## THE FELL RUNNERS ASSOCIATION

MINUTES OF THE ANNUAL GENERAL MEETING HELD AT LANGDALE VILLAGE HALL, CHAPEL STILE, LANGDALE, ON SATURDAY 8 OCTOBER 2011.

The Chairman asked the meeting to stand in silence for a moment to reflect on the recent passing of Bill Smith.

- 1. MEMBERS PRESENT: 26. APOLOGIES: 15.
- **2. MINUTES OF 2010 AGM**. The minutes of the last Annual General Meeting (13 November 2010 at the Castle Green Hotel, Kendal) were approved. Prop: Nick Harris, Sec: Wendy Dodds.
- **3. THE CHAIRMAN** distributed copies of the joint Report prepared on behalf of the Chairman and General Secretary to the meeting which was taken as read. There were no questions. The Chairman wanted the meeting to acknowledge the last few paragraphs of the Report as regards the years of service of Alan Brentnall as General Secretary of the Association. The Chairman presented a token of esteem on behalf of the members to the General Secretary and a bouquet to Mrs Brentnall for her efforts and support to him.
- **4. THE TREASURER** distributed and reported on the accounts for the year ending 31 July 2011. These showed a broadly similar financial position to that at the end of 2010. Brian Martin asked a question about the significant administration costs. The Treasurer confirmed that these were the costs of the services provided by Martin Stone and Debbie Thompson and covered all aspects of administering the membership data and despatch of *The Fellrunner*.

## 5. ELECTION OF OFFICERS AND COMMITTEE.

- **a)** The Chairman noted the retirement Alan Brentnall as General Secretary of the Association and thanked him for his service to the Association.
- b) Officers. The following Officers were elected unopposed. Chairman Graham Breeze. Secretary Morgan Williams. Assistant Secretary office vacant. Treasurer Madeleine Watson. Membership Secretary Pete Bland. Fixtures Secretary Margaret Chippendale. Championships Coordinator Jon Broxap. Environment and Access Chris Knox. Magazine Editor Britta Sendlhoffer. Website Officer Brett Weeden. International Selection Committee Chair Alan Barlow. Coaching Co-ordinator Graeme Woodward. Welfare Officer Rod Sutcliffe. FRA Representative to the UK Athletics Mountain Running Advisory Group Alan Barlow. Statistician Mark Hobson. Junior Co-ordinator Duncan Richards.
- **c) Club Representatives**. There were four advance nominations. The following were **elected unopposed**: Mike Robinson (Dark Peak), Andrew Schofield (Borrowdale), Dave Ward (Pennine) and Nick Harris (Rossendale).
- **d) Membership Representatives.** There were four nominations made at the meeting. The following were **elected unopposed:** Ross Powell (Mercia), Andy Walmsley (Bowland), Alan Brentnall (Pennine) and Thirza Hyde (Calder Valley).
- **6. ELECTION OF AUDITOR.** Neil Hindle was elected unanimously. Mr Hindle pointed out that if the Association did proceed to incorporate, he would tender his resignation as auditor, as the aspects of the work that would follow were outside his expertise. He also commented that there was some sense in the same auditor preparing the accounts for the Association for the period down to 31 December 2011 and the accounts for the first financial period of any new corporate body. The Chairman thanked Mr Hindle both for his comments and, should he resign in due course, his lengthy service as auditor.

## 7. MOTIONS.

The Chairman noted the confidence expressed by the membership in the committee in terms of the elections under item 5 above. He reported the view of the committee that it was an important step for the Association to move to incorporated form. He also noted the article by the new General Secretary in the Summer 2011 *Fellrunner* and the "Progress towards incorporation" document and draft Articles of Association which had been posted on the FRA's website in early September. The three motions before the meeting related to the incorporation project. Member approval was required for the project to proceed. Before moving on to the formal resolutions, the Chairman wanted to allow time for any questions on the background to the motions that any member might have. The General Secretary would answer any questions.

Brian Martin asked for a summary of the mechanics of the process. The General Secretary outlined the proposed incorporation of the new body in early December 2011 with himself, the Chairman and the Treasurer becoming the first members and officers of the new company. The constitution would be as per the draft already shared with members. A formal agreement was needed to transfer the assets and liabilities from the old to the new body. This had been drawn up and would take effect just before midnight on 31 December 2011. Members would automatically become members of the new body. The committee members just elected would then become committee members (directors) of the new body. The accounting period of the new body would run from 1 January to 31 December in each year to tie in with the membership year.

Clare Kenny raised the question of the costs of the process. The Chairman commented that the legal, accounting and tax advice which had been received had been both necessary and helpful, and there would be several thousand pounds of cost involved. These costs were low on the scale of professional charges and the Association had benefitted from having the General Secretary, who is a qualified solicitor, available to work with the professionals. Without this resource, the costs would have been considerably higher.

There being no further questions, the meeting proceeded to vote on the motions. The text of the motions was set out in the formal notice of the meeting. It was noted that four postal votes had been received all of which were votes in favour of the three motions.

- **a) Approval of Transfer Agreement.** This motion was proposed by the committee and was approved unanimously by the members present at the meeting.
- **b) Authority to agree the terms of and to sign the Transfer Agreement.** This motion was proposed by the committee and was approved unanimously by the members present at the meeting.
- **c) Authority to dissolve the Fell Runners Association.** This motion was proposed by the committee and approved unanimously by the members present at the meeting.

## 8. THE CHAIRMAN CLOSED THE MEETING.

As usual, there was an open discussion on fell running matters after the formal business was complete.