

**UKA Members - EGM**  
**Friday 17 September 2021 – 2.00pm**  
**via Teams Call**

- Present** Jason Gardener – President  
Ian Beattie (IB) – Scottish Athletics Chair  
David Abrahams (DA) – Athletics Northern Ireland representative  
Toni Minichiello (TM) – Coaches representative  
Arwel Williams (AW) – Officials representative  
Roland Gibbard (RG) – Road Runners representative  
Grace Hall (GH) – Clubs representative  
Chris Jones (CJ) – CEO England Athletics  
James Williams (JW) – CEO Welsh Athletics  
Hannah England (HE) – Chair of Athletes Commission
- Apologies** Stef Reid (SR) – Vice President  
Julian Starkey (JS) – England Clubs Representative  
Ed Warner (EW) – IPC Athletics Technical Committee representative

- In attendance** Nic Coward (NC) – UK Athletics Interim Chair  
Mark Draisey (MD) – UK Athletics Chief Financial Officer & Company Secretary  
Tom Bruce (TB) – Farrer’s

## **1. Introduction**

The President opened the meeting and advised the attendees that following his written request from the 15<sup>th</sup> September agreement to withdraw the resolutions from 10 of the 12 members had been received. Notification on the position of England Athletics and Welsh Athletics had not been received by the President at that point. CJ on behalf of England Athletics confirmed that although supportive of all the resolutions were in agreement to the withdrawal. JW on behalf of Welsh Athletics confirmed that they were not supportive of the withdrawal.

TB of Farrer’s confirmed that on the basis that there was not unanimity on this proposal voting on the resolutions set out in the meeting notice must continue.

A question was raised in respect of the advice provided by Farrer’s to UKA. TB confirmed that they have undertaken this work on behalf of UKA as a company and that their instructions on this work had been received by MD.

## **2. Resolutions**

Before proceeding to the vote, a proposal was made by TM and seconded by GH that the votes should be held with no opportunity for questions to be raised given that some voting members were not present. TB confirmed that although some voting Members were not present this does not mean that legally a debate on each resolution could not be held. This proposal was put to those voting Members present and was rejected by 6 votes to 4.

The President introduced resolution 1 and outlined his strong support for the changes to the objects clause contained in this resolution as it demonstrates the importance of UKA and the HCAF's working together for the benefit of the sport as a whole and the future direction of the company. This position was supported by a number of other Members who also identified the importance that the objects reflect clearly how the company operates.

A counter view was outlined that the changes were not needed as in many instances the objects clause was sufficient but was down to the interpretation and implementation of the current wording. A further view was expressed that it was not possible to support the resolutions because the views of clubs had not been sought in relation to the changes being proposed. The President reminded Members that the views of the clubs had been sought in respect of the membership of UKA through a consultation process that had been ran by each of the HCAF's following a request by the Members.

No further queries were raised, and voting was commenced. MD conducted the voting process asking each voting Member to indicate whether they were for, against or abstaining from each resolution. Two proxy votes had been received. GH to act as proxy for JS and the President for SR.

After the conclusion of the voting on special resolution 1 no queries in respect of special resolutions 2, 3, 4, 5 and 6 were raised.

### ***Special Resolutions***

1. To resolve that, with effect from the conclusion of the meeting, the changes marked in **blue** highlight (**relating to changes to the Company's objects**) in the attached draft articles of association of the Company are approved and adopted in substitution for the relevant provisions in the Company's existing articles of association

*Result of vote – For 7 Against 4 Abstain 1 Total votes cast 12  
Special Resolution 1 was therefore rejected*

2. To resolve that, with effect from the conclusion of the meeting, the changes marked in **yellow** highlight (**relating to the introduction of UKA Forum and amendments to the constitution and powers of UKA Members**) in the attached draft articles of association of the Company are approved and adopted in substitution for the relevant provisions in the Company's existing articles of association

*Result of vote – For 5 Against 7 Abstain 0 Total votes cast 12  
Special Resolution 2 was therefore rejected*

3. To resolve that, with effect from the conclusion of the meeting, the changes marked in **green** highlight (**relating to the introduction of termination of UKA Membership in the case of permanent suspension and suspension of UKA Membership in the case of interim suspension or investigation**) in the attached draft articles of association of the Company are approved and adopted in substitution for the relevant provisions in the Company's existing articles of association

*Result of vote – For 6 Against 6 Abstain 0 Total votes cast 12  
Special Resolution 3 was therefore rejected*

4. To resolve that, with effect from the conclusion of the meeting, the changes marked in orange highlight (**relating to the deletion of the requirement for a UKA Member Code of Conduct**) in the attached draft articles of association of the Company are approved and adopted in substitution for the relevant provisions in the Company's existing articles of association

*Result of vote – For 5 Against 6 Abstain 1 Total votes cast 12  
Special Resolution 4 was therefore rejected*

5. To resolve that, with effect from the conclusion of the meeting, the changes marked in grey highlight (**relating to changes to align the UKA Members' powers with the Athletics Appointment Panel Terms of Reference**) in the attached draft articles of association of the Company are approved and adopted in substitution for the relevant provisions in the Company's existing articles of association

*Result of vote – For 5 Against 6 Abstain 1 Total votes cast 12  
Special Resolution 5 was therefore rejected*

6. To resolve that, with effect from the conclusion of the meeting, the changes marked in purple highlight (**relating to the changes to align the Articles with the Company's current practice in respect of Committees and the Election and Appointment Regulations**) in the attached draft articles of association of the Company are approved and adopted in substitution for the relevant provisions in the Company's existing articles of association

*Result of vote – For 5 Against 6 Abstain 1 Total votes cast 12  
Special Resolution 6 was therefore rejected*

### **3. Any Other Business**

It was stated that the level of co-operation and engagement between UKA and the HCAF's over the course of the last twelve to eighteen months was the best it had ever been. A further question was raised as to why those who had voted against had done so, substantive reasons included the need for further explanations as to how these new functions (such as the Forum) would operate and that there was a need for further meetings and discussion to decide how changes could be implemented. More detail on this is to be confirmed in due course.

The President closed the meeting at 2.38pm.