



Affiliated to: **World Masters Athletics, European Masters Athletics and UK Athletics**
Website www.bmaf.org.uk

President	Arthur Kimber
Chair	Peter Kennedy
Honorary Secretary	Robert Lands
Honorary Treasurer	Alistair Kendrick

Annual General Meeting of British Masters Athletic Federation.

Saturday 25th November 2023, 11:00am by Zoom.

1. Welcome

Peter Kennedy (PK) took the Chair and welcomed the people on the AGM Zoom meeting.

2. Apologies

Secretary Robert Lands (RL) read through apologies – Sarah Allen, Jim Brown, Brian Fowler, Diane Bradley, Alan Forse & Graham Lamb. Archie Jenkins was added.

3. Minutes of last meeting

RL asked if there were any comments on the minutes of the AGM 2023. There were none. Ian Richards prompted a vote for formal approval of the minutes. The AGM approved the minutes.

4. Special Resolution for incorporation

PK introduced the series of resolutions about the incorporation of BMAF. Shane Lawrence (SL) asked why the item was at this position on the Agenda. PK said that it was because it was the most important item on the Agenda. PK added that the meeting was scheduled to last 90 minutes and he wanted to allow sufficient time to discuss these resolutions. SL asked that sufficient time be spent on the resolutions, he said he had sent four pages of comments to Ian Richards in 2023 and had not received a response. PK said that the timing of the meeting was tight, it was not possible to spend unlimited time on the resolution but there would be the opportunity to comment.

PK invited Ian Richards (IR) to talk to the resolutions.

Ian Richards spoke to prepared slides.

IR said that incorporation was the most important decision to come before the BMAF AGM for a long time. Doing nothing was no longer an option as the current BMAF structure did not now meet the needs of BMAF. IR said that the fine detail of the incorporation could be amended after the AGM as needed. IR thanked Daphne Marler and David Oxland for the help in drawing up the proposals being put to the AGM.

IR said that the plan is to incorporate the Federation as BMAF Holdings Ltd (name not yet finalised) and to make BMAF Services Ltd a wholly owned subsidiary. At present BMAF as an



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entity has no presence in law. This means that its officers and people on the executive could be personally liable for debts incurred by BMAF. He said that as BMAF is not recognised in law, it cannot enter into contracts and that banking could become a problem. IR said that all of the Federations actions are in the names of its officers and that this position was reasonable when BMAF was smaller body but it had become untenable due to BMAF's current size.

IR said that incorporation was the route chosen by England Athletics, UK Athletics and other national Sports Associations to deal with similar problems. A limited liability company had been chosen for the Federation after considering the other possible options. IR said a that a limited liability company would provide a legal identity for BMAF and limit the liability to £1 per member if the company was sued. IR said this would protect the officers from personal liability.

IR said the plan, in accordance with company law, was to have people with experience running the company freeing up those with athletics experience to make those decisions relating to the sport. IR said that the area clubs & associations would be the members of the company and he suggested that this and other plans would make the structure will be more transparent.

IR said that at present BMAF did not have a clear status as being the organisation with oversight of Masters Athletics. He said that other bodies have started including masters' events and they are not always organised in line with World Masters rules as they use different age ranges and do not provide "athletics for life" that BMAF does. IR said BMAF needed to liaise with UK Athletics and be approved by them for Masters competition. He believed the proposed new structure will help with this aim. He said the new structure would also help in sponsorship negotiations and with seeking grants from Government Agencies.

IR ran through the current BMAF structure identifying some problems such as signing contracts and obtaining grants and sponsorship. He said that BMAF Services Ltd had been a temporary solution to the problems identified, but there were no formal agreements between it and BMAF or proper supervisory/advisory governance for its activities. IR said the proposed incorporation of BMAF would provide proper supervision of BMAF Services Ltd and introduce a connection/control through to the area clubs and associations as members of the new company.



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IR referred to the slides showing the proposed new structure. He said the area clubs/associations would have overriding powers and elect Directors of the new company. He said that there would be an BMAF Council that could advise BMAF Services Ltd as well as the new company, the members of the area clubs & associations would be able to elect the athletic discipline leads. IR said that the new company would be able to set up sub committees for Finance, Governance, Audit and Nominations under byelaws that would be written. The role of the Nominations committee will be to review the suitability of people to hold posts in the new company under Company Law.

IR then moved on to finance issues. He said that if BMAF was dissolved the funds held currently go back to the area clubs/associations. This would not be the situation for the new company structure where funds would go to an organisation with similar objectives on dissolution.

IR referred the reserves currently held by BMAF as detailed in DO's Financial Report. He said BMAF has assets of ~£101k, however £43k of this is either already committed expenditure or ring fenced as donations for specific purpose or in the overseas fund. IR pointed out that the balance of funds spread across the Federation's clubs and association would not amount to a large refund to each club if money was returned.

IR then asked the AGM to approve the three parts of the special resolution. He pointed out that a "No" vote would continue to leave Officers vulnerable with personal liability and probably lead to BMAF Services becoming an event management company. If the AGM voted "Yes", then he was happy to consider any tweaks necessary. IR finished by saying he had received a great many comments on the proposal over the last year. He had read them all and taken them into account in amending the proposal and Articles presented to the AGM.

RL encouraged the AGM to vote for the proposal, he had had some concerns last year but was now content with the resolutions and proposals.

PK, as BMAF Executive Chair, told the AGM that BMAF Executive backed the Special Resolutions and the BMAF Council had reviewed the proposals and backed them subject to sorting out the Byelaws regarding the Council's future role.

Questions from the floor were invited. Winston Thomas asked whether the proposal would enable recognition of BMAF as a regulatory body. IR responded that it would assist. He said



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that UK Athletics were now listening to the BMAF and the relationship was improving. In the past UKA have prevented BMAF bidding to host the World Masters Championships. He thought incorporation would be a positive step for this relationship.

Resolutions put to AGM:

- (i) new company by limited guarantee be established with Articles of Association as submitted to this AGM that includes the same structure as approved at the 2002 AGM.
- (ii) **Approved Yes 28, No 0, Abstain 4 Total 32 88%** If the AGM approves (i) above, that the Members of BMAF Services Ltd be requested to adopt a new set of Articles to make the company fit within the new structure and eventually becoming a wholly owned subsidiary of the new company.
Approved Yes 26, No 2, Abstain 2 Total 32 87%
- (iii) Once the new company has been formally established, that an EGM of the British Masters Athletic Federation be called to agree that it be wound up with all assets and liabilities being transferred to the new company. Specific details for the wind up and transfer shall be explained to the Council before the EGM for their input and included in the presentation to be made at the EGM.
Approved Yes 27, No 0, Abstain 3 Total 90%

5. Financial Report

RL referred the AGM to the Financial Report & accounts for year ended 31 May 2023 prepared by David Oxland (DO). Questions on the report were invited. No questions were raised. DO explained that he had acted as caretaker treasurer during the year. DO referred back to IR's presentation and said that the main financial role of BMAF was to receive affiliation fees and provide funds to BMAF Services Ltd who are the competition provider. He reminded the AGM that although funds of £101K were held in the bank, £43K arose from donations and the overseas championship athlete levy and this limited how that sum could be used. The AGM was invited to approve the Financial Report and the report was approved.

6. Affiliation Fees for coming year.

DO recommended a fee of £4 per affiliated club member for the year 2024/25. This sum was approved by the AGM.



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7. Officers Reports

The meeting was asked to take the various Officers reports lodged on the BMAF website as read and questions were on them were invited. RL said that the Officers would also be happy to answer specific questions after the meeting as well. There were no questions raised at the meeting.

Kay Reynolds; outgoing Track & Field Secretary; confirmed that she was willing to assist in the transition to a new Secretary and that venues had been booked for the Indoor Championships, the indoor Pentathlon and the Winter Throws. She emphasised that these meetings needed arranging as soon as possible.

Courtney Gunn spoke regarding record recognition. He said European Masters can take months to recognise a record and this was the main reason for delay in recognition of European & World Masters records.

8. Election of Officers

There being only one candidate for the post the following officers were elected on block.

- Chair: Peter Kennedy
- Secretary: Robert Lands
- Cross Country Secretary: Harry Matthews (also EMAA representative)
- Road Running Secretary: Walter Hill
- IT Manager: Glen Reddington

The Vice Chair has two candidates: Ian Richards (nominated by Executive) & Jon Clarke (nominated by NMAC)

PK said that both had put forward personal statements that were on the BMAF website. A poll took place and **Ian Richards was elected with 19 votes to 6 & 7 abstentions.**

PK pointed out that the important posts of Track & Field Secretary, Head of Marketing and Communications & Race-Walking Secretary were now vacant.

DO had withdrawn from his nomination as Treasurer. In his stead he proposed Alistair Kendrick (AK) as Hon Treasurer. AK confirmed that he was willing to stand as Treasurer and that he had had preliminary discussions with PK & DO about the role. AK was confirmed as Treasurer by general consent of the AGM.



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IR said he was willing to cover the Race Walk role if no one came forward, he has been in contact with two other people who are willing to assist him.

The Track & Field Secretary role was discussed. PK asked if anyone was willing to take on the role. No volunteer came forward. PK said that if a volunteer was not found then a different strategy might be needed for example and subject to BMAF Council approval outsourcing all or part of the role i.e. paying for the work to be done or employing someone. Kay Reynolds emphasised the need for action to be taken within days to ensure the winter programme took place. PK agreed that a notice/information needed to be sent out asking for expressions of interest. PK & KR agreed to discuss this notice further after the meeting.

The Head of Communications and Marketing was discussed. PK asked if anyone was willing to take on the role. He said the role was to oversee the framework of communicating with club members, to consider areas in which BMAF & its clubs and associations might grow and to seek sponsorship and advertising income. No volunteer came forward.

9. Motion of Thanks.

Peter Kennedy moved a motion of thanks for all those who had assisted in BMAF activities, on the Executive, the Council and those who had helped organise and officiate at our events. The AGM approved the motion.

10. Any Other Business

Jean Fail raised a point on FANS on which she had not received a response. Glen Reddington offered to answer the point after the meeting.

PK thanked all for attending the meeting.

The meeting closed at 12:25pm

Robert Lands

BMAF Secretary

27 November 2011



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Attendees at AGM

John Borgars	Peter Kennedy
Gaye Clarke	Robert Lands
Jon Clarke	Lesley Richardson
Andrew Cresswell	Brian Slaughter
Rod Davies	ROS TABOR
Jean Fail	WINSTON THOMAS
Morna Fleming	Alison White
Susan Francis	Des White
Jessica Franklin	Martin Wilkinson
Coutney Gunn	Sue Yeomans
Michael Hausler	Colleen Walker
Wendy Kane	
Alastair Kendrick	
Arthur Kimber	
JIM LAWRENCE	
Shane Lawrence	
Philip Lee	
Harry Matthews	
Karen McAllister	
Irene Nicholls	
David Oxland	
Graeme Packman	
Christine Pates	
Glen Reddington	
Kay Reynolds	
Ian Richards	