

NATIONAL AUTOGRASS SPORT ASSOCIATION LTD



MINUTES OF THE 38th ANNUAL GENERAL MEETING OF THE MEMBERS

SUNDAY 29 NOVEMBER 2020

FULL MEMBERS IN ATTENDANCE

NAME	LEAGUE REPRESENTED
Barbara Harper	Honorary Member
Darrell Wasley	East Midlands League
Mike Mumford	Gloucestershire League
Barry Thomas	South Wales League
Rhys Wyeth	Southern League
Lance Bowen	West Midlands League
Barry Holloway	MAP League
Dave Mansfield	North Western League
Anthony Read	North Yorkshire League
Clarissa Johnson	Yorkshire League
Dave Robins	East Anglian League
Ernie Ashley	Shropshire League
Pete West	CGTRO League
Derek Linch	Kent League
Sue Nicholls	The Dales League
Simon Jackson	Wiltshire League
Ricky Houlihan	Southern Ireland League
Chamelle Clayton	Fenland League

NASA DIRECTORS AND OFFICIALS

Margaret Allen	Director
Barbara Harper	Director
Vernon Mackenzie	Director
Heath Luck	Director
Jeffrey Parish	Director & Company Secretary
Pat Patrick	Director
Phil Rogers	Director
Darryl Smart	Director
Martyn Tinker	Director
Diane Tomkinson	Director
Ray Wyeth	Director
Graham Bennett	Association Chairman
Callie Cooper	Association Secretary

INVITED OBSERVERS

Steve Langley	MAP League
Chris Allanson	The Dales League
Simon Farrar	The Dales League

NOT PRESENT

Howard Thomas	Northern Ireland League
Duncan Robertson	Scottish League

The meeting opened at 1.00 pm. Darryl Smart took the chair.

The meeting was held online in accordance with the flexibilities allowed by *The Corporate Insolvency and Governance Act 2020, Schedule 14 - Meetings of Companies and Other Bodies*, as modified by *The Corporate Insolvency and Governance Act 2020 (Coronavirus) (Extension of the Relevant Period) Regulations 2020 (UK Statutory Instruments 2020 No. 1031)*.

1 APOLOGIES FOR ABSENCE

No apologies were received. The Northern Ireland League and Scottish League were not represented.

2 MINUTES OF THE 37th ANNUAL GENERAL MEETING HELD ON 24 NOVEMBER 2019

The minutes had been circulated to all members by email and no issues were raised. David Robins (East Anglian League) proposed and Rhys Wyeth (Southern League) and Barry Holloway (MAP League) seconded the adoption of the minutes. No objections were raised and the minutes were deemed to have been approved by the meeting.



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3 ELECTION OF COMMITTEE OF MANAGEMENT (BOARD OF DIRECTORS)

There were five candidates standing for three available positions on the Committee.

Mrs Margaret Allen, Mrs Barbara Harper and Mr Ray Wyeth were retiring from the Committee by rotation in accordance with Section 15 of the Articles of Association. All had indicated their willingness to be re-elected.

Mr Chris Allanson and Mr Simon Farrar had been proposed for election to the Committee in accordance with Section 9 of the Articles of Association.

The following resolutions were put to the Members.

- (a) Mrs Margaret Allen to be re-elected to the Committee of Management
- (b) Mrs Barbara Harper to be re-elected to the Committee of Management
- (c) Mr Ray Wyeth to be re-elected to the Committee of Management
- (d) Mr Chris Allanson to be elected to the Committee of Management
- (e) Mr Simon Farrar to be elected to the Committee of Management

Members were advised that they should vote for or against each individual candidate. In the event of any candidate receiving an equal number of votes "for" and "against" his or her appointment, the Director chairing the AGM would have a casting vote in accordance with Article 8.4. The three candidates with the highest number of votes "for" appointment would fill the three vacancies on the Board.

Members were asked in turn to vote verbally on the above resolutions, with the following results:

(a)	Re-election of Margaret Allen	Votes for: 14	Against: 4
(b)	Re-election of Barbara Harper	Votes for: 16	Against: 2
(c)	Re-election of Ray Wyeth	Votes for: 16	Against: 2
(d)	Election of Chris Allanson	Votes for: 12	Against: 6
(e)	Election of Simon Farrar	Votes for: 5	Against: 13

Detailed voting results are appended to these minutes.

Margaret Allen, Barbara Harper and Ray Wyeth were therefore re-elected to the Board of Directors.

It was noted that the Company By-Laws provide that the Board should determine the number of Directors to hold office at any time, subject to the maximum and minimum laid down in the Articles of Association. It had previously been explained and justified to the members that this number had been increased at the 2019 AGM from 10 to 11. Following the result of the Extraordinary General Meeting, Martyn Tinker was to be removed from the Board, creating an additional vacancy which the Board would offer to the fourth highest scoring candidate, Chris Allanson.



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5 APPROVAL OF FINANCIAL STATEMENTS AND RE-APPOINTMENT OF AUDITORS

The following resolutions were put to the Members:

- (a) That the Members approve and adopt the financial statements of the company for the year ended 31 December 2019
- (b) That Randall and Payne LLP shall be re-appointed as auditors to the company in accordance with section 485 of the Companies Act 2006.
- (c) That the Committee is to be authorised to determine the auditors' remuneration.

Votes were taken as above and all resolutions were passed with 17 votes for and one abstention.

ANY OTHER BUSINESS

- (a) Jeffrey Parish reported to the Members on progress in compiling the 2021 fixture list. Priority would be given to facilitating a full season of racing in all areas, although we would need to be ready to adjust our plans if required by any Government restrictions in force by next season. The majority of leagues and clubs had submitted their proposed dates and the others would be chased up in the next few days. The Board had already informed members that race permits would not automatically be issued for every date requested, as there was widespread feeling that the Board needed to take more control of the fixture list, aiming to avoid clashing dates that would be detrimental to the clubs concerned. However, members were assured that nothing would be changed without full consultation, and local factors and the needs of individual clubs would always be taken into account.

Darryl Smart and Graham Bennett both reported that the BAS and UKAC series were both planning to run their championships but would have ideas to bring to the board in case alternative formats were required. Graham Bennett confirmed that some leagues were planning to revive "League Open" events. David Robins commented that the leagues could have input into alternative "national" competitions if the regular championships were unable to run.

- (b) David Mansfield (North Western League) enquired about the status of the proposal to recognise Formula 600 as a full National class. It was confirmed that this is on the Board's agenda and statistics have already been compiled to help the board consider the proposal. Graham Bennett suggested that the F600 Committee should now put together a detailed proposal and action plan for discussion with the Board.
- (c) Margaret Allen reported to Members on progress in agreeing rebates on 2020 premiums with the insurers. It had been hoped to provide details at this meeting, but no confirmation of rebates or indications of 2021 premiums had yet been received from the insurers. One factor was that the brokers were seeking alternative quotes to get NASA the best rates on public liability cover. It was hoped that there would be more news by 7 December, a month before the policy renewal date.

It was also noted that we need confirmation of the proposed number of race meetings of different types for 2021 so that the insurance recharges per meeting could be calculated.



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Lance Bowen commented that the amount of the excess for public liability claims could be critical for clubs.

In response to queries from Derek Linch (Kent League) it was confirmed that no known claims had arisen from 2020 events. However, two new public liability claims had been registered as a result of claims via solicitors relating to incidents in 2019.

- (d) Pat Patrick reminded members that event permit applications should be sent to her at 47 St Nicholas Drive, Hornsea, East Riding of Yorkshire, HU18 1EP
- (e) Graham Bennett requested that, as Association Chairman, he should be invited to attend board meetings from the beginning of the meeting. It was stated that the Board were yet to decide the format and frequency of future meetings, but it was likely that the experience of this year's regular "Zoom" meetings would mean that we would take advantage of savings in travel time and costs to increase the frequency of meetings, with a combination of physical and online meetings. Graham would be involved in the timetabling of these meetings.
- (f) Anthony Read (North Yorkshire League) commented that early communication of plans for 2021 was essential if we were to compete with commercial motorsport venues that were already announcing schedules.
- (g) Ricky Houlihan (Southern Ireland League) requested that NASA consider appointing a licence secretary based in Ireland, to save on postage times and costs. The Board will consider this, request details of suggested candidates and discuss requirements of this function. Ricky also requested clarification of recent Chairmen's Committee minutes stating that a tagging machine had been "lost" in Ireland. He confirmed that a machine had been stolen and Garda were aware.
- (h) In response to a query from Ernie Ashley (Shropshire League) it was confirmed that the paperwork and stationery normally collected by leagues from the AGM was available to order by post from Steve Langley. It was noted that due to 2020 restrictions, not all clubs or leagues would yet be requiring top-ups of stationery.
- (i) In response to a query from Barry Holloway (MAP League) it was confirmed that Yorkshire Dales club had needed to withdraw as host of the 2021 Men's Nationals. The Board were looking for prospective new hosts but were aware of the difficulty of making commitments in current circumstances. The board would be looking flexibly at any proposals, and any expressions of interest would be welcome, either direct to the board or via Graham Bennett.
- (j) David Robins (East Anglian League) asked if any cost savings to NASA resulting from fewer meeting expenses, etc, would be passed on in reduced charges to clubs. It was noted that NASA were expecting a shortfall in 2021 core income (from affiliation fees) as the 2021 fees would be based on 2020's reduced membership numbers. NASA would do anything possible to minimise charges to clubs.



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- (k) Steve Langley asked if NASA had considered applying for Government "Bounceback Loans" or recommending that clubs did so. It was noted that some clubs had benefited from grants from the Business Rates Relief fund, although this wasn't available to all clubs. The Board will investigate Steve's suggestion, although short term cash flow (the loans are understood to be interest free for up to 12 months) was considered less of a potential problem than longer term income trends, and NASA's budgeting to date has avoided the need for external financing.

- (l) Sue Nicholls (The Dales League) stated that Yorkshire Dales Club had incurred significant financial losses as a result of the cancellation of the 2020 Nationals and asked if compensation may be available from NASA. The club was advised to put a detailed case in writing to the Board.

There being no further business, the meeting was closed at 2.15 pm.

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Annual General Meeting 29 November 2020 – voting record

No	Name	Nominating League	PROPOSAL 3a	PROPOSAL 3b	PROPOSAL 3c	PROPOSAL 3d	PROPOSAL 3e	PROPOSAL 4a	PROPOSAL 4b	PROPOSAL 4c
			<i>Appointment of Margaret Allen</i>	<i>Appointment of Barbara Harper</i>	<i>Appointment of Ray Wyeth</i>	<i>Appointment of Chris Allanson</i>	<i>Appointment of Simon Farrar</i>	<i>Approval of 2019 accounts</i>	<i>Appointment of auditor</i>	<i>Auditor's remuneration</i>
01	Darrell Wasley	East Midland League	FOR	FOR	FOR	FOR	AGAINST	FOR	FOR	FOR
02	Mike Mumford	Gloucestershire League	FOR	FOR	FOR	AGAINST	AGAINST	FOR	FOR	FOR
04	Barry Thomas	South Wales League	FOR	FOR	FOR	AGAINST	AGAINST	FOR	FOR	FOR
05	Rhys Wyeth	Southern League	FOR	FOR	FOR	AGAINST	AGAINST	FOR	FOR	FOR
06	Lance Bowen	West Midland League	AGAINST	AGAINST	FOR	FOR	AGAINST	FOR	FOR	FOR
07	Barry Holloway	MAP League	FOR	FOR	FOR	FOR	AGAINST	FOR	FOR	FOR
09	David Mansfield	North Western League	AGAINST	FOR	AGAINST	FOR	FOR	FOR	FOR	FOR
10	Anthony Read	North Yorkshire League	FOR	FOR	FOR	FOR	FOR	FOR	FOR	FOR
12	Clarissa Johnson	Yorkshire League	FOR	FOR	FOR	AGAINST	AGAINST	FOR	FOR	FOR
14	David Robins	East Anglian League	FOR	FOR	FOR	FOR	AGAINST	FOR	FOR	FOR
15	Ernie Ashley	Shropshire League	FOR	FOR	FOR	AGAINST	AGAINST	FOR	FOR	FOR
16	Peter West	CGTRO League	FOR	FOR	FOR	FOR	AGAINST	FOR	FOR	FOR
18	Derek Linch	Kent League	FOR	FOR	FOR	FOR	AGAINST	FOR	FOR	FOR
19	Sue Nicholls	The Dales League	AGAINST	AGAINST	FOR	FOR	FOR	FOR	FOR	FOR
21	Howard Thomas	Northern Ireland League	<i>Not present</i>							
22	Simon Jackson	Wiltshire League	AGAINST	FOR	FOR	FOR	FOR	FOR	FOR	FOR
23	Ricky Houlihan	Southern Ireland League	FOR	FOR	FOR	FOR	AGAINST	ABSTAINED	ABSTAINED	ABSTAINED
24	Chamelle Clayton	Fenland League	FOR	FOR	AGAINST	FOR	FOR	FOR	FOR	FOR
25	Duncan Robertson	Scottish League	<i>Not present</i>							
00	Barbara Harper	Honorary Member	FOR	FOR	FOR	AGAINST	AGAINST	FOR	FOR	FOR