

**PARKOUR EARTH**

(the "Company")

**MINUTES OF A MEETING OF THE  
ANNUAL GENERAL MEETING OF THE COMPANY HELD  
DIGITALLY VIA MICROSOFT TEAMS  
SATURDAY 4 DECEMBER 2020 08:00 UTC**

**In attendance:**

Stephen Sampson, Independent Chair – Parkour Earth  
Mikkel Rugaard, Independent Director – Parkour Earth  
Dr Damien Puddle, Chief Executive – Parkour Earth  
Travis Ranson, Elected Director - Parkour Earth  
Chris Keighley, Elected Director – Parkour Earth  
Janne Laurila, Elected Director – Parkour Earth

Yann Daout – Board Member, Swiss Parkour Association  
Panu Ilen – Vice President, Suomen Parkour Ry, *Finnish Parkour Association*  
Piitu Viittanen – Board Member, Suomen Parkour Ry, *Finnish Parkour Association*  
Ross McGachey – Representative, Australian Parkour Association  
Kel Glaister – Representative, Australian Parkour Association  
Michal Filipin – President, Česká asociace parkouru, *Czech Association of Parkour*  
Dan Newton – CEO, Parkour UK  
Tim Dorrian – Board Member, Parkour NZ – Tauhōkai Aotearoa  
Adélaïde Gandrille – Elected Director Nominee

Adam Kozy – Executive Director, United States Parkour Association (arrived late – 08:14 UTC)  
Tomasz Dabrowski – President, Polska Federacja Parkour i Freerun, *Polish Federation of Parkour and Freerunning* (arrived late – 8:46 UTC)  
Paul Gray – CEO, Parkour South Africa (arrived late – 9:07 UTC)

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**1. Welcome & Introductions** (meeting commenced at ~08:04 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

**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 2021

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 08 December 2020

1.6.2. The Chair advised that the draft minutes of the AGM were duly circulated, as per our current 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 2020 AGM minutes page by page, 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 2020 AGM

1.6.5. **IT WAS RESOLVED** that there were no matters arising and the minutes of the meeting held on December 8<sup>th</sup> 2020 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. No further declarations of interests in relation to the agenda items were declared

### 2.2. Code of Conduct

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

### **2.3. Annual General Meeting 2022**

2.3.1.The CEO 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 2022

2.3.3.The Chair advised that if there are developments that deserve further member input at an early date we will call for an Extraordinary General Meeting

### **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's report was received.

#### **4.2 Annual Report**

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

4.2.1.1 CEO Message

4.2.1.2 Parkour Earth Team

4.2.1.3 New Executive members: Adrienne Toumayan and John 'Hedge' Hall

4.2.1.4 Snapshot of 2021 including Česká Asociace Parkouru joining, Discord launch, new Vision, Mission, Values, Ambassador Programme, new website, Members Forum.

4.2.1.5 Financial Report

#### **4.3 Strategic Plan**

4.3.1 Travis Ranson, Elected Director, introduced the draft Strategic Plan and invited the Members to provide feedback.

4.3.2 Following feedback and discussion the Chair invited final comments, none received. Identified that ratification of the Parkour Earth Strategic Plan will be on these focus areas.

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- 4.3.3 The Chair thanked Travis Ranson for facilitating this session on the Strategic Plan. Appreciate the level of work going into this work from the Directors.

#### 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 CEO advised the Members that Česká asociace parkouru had requested Parkour Earth begin the membership process with GAISF. As per that request, Parkour Earth made contact with GAISF to understand the membership process. Several elements of the process and its implications were discussed at length.

### 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 amend Articles 37, 22.3, 21.7, and 4
- 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' (37, 22.3, 21.7, and 4) be accepted
- 5.1.2. Proposed changes to the Memorandum & Articles of Association regarding articles relating to the topic of Transparency, 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 amend Articles 30.2, 30, 17, 12, and 21.3
- 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 'Transparency' (30.2, 30, 17, 12, and 21.3) be accepted.
- 5.1.3. Proposed changes to the Memorandum & Articles of Association regarding articles relating to the topic of Inclusivity, including Board diversity and language, as requested by the Australian Parkour Association at the 2020 AGM
- 5.1.3.1. The CEO reiterated the rationale behind the Board's proposal to amend Articles 15.2, 10.1, 12.5, 12.7, 12.11, 21.4, 27.4, 34.1, 39.4, 44.2.3, and 50.1
- 5.1.3.2. The Chair invited Members to vote on the resolution.
- 5.1.3.3. **IT WAS RESOLVED** unanimously that the proposed changes to the Memorandum & Articles of Association concerning 'Inclusivity', including Board diversity (15.2) and language (10.1, 12.5, 12.7, 12.11, 21.4, 27.4, 34.1, 39.4, 44.2.3, and 50.1) be accepted.

5.1.4. Proposed changes to the Memorandum & Articles of Association regarding typography and sport for all

5.1.4.1. The CEO reiterated the rationale behind the Board's proposal to amend Articles 16.1 and 5.2

5.1.4.2. The Chair invited Members to vote on the resolution.

5.1.4.3. **IT WAS RESOLVED** unanimously that the proposed changes to the Memorandum & Articles of Association concerning typography (16.1 and 5.2) and sport for all (5.1.9) be accepted.

5.1.5. Proposed adoption of the Strategic Plan 2022-2024 and the Board approved to further develop the focus areas

5.1.5.1. The CEO reiterated the rationale behind the Board's proposal following the earlier outline and discussion lead by Elected Director Travis Ranson

5.1.5.2. **IT WAS RESOLVED** unanimously that the proposed Strategic Plan 2022-2024 be adopted and the Board approved to further develop the focus areas.

## **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 DirectorsRetiring Director(s)**The Chair advised that no Directors were retiring.

6.1.2 The Chair advised that Matthew D'Onofrio resigned as an Independent Director in September.

### **6.2 Nominations for Elected Director(s)**

6.2.1 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

### **6.3 Election of Elected Director(s)**

6.3.1 The Chair confirmed that valid nominations were received for and approved by the Board for:

6.3.1.1 Nomination of the election of Adélaïde Gandrille from Fédération de Parkour (French Parkour Federation), seconded by the Swiss Parkour Association.

6.3.2 The Chair invited Adélaïde to speak about her nomination.

6.3.2.1 Adélaïde runs Pink Parkour in Paris, the first female association in France. She has been doing this for over six years. She is not currently a member of the Fédération de Parkour Board, but will be soon.

6.3.3 The Chair invited Members to vote on the nomination

6.3.4 **IT WAS RESOLVED** unanimously that Adélaïde Gandrille be elected as an Elected Director until the 2026 AGM.

6.3.4.1 The Members expressed their congratulations to Adélaïde.

## **6.4 Appointment of Independent Directors**

6.4.1 The Chair advised that the Constitution requires Independent Directors and the Board was currently conducting interviews with potential candidates.

## **7 Accounts**

### **7.1 Entrance Fees & Subscription Fees for Members**

7.1.1 The CEO advised that Parkour Earth had undertaken a review of the membership fees system and developed a more flexible structure to account for the economic situation in member countries, (drawing on data from the World Bank) and the membership tier. This framework was circulated to Members earlier in the year and received only positive feedback.

7.1.2 The CEO advised that the Board had resolved to maintain the entrance fee for High Income Nations and Full or Affiliate Membership at £250GBP as per the circulated Membership Fee Structure.

7.1.3 The CEO advised that the Board had resolved to maintain the annual subscription fee for High Income Nations and Full or Affiliate Membership at £250GBP as per the circulated Membership Fee Structure.

7.1.4 All other membership fees were also maintained as per the circulated Membership Fee Structure.

### **7.2 Bank Account**

7.2.1 The CEO advised that he and the Chair will continue to look at options for opening a traditional bank account for the Federation

### **7.3 Profit and Loss**

7.3.1 The CEO declared income of £2,030.06 GBP as per the Financial Report.

7.3.2 The CEO declared expenses of £518.69 as per the Financial Report.

### **7.4 Appointment of the company's auditors for the year to 31st March 2022**

7.4.1 No one appointed to date due to filing of dormant accounts. Previously used Hayesmacintire and will determine future relationship, potentially with Square Patton Boggs. The Chair confirmed that any decision on services provided by his firm would not involve participation by him due to conflict of interest.

## 7.5 Accounts / Directors Report & other disclosures

7.5.1 The Chair confirmed that the first company accounts would be filed with Companies House by December 31<sup>st</sup>, 2021.

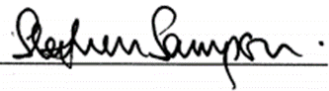
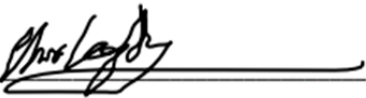

## 8 Any Other Business (AOB)

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

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

8.3 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.

8.4 Meeting finished at 10:52 UTC.

SIGNED by STEPHEN SAMPSON	)		Independent Chair
SIGNED by CHRISTOPHER KEIGHLEY	)		Elected Director
SIGNED by DAMIEN PUDDLE	)		Chief Executive Officer

21.04.2022