



GRAND NATIONAL ARCHERY SOCIETY (THE)

Minutes of the Annual General Meeting of the Grand National Archery Society (The) on 24th April 2021 at 10.30am.

Attendance: see schedule attached

Apologies: Peter Turner
Moira C Taylor
Kath Fitzpatrick

1. **Welcome and house-keeping**

Good morning Ladies and Gentlemen. It is now just after 10.30a.m. and I should like to call this virtual meeting to order. Welcome to the 2021 Grand National Archery Society AGM. Thank you for logging in today and I would like to welcome you all. We will be recording this AGM for our records; so if you don't wish to be seen, please turn off your camera. I have now been Chair for just over two years and have still not conducted an AGM in person. Please type your name into the chat box, so we have a record of who has joined us today. If you click on the icon at the top right of your screen it will open the chat box. Please keep muted and use the chat box for comments.

The Government has introduced emergency legislation that allows companies to hold online meetings even if their Articles do not. If you are interested, we are holding this AGM remotely under the provisions of the The Corporate Insolvency and Governance Act 2020 (Coronavirus) (Extension of the Relevant Period) Regulations 2021. I am delighted that we have more than 40 people here, albeit not in person. Repeating what I said last year, our primary concern is the safety of our members, volunteers and staff. We do not want to put anyone at risk by gathering a large group of people together, even if the lockdown rules allowed it. We have therefore decided that this second online AGM is the best way of proceeding.

You will have received this year's voting papers from our colleagues at Civica Electoral Reform Services, and - as this is a virtual AGM - I am proposing that we take all votes as poll votes based on the responses to the electronic voting. With the exception of approving last year's minutes, you will not have to vote. We have received some questions by email and Neil will answer those later in the proceedings. Please email any further questions to us and we will answer them afterwards.

2. 2020 Annual General Meeting

It is only eight months since we held our delayed 2020 AGM online on 11 July 2020. Despite the difficulties of last year, one of the successes was the online AGM. We had more people able to attend and the electronic voting allowed more members to have their say on how we run AGB. And in difficult times it saved us the considerable expense of hiring a venue. What we lost was the fun and comradery of being together. We had planned to hold some roadshows around the UK at the end of 2020 to meet members in person, tell you what we had been doing and get your feedback, but we had not anticipated a second, or even a third, lockdown. We did however hold an online Q&A session at the end of November which was well attended, thank you for your support.

We reached the inevitable conclusion early this year that the 2021 AGM would have to be virtual again. Government guidance at the time of writing is that we should all be out and about at the end of June and, if that is the case, we will resurrect our roadshows later in the year.

3. 2021 Annual General Meeting

The formal part of the AGM is quite short this year - we have no elections and the only change that needs your approval is to amend our Articles of Association (the rules that govern how we run AGB) to allow on-line meetings, like this. Whilst the Government has passed the emergency legislation to allow all companies to hold online AGMs, we want to include it for future emergencies, and also because it allows more members to get involved, and we are a membership organisation at our heart. So we will, as in the past, devote most of this session to reviewing what we have been doing, celebrating archery and archers, sharing our vision for archery moving forward past the pandemic, and specifically what we are doing to help clubs and members recover and grow.

The past 13 months have been challenging for everybody and I want to thank all our staff, volunteers and members for their hard work and support in keeping AGB going. The staff adapted remarkably well to working from home and have kept abreast of the constant changes in advice and communicated the ever-changing guidelines to clubs and members, whilst still working on exciting projects to grow archery over the next few years.

Our sponsors have kindly stood by us, thank you; and both UK Sport and Sport England have helped with guidance and finance when needed. Neil Armitage, our CEO, will later

talk you through the operational review of the year and our exciting strategy developments. Last year I ended my opening remarks by saying that the next year would not be easy, but by working together we could ensure that archery comes out the other side of this crisis in a position to continue with our vision of “Enriching lives through archery”. That is still the case and, as we hope that we are entering a world where we can shoot again, I wish you all well and thank you for your continued support.

4. Confirmation of quorum

To start the formal proceedings I will now ask Company Secretary, Rachel Wilkinson, to confirm that a quorum is present. To confirm, the number of voting members online is 109 members.

5. Agenda for the Annual General Meeting

For the agenda today we will:

- 5.1 Receive apologies for absence;
- 5.2 Approve the minutes from last year’s AGM;
- 5.3 Receive and consider the Accounts (there is no vote on this);
- 5.4 Confirm the auditors; and
- 5.5 Change the Articles of Association.

- 5.1 I would like to ask the Company Secretary to confirm that apologies for absence have been received and these will be appended to the minutes. RW confirmed that apologies for absence had been received from 3 individuals as listed above.

Before we start the formal part of the meeting, may I now take a moment to reflect on and remember those members who have passed away recently and be silent for one minute as a mark of respect. Those who are able to stand would usually do so at this time, but please just bow your heads for a minute. Thank you, and without identifying any one in particular, may I also offer sincere condolences to friends and family for their loss.

5.2 Minutes of AGM 2020 and Matters Arising

The next item on the Agenda is to approve the minutes for the Annual General Meeting in 2020 and matters arising in relation thereto. The draft minutes have been available in full on our website. I would now like to ask Lizzy Rees from the Board to propose that the minutes are approved and signed as a true record of the meeting and I shall ask for a seconder from members on-line.

Lizzy Rees: I have much pleasure in proposing the resolution.

Lynne Evans: I have much pleasure in seconding the proposal.

I will now put the proposal to the meeting for a simple show of hands. Can you please raise your hands online. I declare the resolution carried, subject to checking on duplication of members present.

5.3 The Accounts

The next item on the Notice of Meeting is to receive and consider the Directors' Report for the year ended 30th September 2020 and to receive and consider the Independent Auditors' Report, the Profit and Loss Account and the Statement of Comprehensive Income for the year ended 30th September 2020 and the Balance Sheet at that date. These are available on the website. With your approval, I should like to take the Reports and the Statutory Accounts as read.

At this point, I will hand over to Scott Smith, Senior Independent Director and Chair of the Audit & Risk Committee. Scott Smith noted that in the year to 30th September 2020, there had been a £1m decrease in membership subscriptions and there were also other matters relating to the pandemic which included reduced affiliation, events being cancelled and reduced opportunities for training. It was noted that AGB had reduced its costs and used the government furlough scheme to reduce its costs which resulted in an operating profit of £47k. As a director of AGB, I consider that AGB is well placed to manage the financial challenges from the pandemic and I would like to thank Wendy Stead and the finance team for their hard work in getting the accounts approved and for the clean audit report.

5.4 Confirmation of re-appointment of auditors

I should like ask Scott Smith to say a few words about our Auditors. Then, I ask him to propose to the meeting that we appoint Azets Ltd and that the Directors be authorised to determine the remuneration of the auditors and I should like to ask for a seconder from members in the room.

Scott Smith: I have much pleasure in proposing the resolution.

Jane Rees: I have much pleasure in seconding the resolution

Scott Smith noted that the audit partner is rotated and that the audit ran very smoothly on a going concern basis. Scott Smith attended the audit closing meeting with the CEO and the Finance Director and there were no issues of concern raised. I have called for a poll vote and the results are as follows:

For: 97.58%

Against: 2.42%

Abstain: 53

That is 97.58% for the resolution to reappoint the Auditors, and I declare the resolution Carried.

Item 5.5 - Changes to the Articles of Association

The next item on the Notice of Meeting is to receive and, if thought fit, pass the following resolution as Special Resolution:

To approve the revised Articles of Association in the form provided to members ahead of the meeting, and initialled by the Chair for the purpose of identification, in substitution for the existing Articles of Association.

I would now like to ask Yakoob Ali from the Board to propose the resolution and to ask Julie Ryan from the Board to second the resolution.

Yakoob Ali: I have much pleasure in proposing the resolution.

Julie Ryan: I have much pleasure in seconding the resolution.

Jonathan Simmons wished to raise a concern about Article 28 of the Articles which he felt gave too much power to the Chair of the meeting. It was noted that with one member, one vote, all voting is takes place in advance of the meeting so effectively, all votes are by a poll with the results recorded by ERS. As this resolution is a special resolution it must be passed by a three quarters majority.

I have called for a poll vote and the results are as follows:

For: 96.21%

Against:3.79%

Abstain:77

That is 96.21 % for, and I declare the resolution Carried

6. Close

I want to thank the team who has made this possible - special thanks to Ellie Heath who has organised the admin, to Rob Potts who's made the IT work and to Emma Kasprazak for ensuring all the communications occurred. At this point we usually hand out awards to those who have made an exceptional contribution to archery. We are still doing that and will send certificates and plaques to those special people in the post. We will recognise them all on our website. Apologies that we cannot get Richard Custance, our President, to hand them over to you in person. The 2022 AGB AGM will take place on Saturday 23rd April 2022. I truly hope we can be back together in person next year. Details will be published on the website and in the Autumn Edition of Archery UK. Finally, thank you for your continued support during this difficult period and for joining us on-line today.

I declare this meeting closed at 11.30am.

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Chair