessary pace. *(Post meeting note. To ensure financial flexibility, the SMT decided not to include the statement, "in consultation with the membership".)*

AS provided his support that BASES should form as a private company limited by guarantee and that elected officers should not be personally liable.

LB raised made several comments regarding items in the Memorandum and Articles of Association:

- Memorandum of Association – Section 4 (c) regarding benefits to Directors and whether this was applicable given one of the Directors will be a full-time employee. *(Post meeting note. Following legal advice, section 4 (c) has been removed.)*
- Articles of Association – Section 7 regarding expulsion from membership. LB recommended that reference to a breach of the Code of Conduct should be made in this section. *(Post meeting note. The following has been added: Failure to comply with the Association's Code of Conduct may result in expulsion from membership.)*
- Articles of Association – Section 12.1 regarding procedure at general meetings. An issue regarding the years when there was no Chair Elect was made. *(Post meeting note. Section 12.1 has been changed to accommodate this situation.)*
- Articles of Association – Section 14.6 and 14.7 regarding approval of Rules and new regulations. LB suggested that the terminology in these two sections should be made consistent. *(Post meeting note. This has been actioned.)*
- Articles of Association – Section 22.3 regarding inspecting accounting records. *(Post meeting note. Following legal advice, section 22.3 has been removed.)*

- Articles of Association – Section 23.2 and 23.3. LB recommended changing the expiry from 24 hours to 48 hours. *(Post meeting note. Following legal advice, this change has been made.)*

Queries were made about when the Rules of Association would be developed. CP responded that it was considered most appropriate to have these ready in time for the September 2005 AGM.

A vote was taken on the Proposal 2 (all members were in favour). The proposal was supported by a simple majority.

Following the meeting Kevin Thompson highlighted some issues regarding standardisation throughout the Articles of Association regarding voting procedures. *(Post meeting note. The Articles of Association have been changed so that all resolutions will be passed by a simple majority.)*

*Post meeting note. The British Association of Sport and Exercise Sciences was formed as a Limited Company on Tuesday 8 March 2005.*

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