

PARKOUR EARTH

(the "Company")

**MINUTES OF A MEETING OF THE
ANNUAL GENERAL MEETING OF THE COMPANY HELD
AT SQUIRE PATTON BOGGS (UK) LLP, 7 DEVONSHIRE SQUARE, LONDON EC2M 4YH
OR VIA SKYPE FOR BUSINESS
FRIDAY 22 MARCH 2019 08:00**

In attendance:

Attending in Person:

Stuart McInnes MBE, Independent Chair - Parkour Earth
Eugene Minogue, Transitional Chief Executive - Parkour Earth
Stephen Mitchell, Parkour UK

Attending via Video/Tele-Conference:

Damien Puddle, Elected Director - Parkour Earth
Paul Gray, Elected Director - Parkour Earth
Janne Laurila, Finnish Parkour Association
Ville Leppänen, Finnish Parkour Association
Laura Lammi, Finnish Parkour Association (observer)
Nigel Elvridge, Parkour NZ
Daniel Johnson, Parkour South Africa
Travis Ranson, Australian Parkour Association
Ross McGachey, Australian Parkour Association
Lluka Johns-Mead, Australian Parkour Association (observer)
Yann Daout, Swiss Parkour Association

Apologies:

Belinda Wheaton, Independent Director - Parkour Earth
Sacha Lemaire, Federation de Parkour

1. Welcome & Introductions (meeting commenced at 08:08)

1.1 Apologies

1.1.2 The Chair opened the meeting and welcomed all in attendance

1.1.3 The chair expressed thanks on behalf of Parkour Earth to our members for attending today's General Meeting (GM), following the notification of the General Meeting as circulated by the CEO on the 18 February 2019.

1.1.4 The Chair outlined 'house-keeping' for the meeting & the venue

1.1.5 The Chair led the introductions & apologies for the meeting

1.1.6 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

1.1.7 Chair asked for any items of Any Other Business (AOB):

1.1.7.1 No items were raised for Any Other Business

1.2 Minutes of the last meeting & matters arising

1.2.1 The Chair advised that our inaugural Annual General Meeting, was held following the accord to federate in July 2017 and we committed to holding our first AGM within 210 days of incorporation and delivered on this commitment by holding our inaugural AGM on the 7 February 2018

1.2.2 The Chair advised that the draft minutes of the inaugural 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

1.2.3 The Chair went through the draft 2018 AGM minutes page by page, requesting any queries and/or amendments from members and/or the Directors

1.2.4 The Chair requested if there were any matters arising from the draft minutes of the 201 AGM

1.2.5 **IT WAS RESOLVED** that there were no matters arising and the minutes of the meeting held on 7 February 2018 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 Damien Puddle, Elected Director - Parkour Earth declared an interest with members Parkour New Zealand

2.1.4 Paul Gray, Elected Director - Parkour Earth declared an interest with members Parkour South Africa

2.1.5 Although not a Director, Eugene Minogue, Transitional Chief Executive - Parkour Earth declared an interest with members Parkour UK

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

2.2 Member Updates

2.2.1 Nigel Elvridge, Parkour NZ;

2.2.1.1 Largely Business as usual. Parkour NZ continues to grow and thrive as an organisation. Parkour NZ also, recently held our AGM.

2.2.2 Ross McGachey, Australian Parkour Association;

2.2.2.1 Various work is on-going, particularly on Policies and Procedures. The APA continues to work towards formal recognition as a [National Sporting Organisation](#) (NSO) with Sport Australia

2.2.3 Janne Laurila, Finnish Parkour Association;

2.2.3.1 The Finnish Parkour Association have been in contact with the Finnish Gymnastics Association (FGA); The FGA have Board/committee member that has been involved with the Fédération Internationale de Gymnastique (FIG). The Finnish Parkour Association continues to explore possible dialogue with FIG / FGA

2.2.4 Sacha Lemaire, Federation de Parkour via Damien Puddle;

2.2.4.1 Federation de Parkour (FPK) have held various meetings with the French Ministry of Sport. The French Gymnastics Federation have requested a meeting to discuss 'Parkour' following FIG's continued attempt to usurp Parkour as a discipline of Gymnastics

2.2.5 French Ministry of Sport listened to us and were supportive, however we don't know what will come out of this. French Gymnastics have been asked to become the 'regulator' for Parkour in France. French Ministry of Sport haven't yet given any answer. We feel they would like us to find a 'deal' with French Gymnastics as that would make it easier for them to handle. But we told them that we refused already the deal they offered us as being totally unequal. This didn't surprise French Ministry of Sport. We have heard that they wanted to arrange a second meeting between French Gymnastics and FPK. If they do that, we would have to be present, be it just for the formal part. However, none of us wants to have anything to do with them.

2.2.6 French Ministry of Sport also got the info that Parkour Earth doesn't have enough funding to current progress a formal EU Commission competition complaint against FIG

2.2.7 We also come in the final phase of writing a cooperation agreement with a French Multi-sport Federation - ASPTT to help us grow. Official voting will be held in June on the co-operation agreement.

2.2.8 Stephen Mitchell, Parkour UK;

2.2.8.1 Parkour UK continues to tackle the encroachment, misappropriation and attempt to usurp Parkour as a 'discipline' of Gymnastics

2.2.8.2 The entire Parkour UK Board recent collectively resigned following a period of reflection and some issues with 'conflict of interest'

2.2.8.3 Various changes in the UK sporting landscape; new CEO at Sport England – Tim Hollingsworth, formerly CEO of Paralympics GB and Liz Nicholls has resigned as CEO of UK Sport

2.2.8.4 Parkour UK is currently in the midst of developing its first national strategy, which has been (reluctantly) funded by Sport England – this is the first and currently only public funding received by Parkour UK. Parkour UK is working 4Global on the strategy development and continue to work with BBC 'get Inspired' campaign

2.2.8.5 Following the collective resignation of Board, Parkour UK elected some new Elected Directors at our AGM in Dec 2018. Additionally, Parkour UK Board and membership have approved the appointment of Tracey Crouch MP – the former Minister of Sport for the UK Government

2.2.8.6 Parkour UK continue to 'butt heads' with British Gymnastics (BG) regarding how they voted at the FIG General Congress, in relation to FIG's unilateral motion to usurp Parkour as a 'discipline' of Gymnastics! Parkour UK are not prepared to meet with BG until BG fully disclose how they voted at the FIG General Congress

2.2.8.7 A total of one 'British Athlete' has chosen to affiliate with BG in order to compete at FIG's 'competitions'

[NOTE]: Yann Daout, Swiss Parkour Association joined the meeting

2.2.9 Yann Daout, Swiss Parkour Association;

2.2.9.1 Swiss Parkour Association (SPKA), was founded last year (2018) and had been largely 'sleeping' as an organisation

2.2.9.2 The substantial issues, encroachment, misappropriation and unilateral attempt usurp Parkour as a 'discipline' of Gymnastics, 'sparked' a significant renewal of the SPKA and various 'new' organisation had joined SPKA

2.2.9.3 SPKA have recent issued a letter to the Swiss Gymnastics Federation

2.2.10 Paul Gray, for an on behalf of the Parkour South Africa (PKSA);

2.2.10.1 PKSA continues to attempt to contact the South African Gymnastics Federation to discuss the situation with FIG

2.2.10.2 Working toward recognition with the Sport & Recreation Dept of the Government

2.3 Membership Applications

2.3.1 The CEO advised that the Kora Parkour Association (KPA) was formally dispersed as of the 10 October 2018 and a formal letter was received by Parkour Earth on the [7 November 2018](#)

2.3.2 The CEO advised that we are pleased to welcome [Finnish Parkour Association](#) as Full members, following completion of our membership process and their application being approved by [the Board](#) as of 22 January 2019

2.3.3 The CEO advised that we are pleased to welcome [Swiss Parkour Association](#) as Affiliate members, following completion of our membership process and their application being approved by [the Board](#) as of 9 March 2019

2.3.4 The CEO advised that various National Federations and/or organisations are currently in contact with Parkour Earth regarding submission of applications for membership

2.3.5 The CEO advised that various Board members and existing member National Federations are providing information, support and guidance to various nations on establishing National Federation in their nation/territory

2.4 Memorandum & Articles of Association – adoption of amendments

2.4.1 The Chair advised that the proposed amendments were duly published and circulated to Member Federations

- 2.4.2 The Chair asked if all Member Federations had read the proposed amendments to our Memorandum & Articles of Association
- 2.4.3 All present member Federations confirmed that they had read the proposed amendments to our Memorandum & Articles of Association
- 2.4.4 The CEO advised that the [proposed amendments to our Memorandum & Articles of Association](#) are largely a 'tidying' up of existing provisions
- 2.4.5 The Chair proposed that the [proposed amendments to our Memorandum & Articles of Association](#) were duly adopted

By Special Resolution; *That the draft regulations produced to the meeting be adopted as the articles of association of the Company in substitution for, and to the exclusion of, its existing articles of association*

- 2.4.6 The CEO circulated the Written Resolution to the Parkour Earth's members at the meeting
- 2.4.7 **IT WAS RESOLVED** that the Written Resolution was unanimously passed by the Members as Parkour Earth's new Mem & Arts and were duly adopted
- 2.4.8 **IT WAS RESOLVED** that the directors of the Company arrange for a certificate of passing to be filed at Companies House

2.5 Annual General Meetings – July 2019

- 2.5.1 The CEO advised that as per our (now previous) [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
- 2.5.2 **IT WAS RESOLVED** that Parkour Earth would hold an AGM in July 2019

2.6 Any matter, motion or proposal submitted from Voting Members

- 2.6.1 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

3 Report of the Board, Independent Chair & the Federation

3.1 The continued encroachment and misappropriation by the Fédération Internationale de Gymnastique (FIG)

- 3.1.1 The CEO advised that as a result of a clear and demonstrable common unity and purpose within the international community, a number of National Federations reached an accord on the 4 July 2017 to establish [Parkour Earth](#) as the International Federation for Parkour/Freerunning/Art Du Déplacement
- 3.1.2 Following the accord by the founding member National Federations [has had approval of their Boards, members and/or communities](#). Following the transparent and democratic approval of the accord, Parkour Earth was incorporated on the 12 July 2017 and registered at [Companies House in the UK](#)
- 3.1.3 The CEO provided an overview of the encroachment and misappropriation by the FIG, detailing the various elements of this – particularly that FIG is acting ultra-vires in relation to their on statutes (constitution)

- 3.1.4 The CEO outlined that FIG held a General congress in Baku on [3 December 2018](#), have received open letters from their own parkour communities imploring them not to vote for the activity to become an official FIG discipline. The CEO advised that this was an 'unfortunate' export of British Gymnastics, not just to Australia, but other countries
- 3.1.5 Damien Puddle of (primarily of) Parkour NZ, advised that 'Freestyle Gymnastics / FreeG' had been imported to NZ from British Gymnastics

3.2 European Commission Competition Complaint

- 3.2.1 The CEO provided an update / overview of the history relating to the encroachment, misappropriation and unilaterally attempt by FIG to usurp Parkour as a 'discipline' of 'Gymnastics' – he also set out the collaborative work Parkour Earth were undertaking with the International Mixed Martial Arts Federation (IMMAF) and the International Federation of Kitesports Organizations (IFKO) in terms of this
- 3.2.2 Sacha Lemaire, Federation de Parkour via Damien Puddle, asked about Crowdfunding in relation to raising funding for tackling the attempt by FIG to usurp Parkour
- 3.2.3 The Chair advised that the proposal of crowdfunding was raised by Ross McGachey, who was the attendee representing the Australian Parkour Association [under AOB \(6.6\) at our inaugural AGM](#) on the Wednesday 7th February 2018 - which Sacha (then, in his capacity as an Elected Director) was in attendance, along with Loïc Ascarino, who was the attendee representing Fédération de Parkour. The discussion held, mainly focused on the pro's and con's of crowdfunding and the complexities and governance and the various ethical issues that surround them. It was resolved at the AGM that crowdfunding wasn't something that Parkour Earth would pursue at that time due to those complexities, governance and ethical issues.
- 3.2.4 The Chair advised that an alternative suggestion was having a donate function on the website; however, this would be subject to having a bank account opened

3.3 SIGA Membership

- 3.3.1 The CEO advised that Parkour Earth received a letter from SIGA dated 19 November 2018 informing us of the latest deliberation from the SIGA Council regarding Parkour Earth's outstanding membership fees for the periods 2017 and 2018
- 3.3.2 SIGA is a voluntary membership-based organisation. Whilst they have a private nature, they pursue a mission of indisputable public interest: to promote and safeguard the highest governance and integrity standards across the sporting industry worldwide. To ensure that each Member contributes, in accordance with its own means, to the discharge of our collective responsibilities and global mission, they have approved, by unanimity, a set of proportionate, equitable and affordable membership fees. Unfortunately, given our financial circumstances, SIGA have attributed the lowest SIGA Membership Band, Band E (annual fee of £4,000GBP) for the period 2018. Band E was introduced to permit membership to SIGA for sports organisations with less means, so they can still be part of SIGA's reform agenda
- 3.3.3 Unfortunately, Parkour Earth due to our current financial situation we have been unable to settle the outstanding membership fees, of £8,000GBP. The outstanding sum corresponds to the 2017 membership fees, of the amount of £4,000GBP for the second semester of 2017, and the 2018 membership fees, equivalent to £4,000GBP

- 3.3.4 The SIGA Council deliberated, by unanimity, to express their intention to terminate the membership of any Member in breach of its financial obligations towards SIGA for more than six months, in accordance with Articles 9.5.2.a) and 9.6.1.d) of the SIGA Constitution. However, before such decision becomes effective and definitive, the Council invites your organisation to settle the amount due or to propose an acceptable settlement plan within 10 calendar days, i.e. by no later than Thursday, 29 November 2018
- 3.3.5 The CEO advised that he had made several; representations to SIGA on various occasions, clearly stating and advising of our current financial situation
- 3.3.6 The CEO advised that Parkour Earth wished to remain in membership with SIGA as we align with their values, ethos and principles. Additionally, we feel we have a lot to offer to SIGA and the drive on Good Governance. Unfortunately, we do not have any financial resources currently - which we have previously highlighted. Therefore, as members currently we'd like to discuss in more detail
- 3.3.7 The CEO discussed the matter directly with the CEO of SIGA at the ISDC-SIGA Good Governance Workshop on 21 November 2018 in Lausanne, Switzerland
- 3.3.8 The CEO confirmed that no further correspondence has been received from SIGA in relation to the outstanding membership fees and or any termination of membership
- 3.3.9 The Chair advised that there had been various discussion at Board relating to possible sponsorship opportunities. Unfortunately, there was on consensus on possible opportunities
- 3.3.10 Ross McGachey, Australian Parkour Association asked what was the value of retaining membership with SIGA?
- 3.3.11 The CEO advised that there is lots of information relating to the benefits of membership with SIGA both on the [Parkour Earth website](#) and [SIGA's website](#). Additionally, that this was set out to members as part of [\(3.2\) at our inaugural AGM](#) on the Wednesday 7th February 2018

4 Elections/Appointments of Directors

4.1 Retiring Director (s) / CEO

- 4.1.1 The CEO outlined the transitional arrangements as set out in Schedule 2 of the Mem & Arts, which included;
- Independent Director 1 (Belinda Wheaton) must retire and be eligible for re-appointment at the 2019 AGM
 - Independent Director 2 (Stuart McInnes MBE) must retire and be eligible for re-appointment at the 2020 AGM
 - The Chief Executive (Eugene Minogue) must be re-nominated for appointment at the 2019 AGM
- 4.1.2 The CEO advised that Belinda Wheaton has chosen **not** to be stand for re-appointment with Parkour Earth due to ongoing professional commitments.
- 4.1.3 The CEO advised that he has chosen **not** to be stand for re-appointment with Parkour Earth due to ongoing professional commitments
- 4.1.4 The Chair advised that he has chosen **to retire** at the 2019 AGM, unfortunately due to an ongoing health condition

- 4.1.5 Damien Puddle & Paul Gray, Elected Directors expressed thanks and gratitude to Belinda Wheaton, the Chair & CEO for their service to Parkour Earth on behalf of the Board, Member Federations and the wider International Community
- 4.1.6 Ross McGachey, Australian Parkour Association asked a new CEO / Chair will be in place from the 2019 AGM?
- 4.1.7 The CEO advised that the Board will need to recruit for an Independent Chair and any Independent Director(s). The process for this is set out in the Memorandum & Articles of Association. The Board will need to undertake a review of the Skills Matrix which will then inform the targeting of the recruitment
- 4.1.8 The CEO advised the Board will also discuss the recruitment for a new CEO at the next Board meeting on the 12 April 2019 and that information relating to this will be published on our website following any resolutions by Board

4.2 Nominations for Elected Director(s)

- 4.2.1 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 (12 March 2019) days before the date of AGM at which the election is to be held

4.3 Election of Elected Director(s)

- 4.3.1 The CEO confirmed that valid nominations were received for and approved by the Board for:
 - 4.3.1.1 Nomination of the election of Travis 'TJ' John Ranson, Australian Parkour Association (AUS)
 - 4.3.1.2 Nomination of the election of Janne Laurila, Finnish Parkour Association (FIN)
 - 4.3.1.3 Nomination of the election of Christopher Keighley, Parkour UK (GBR)
- 4.3.2 The Chair invited Members to vote on the nominations
- 4.3.3 **IT WAS RESOLVED** that the was unanimously passed that nominations for election of Travis 'TJ' John Ranson, Australian Parkour Association (AUS), Janne Laurila, Finnish Parkour Association (FIN) and Christopher Keighley, Parkour UK (GBR) elected as Elected Director's until the 2023 AGM

4.4 Nominations for appointment of Independent Director(s)

- 4.4.1 The Chair confirmed that Parkour Earth had not undertaken a recruitment/appointment process for Independent Directors at this stage. This will be brought forward for consideration at the 2019 AGM

4.5 Appointment of Independent Director(s)

- 4.5.1 As per 4.4.1

4.6 Director Roles - Senior Independent Director, Duty of Care & Athlete Rep

4.6.1 **IT WAS RESOLVED** that the roles would be allocated post the 2019 AGM

5 Accounts

5.1 Entrance Fees & Subscription Fees for Members

- 5.1.1 The CEO advised that the Board had resolved to maintain the entrance fee for membership would be £250GBP
- 5.1.2 The CEO advised that the Board had resolved to maintain the annual subscription fee would be £250GBP per annum
- 5.1.3 The CEO advised that the founding Member Federations will be paying additional contributions to the costs of the Federation

5.2 Bank Account

- 5.2.1 The CEO advised that several applications has been made to open a bank account with Barclays bank
- 5.2.2 The CEO advised that this is a significant undertaking due to Parkour Earth being an international organisation, with members from currently outside the European Union. additional, that the UK Government had recently introduced more stringent Anti-Money Laundering (AML) requirements on banks and the introduction of the General Data Protection Regulation (GDPR) in May 2018 across the EU. Therefore, the progress of this had been slow and as such the various applications have been complex and caused various unforeseen issues
- 5.2.3 The CEO advised that he and the Chair will continue to look at options for opening a bank account for the Federation

5.3 Costs incurred to date

- 5.3.1 The CEO advised that costs incurred to date were approx. £5,520GBP
 - 5.3.1.1 Of these costs approx. £2,208GBP of these costs have been incurred by Parkour UK
 - 5.3.1.2 In addition to approx. £3,312GBP have been incurred personally by the CEO
- 5.3.2 The Chair advised that once that bank account was opened and that the founding Member Federations made their contributions, as well as new Member federations then these costs will be reimbursed to the CEO and Parkour UK, as a matter of upmost priority
- 5.3.3 The Chair wished to formally record his thanks on behalf of the Board and Member National Federations for the forbearance provided by the CEO and Parkour UK in relation to incurring these costs on behalf of the Federation until the bank account is opened and fees received from Member National Federations

5.4 Appointment of the company's auditors for the year to 31st March 2018

- 5.4.1 It was the recommend of the Board to appoint Haysmacintrye as the Federations, company secretary provider, accountant and auditors for the year to 31st March 2018
- 5.4.2 **IT WAS RESOLVED** that the Haysmacintrye were appointed

5.5 Delegate their remuneration to the board

5.5.1 It was recommended by the Board to delegate their remuneration to the board

5.5.2 The Chair invited Members to vote on delegating their remuneration to the board

5.5.3 **IT WAS RESOLVED** that their remuneration was delegated to the Board

5.6 Accounts / Directors Report & other disclosures

5.6.1 The Chair confirmed due to the financial situation (as set out above^) that dormant company accounts made up to 31 March 2018 were filed with [Companies House on 7 November 2018](#)

5.6.2 **IT WAS RESOLVED** that dormant company accounts made up to 31 March 2019 be formally approved for filing at with Companies House following at the 2019 AGM in July

6 Any other business (AOB)

6.1 There being no further business, the meeting closed

6.2 The Chair thanked all attendees for attending the General Meeting and outlined that the future for Parkour/Freerunning is looking very positive. Parkour Earth will continue to support our Member National Federations as best we can with the resources available to us.

(meeting closed at 09:40)

SIGNED by STUART MCINNES MBE)
Independent Chair

SIGNED by DAMIEN PUDDLE)
Elected Director

SIGNED by EUGENE MINOGUE)
Transitional Chief Executive Officer

22 March 2019