



**BRITISH TAEKWONDO  
ANNUAL GENERAL MEETING  
Held on 24 November 2018  
At Greater Manchester Chamber of Commerce 151 Deansgate Manchester  
Starting at 1pm**

**Present**

**Board members:** Jon Smith – Independent Chair (JS)  
Jonny Cowan (JC)  
Sarah Jennings (SJ)  
Mike McKenzie (MM)  
Said Khelwatty (SK)  
Shirley Stapleton – Chief Executive Officer (SS)

**Ex-officio:** Christopher Darwin - Thomas Coombs Accountants (CD)  
Sarah Ellson – Legal adviser (SE)

**Apologies for Absence:** Chris Codling

At the Chair's discretion under Article 27.2 individuals who were not members of the company (because they were not the representative of their Group Member) were allowed to attend and speak at the meeting (but not vote).

**Tribute to Graham Preece**

The meeting was opened with tributes and a minute's silence, in respect and remembrance for Graham Preece.

**Chairman's Welcome**

JS thanked everyone for attending and outlined the business of the meeting. JS indicated that CD and SE would act as adjudicators for any voting that required a count. Also, that SE would be taking minutes of the meeting. He encouraged the meeting to vote against the tabled motion seeking to adjourn the appointment of new non-Executive Directors to ensure that the Board would have seven directors going forward.

JS outlined that following the 2017 AGM, when it was proposed that British Taekwondo spend some reserves through 2018, expenditure had been made this year to support teams attending the Poomsae European Championships, the Para Taekwondo Championships, and the Cadet European Championships. There was also expenditure for a Protective Scoring System (PSS), ongoing enhancements to the Hub membership management & CRM system. And there were one-off expenditures for travel and hosting World Taekwondo, as well as staff redundancies.

Comments from the floor were responded to, with one action noted by the Board to explore ways to present the accounts more clearly in future.

**ACTION** – Board to consult with Auditors for best practice and recommendations.

In relation to the appointment of new directors, SE confirmed that the Articles of Association did not require a vote but allowed the Board to appoint new Directors who had to be subject to approval at the next AGM. However, today's voting could be undertaken as an alternative way to indicate who the membership wanted to have appointed and would approve.

Regarding Safeguarding, JS recognised that cases were still taking too long to resolve, but that authorities were leading the relevant processes.

A request was made by a Member that all matters on the agenda be subject to a secret ballot following a request under Article 28.

**Item 1: To approve the minutes of the Annual General Meeting held on 09 December 2017**

There was a comment from the floor about a lack of progress. JS indicated that some items were delayed, such as the Strategic Plan, by the absence of a full Board. He indicated a half year review had not secured sufficient attendance to proceed but instead he and SS had a series of meetings with Members. JS confirmed that the development of a Strategic Plan for the business was a priority for the new Board over the next 6 months.

The minutes were approved - 133 Votes For; 16 Votes Against

**Item 2: To receive a full statement of account, in the form of a presentation of the Company's Financial Statements for the year ended 31 March 2018**

CD from Thomas Coombs, the Independent Auditors, gave an overview presentation of the accounts. He noted income of £792k and that the composition of the income had slightly changed. He noted expenditure had increased for Hub development costs, staff costs and meeting costs.

CD confirmed there had been a recommendation to reduce reserves and spend some funds for the benefit of BT. Funds had also been used to buy equipment. With approximately £800k of income reserves at around £250k were reasonable.

A question was asked about advertising and JS and JC confirmed nothing was spent on advertising this year as the focus had been on the core sport but there was an intention to increase promotion and marketing going forward.

Bank charges would be reduced and SS explained that the switch to WorldPay would reduce fees which this year had been incurred using PayPal.

There was a request that the "activities" spend, and expenditure more generally, might be provided in greater detail in future accounts.

There was a question about post and stationary and it was confirmed that this was anticipated to reduce now that the Hub was operational (it was only operational for part of the financial year covered in the accounts). The office move also created a one off increased spend with change of address.

It was confirmed that Disciplinary Costs related to safeguarding processes which the Board were planning to further improve.

There was discussion about the spending and the reported Deficit for the financial year. There was further discussion about the decision to spend on items as set out above (and in the accounts). There was some discussion about directors fees and it was explained that the amount reported covered all directors fees including £400 per month paid to NEDs, and costs for the interim COO and Technical Director roles after the CEO left. There had been no pay rises but additional work were required had been remunerated.



There was a specific question to CD about a section 418 of the Companies Act declaration and specifically the number of Directors which CD indicated had not been raised with him. JS confirmed that the Board had been aware that after the departure of Mark Abberley (December 2017) and the resignation of Paul McKenzie (March 2018) the Board needed to recruit. SS was appointed in July 2018. A process for the appointment of two further Non-Executive Directors had been underway over the summer, but the process had not been concluded by the Board who had today brought a shortlist of 5 for the AGM to vote upon.

There was discussion about the choice to fund Poomsae and a request for a clearer expenses policy.

SJ/MM indicated that some of the decisions to fund reflected BT's membership and clubs and this in particular led to the decision to fund a Cadet event. The Strategic Plan would be a chance to further develop the strategy and policies across the organisation going forward.

There was no formal voting card for the receipt of the statement of accounts but the card for item 3 was adapted and members indicated:

66 Votes For; 84 Votes Against

CD would confirm next steps for submitting Accounts to Companies House; they had been audited and are a true record of financial activity, though may require some additional commentary.

**Item 3: To appoint the Company's Auditors for the year ended 31 March 2019 and delegate agreement of their remuneration to the Board**

111 Votes For; 39 Votes Against

**Item 4: To receive, from the Board, a report of the activities of the Company since the previous Annual General Meeting**

SS (CEO) gave an overview of the year's activities.

In answer to questions SS affirmed a commitment not to differentiate between the different elements of taekwondo. There were additional comments about the opportunity for school engagement at the World Championships.

The aspiration for accelerating and refreshing coaching qualification opportunities was currently on hold but a review of coach education was a priority for the new Board. There was a discussion of the need to improve planning of events and scheduling of tournaments. It was confirmed that phase 2 of the Hub development would soon be underway with design being considered. It was confirmed that lessons learned from phase 1 would be implemented.

**Item 5: To approve the proposed registered name change of the Company to British Taekwondo Limited**

141 Votes For; 9 Votes Against

**Item 6a: To call for a review of the candidate shortlist for appointment of Non-Executive Directors and suspend the proposed election under a satisfactory consensus if reached**

This item had been formally tabled prior to the AGM.

JS reiterated the Board's desire to appoint two new Non-Executive Directors today. He confirmed his term of office would end after the meeting and therefore two directors were required to complete a Board of seven. In addition, steps would be taken to find further Independent Directors including one to provide additional Finance support to the organisation.

SE (Legal Advisor) confirmed that under Article 34(b) any person willing to be appointed as a Director could be appointed by a Resolution of the Board so it was open to the Board to take that route to appointment. Any Non-Executive Director appointed in this way would remain in office until the next AGM at which time his/her appointment would be required to be approved by ordinary resolution of the Members (and in the absence of a resolution the director in question would be removed). Therefore, it was open to the Board to appoint Non-Executive Directors tomorrow if the proposed election was suspended.

13 Votes For; 137 Votes Against

The meeting therefore proceeded to:

**Item 6b: To elect by ballot from the short-list of candidates and approve, by way of ordinary resolution, the appointment of two Non-Executive Directors of the Company for an initial term as defined by the Articles of the Company:**

There were two separate voting counts so to select Director 1 the Director 1 votes were counted and to select Director 2 the Director 2 votes were counted. In the event of a tie (which we had for director 2) the invigilators (SE and CD) used counts on Director 1 votes as the tie-break.

**DIRECTOR 1 VOTING - Sivakumar Ramasamy was elected and appointed**

Pete Adamsons	16
Gemma Biescas	33
Sivakumar Ramasamy	50
Gerry Reilly	7
Gary Sykes	35
Blank votes/abstain	2

**DIRECTOR 2 VOTING - Gemma Biescas was elected and appointed**

Pete Adamsons	26
Gemma Biescas	26*
Sivakumar Ramasamy	38
Gerry Reilly	16
Gary Sykes	25
Blank votes/abstain	19

*\* Gemma Biescas was declared Director 2 using votes on Director 1 as tie-break*

**Item 6c: To elect by ballot from the Non-Executive Directors (including those appointed at this AGM) and approve, by way of ordinary resolution, the appointment of the President of the Organisation**

Gemma Biescas and Sivakumar Ramasamy indicated that in fact they did not wish to stand for election for appointment as President. Jonny Cowan also indicated that he did not wish to stand for President.

SE (Legal Adviser) confirmed that the Board was required to have a President further to Article 35(b) which explained that the role existed for the purposes of consistency with the Statutes of World Taekwondo Europe and the position had to be filled by a Non-Executive Director. The position could be appointed by the Board but was then subject to approval by ordinary resolution of the Members at the next AGM.

It was clarified that the appointment would initially be for one year and would be subject to a resolution to re-approve at the next AGM.



PRESIDENT VOTING - Sarah Stevenson Jennings was elected and appointed

Jonny Cowan	1
Sarah Stevenson Jennings	55
Said Khelwatty	48
Mike McKenzie	42

**Item 7: AOB**

JS informed the meeting that the Board had agreed that Jonny Cowan (as the current remaining Independent Member) would be the new interim Chair. JS made closing remarks including reflections as he stood down as Chair. A thank you was received for JS help as Chair of British Taekwondo.

Signed: **JONNY COWAN**

Dated: **03 JANUARY 2019**