

Company Number: 10862928

**PARKOUR EARTH**

(the "Company")

**MINUTES OF A MEETING OF THE  
ANNUAL GENERAL MEETING OF THE COMPANY HELD  
DIGITALLY VIA MICROSOFT TEAMS  
SATURDAY 3 DECEMBER 2022 08:00 UTC**

**In attendance:**

Stuart McInnes, Interim Independent Chair – *Parkour Earth*  
Christina Tønder Bell – Senior Independent Director – *Parkour Earth*  
Mikkel Rugaard, Independent Director – *Parkour Earth*  
Adélaïde Gandrille, Elected Director – *Parkour Earth*  
Travis Ranson, Elected Director – *Parkour Earth*  
Janne Laurila, Elected Director – *Parkour Earth*  
Dr Damien Puddle, Chief Executive – *Parkour Earth*  
John 'Hedge' Hall, Deputy Chief Executive – *Parkour Earth*

Adam Kozy – Board Member, *United States Parkour Association*  
Panu "Panda" Ilén – Vice President, *Suomen Parkour Ry, Finnish Parkour Association*  
Kel Glaister – Representative, *Australian Parkour Association*  
Julian Dutoit – Board Member, *Swiss Parkour Association*  
Patrik Gabryš – President, *Česká asociace parkouru, Czech Association of Parkour*  
Dan Newton – CEO, *Parkour UK*

**Late arrivals:**

Carles Vera – Representative, *Plataforma Española de Parkour y ADD, Spanish Federation for Parkour and ADD* (8:24)  
Paul Gray – CEO, *Parkour South Africa* (8:38)  
Tomasz Dąbrowski – President, *Polska Federacja Parkour i Freerun, Polish Federation of Parkour and Freerunning* (8:46)  
Chris Keighley, Elected Director – *Parkour Earth* (8:53)  
Yann Daout – Board Member, *Swiss Parkour Association* (9:05)

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**1. Welcome & Introductions** (meeting commenced at ~08:09 UTC)

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

**1.2. Apologies**

1.2.1. The Chair led the introductions & apologies for the meeting

1.2.2. The Chair reported that due notice of the meeting had been given to all the Member Federations & Directors of the Federation and that the meeting was quorate

Premier Place, 2 & A Half Devonshire Square, London EC2M 4UJ, United Kingdom  
+64 (27) 747 8426 [www.parkour.earth](http://www.parkour.earth)

1.3. The Chair expressed thanks on behalf of Parkour Earth to the Member Federations for attending today's Annual General Meeting (AGM), following the notification of the AGM as circulated by the CEO on 5 November 2022

1.4. The Chair thanked the CEO for preparation of the AGM, hoping all understand and appreciate the time commitment from him for Parkour Earth

1.5. The Chair outlined 'house-keeping' for the meeting

#### 1.6. **Minutes of the last meeting & matters arising**

1.6.1. The Chair advised that the previous AGM was held on 04 December 2021

1.6.2. The Chair advised that the draft minutes of the AGM were duly circulated, as per our Memorandum & Articles of Association; 31.1 An AGM/General Meeting is to be called by at least 30 clear days' written notice

1.6.3. The Chair went through the draft 2021 AGM minutes, requesting any queries and/or amendments from members and/or the Directors

1.6.4. The Chair requested if there were any matters arising from the draft minutes of the 2021 AGM

1.6.5. **IT WAS RESOLVED** that there were no matters arising and the minutes of the meeting held on December 4<sup>th</sup> 2021 were approved as a true and accurate record of the meeting and should be signed.

## 2. **Governance**

### 2.1. **Declarations of interest**

2.1.1. 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").

2.1.2. 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.

2.1.3. Although not a Director, Dr Damien Puddle, Chief Executive – Parkour Earth declared an interest with members Parkour NZ – Tauhōkai Aotearoa

2.1.4. Travis Ranson, Elected Director – Parkour Earth declared an interest with members Australian Parkour Association and Swiss Parkour Association

2.1.5. Chris Keighley, Elected Director – Parkour Earth declared an interest with members Parkour UK

2.1.6. Janne Laurila, Elected Director – Parkour Earth declared an interest with members Suomen Parkour Ry

2.1.7. Adélaïde Gandrille, Elected Director – Parkour Earth declared an interest with members Fédération de Parkour

2.1.8. No further declarations of interests in relation to the agenda items were declared

## 2.2. Code of Conduct

2.2.1. As per the Play the Game Governance Observer tool recommendation, the Chair reminded the Members that Parkour Earth has a Code of Conduct applicable to the Board.

## 2.3. Annual General Meeting 2023

2.3.1. The Chair advised that as per our Memorandum & Articles of Association we must hold an AGM at least once every eighteen-months and/or per calendar year. This fundamentally links to our statutory requirements for annual accounts filing

2.3.2. **IT WAS RESOLVED** that Parkour Earth would hold an AGM in December 2023

## 3. Member Updates

3.1. The Members each gave an update on national progress since the last AGM and shared anything they felt to be relevant to Parkour Earth and their fellow Members.

3.2. The Chair invited anyone to raise questions or comments on member updates.

3.3. The Chair thanked the Members for sharing their experiences. The Chair reminded Members that they can get in touch with each other at any stage to talk best practice, learnings, and anything people are working on.

## 4. Report of the Board, Independent Chair & the Federation

### 4.1. Chair's Report

4.1.1. The Chair gave a full report on the calendar year, elaborating on the purposes and progress of Parkour Earth, the processes of good governance, fighting the FIG, and continued development.

### 4.2 Annual Report

4.2.1.1 The CEO gave a full update based on all the items covered with the report:

4.2.1.2 Executive Message

4.2.1.3 Parkour Earth Team

4.2.1.4 Snapshot of 2022 including new Christina and Adélaïde joining the Board, appointment of Luis Alkmim as Ambassador Lead, re-launch of Swapping Shoes podcast under Parkour Earth, presenting at the Play the Game Conference, Members forum, launch of photography resource via Supporters Initiative, and PEPADD joining

4.2.1.5 Governance Report

4.2.1.6 Declarations of Interest

4.2.1.7 Financial Report

### 4.3 Strategic Plan

4.3.1 TJ gave a thorough overview of the Strategic Plan, an expansion of the 2022 version with a horizon for the end of 2024. First page unchanged. Second page somewhat familiar. Language tweaked in Capability section. Big goals is the new bit. Expansion of Competition component (previously, launch the knowledge hub). Commitment to continue and grow, bring together, give resource.

4.3.2 Commentary from the Board that an organisational structure is being developed that includes working groups with and without Board members to enable project development. Invitation to anyone with potential interest in supporting PKE, especially funding growth. Expect PKE to publish announcement about these groups and recruit. Please spread and support those messages as they arise.

4.3.3 Discussion focused on the 'Competition Guidelines' component: What do we mean? Vague, but recognise that we are the ISF for parkour and are making moves here. Members and community directly pressuring, but everyone is a bit different. Can't do exactly what is mentioned. National recognition requirements are different. If competitions launched, like FIG, without community involvement PKE would be doing what FIG is doing and introduce problems PKE is trying to oppose. More than report and information, but not yet clear whether this means rules/regulations or suggestions. Support development rather than dictate. Best practice being looked at. Gather the relevant parties and see what people agree on. Explore existing and non-tested ideas. Competition as form of event and maybe talking about event as a broader concept. Making it possible for others to take a lead. Encouragement for members to ask themselves what they need from PKE in the competition space, and articulate those requirements to PKE.

4.3.4 Thanks to all for their contribution.

### 4.4 FIG Update

4.4.1 The CEO shared an update regarding Parkour Earth's response to FIG.

### 4.5 GAISF (Global Alliance of International Sports Federations) Membership

4.5.1 The Chair explained that GAISF is winding up. Sport Accord will become the new body, but it needs to update its statutes to do so.

## 5. Voting

### 5.1. Any matter, motion or proposal submitted from the Board

5.1.1. Proposed changes to the Memorandum & Articles of Association regarding articles relating to the topic of Democracy, as identified through the Play the Game Governance Observer Tool

5.1.1.1. The CEO reiterated the rationale behind the Board's proposal to add Article 7.6

5.1.1.2. The Chair invited Members to vote on the resolution

5.1.1.3. **IT WAS RESOLVED** unanimously that the proposed changes to the Memorandum & Articles of Association concerning 'Democracy' (7.6) be accepted

5.1.2. Proposed changes to the Memorandum & Articles of Association regarding articles relating to the topic of Accountability, as identified through the Play the Game Governance Observer Tool

5.1.2.1. The CEO reiterated the rationale behind the Board's proposal to add Articles 17.2.1, 17.2.1.1, 17.2.1.2, 17.2.1.3. 30.2.9, 35.3

5.1.2.2. The Chair invited Members to vote on the resolution

5.1.2.3. **IT WAS RESOLVED** unanimously that the proposed changes to the Memorandum & Articles of Association concerning 'Accountability' (17.2.1, 17.2.1.1, 17.2.1.2, 17.2.1.3. 30.2.9, 35.3) be accepted

## 5.2. Any matter, motion or proposal submitted from Voting Members

5.2.1. The CEO advised that there were no matters matter, motion or proposal submitted from Voting Members in accordance with 27.1 and 27.2 of our Mem & Arts 21 days prior to the relevant meeting

## 6. Elections/Appointments of Directors

### 4.6 Retiring Director(s)

4.6.1 The Chair advised that no Directors were retiring.

### 4.7 Nominations for Elected Director(s)

4.7.1 The CEO advised that as detailed in the notice of the Annual General Meeting in accordance with Article 22.1. Subject to Article 22.2, any Voting Member may nominate individuals to be Elected Directors and Officers. Any nomination must be made on the form prescribed from time to time by the Board and signed by the nominee. Any nomination must be seconded by another Voting Member. Voting Members may only nominate or second one candidate for each post and the form must be completed and returned to the Chief Executive not later than 10 days before the date of AGM at which the election is to be held

### 4.8 Election of Elected Director(s)

4.8.1 The Chair confirmed that no nominations were received for the position of Elected Director

## 5 Accounts

### 5.2 Entrance Fees & Subscription Fees for Members

5.2.1 No change to Annual or Joining Membership Fees for any membership tiers, but the Board is looking at alternatives models.

### 5.3 Profit and Loss

5.3.1 The CEO declared income of £2,130.33 GBP as per the Financial Report.

5.3.2 The CEO declared expenses of £2056.96 as per the Financial Report.

**5.4 Appointment of the company’s auditors for the year to 31st March 2023**

5.4.1 No change to the company’s auditors.

**5.5 Accounts / Directors Report & other disclosures**

5.5.1 The Chair confirmed that the company accounts made up to 31st March 2022 would be filed with Companies House by December 31<sup>st</sup>, 2022.

**6 Any Other Business (AOB)**

6.1 Chair asked for any items of AOB from the Board and Members:

6.2 Following discussion of several items, and there being no further business, the meeting closed There being no further business, the meeting closed

6.3 The Chair thanked all attendees for attending the General Meeting and outlined that the future for Parkour/Freerunning is looking very positive. Special thanks to the CEO and Travis for their key contributions to the meeting. Parkour Earth will continue to support our Member National Federations as best we can with the resources available to us.

6.4 Meeting finished at 9:26 UTC.

<b>SIGNED by STUART MCINNES</b>	)		Independent Chair
<b>SIGNED by Adélaïde Gandrille</b>	)		Elected Director
<b>SIGNED by DAMIEN PUDDLE</b>	)		Chief Executive Officer

**January 27<sup>th</sup>, 2023**