



The Uphill Ski Club of Great Britain T/A Disability Snowsport UK

Extraordinary General Meeting

Held virtually via Zoom due to COVID-19 restrictions,
16 December 2021

Present: Shona Tate (Chair), Lauren Henderson, Edd Jones, Robbie King (Company Secretary), John Patchett (Treasurer), Gordon Ritter, Lesley-Ann Russell, Carmel Teusner (Vice Chair), Anne Simmons, Lisa Hall (President), Robbie Young (Vice President),

Shelley Ashton, Rosemary Beale, Judy Ekins, Emma Harris, Eileen Knowles, Peter Maxwell, Don McCutchan, Josh McDonagh, Ingrid Petrie, Peter Rankin, Christopher Rigby, Duncan Spink, Peter Thorpe, Hannah Tomsett, Steven West, Fiona Young.

In attendance: Virginia Anderson, CEO – Minutes

Apologies: Graham Dove, Blair Henderson, Tom Savage

1. Welcome, apologies, declarations of interests

Virginia Anderson (VA) welcomed everyone to the meeting and introduced voting, how questions would work, and other housekeeping.

The meeting was agreed to be a quorum with 27 members in attendance, and met the requirement of a quorum of 20 members as outlined in the Memorandum and Articles of Association.

It was highlighted that current employees would not be able to vote and no other conflicts of interest were noted. 4 employee members were present.

2. Introduction

Shona Tate (ST) opened the formal business of the meeting and thanked members for joining the EGM.

3. Presentation on process and proposed changes

ST shared a presentation and introduced the trustees present, their roles on the board, and highlighted that we are currently recruiting for additional trustees.

During the presentation ST shared the history of the charity, noting that we were founded in 1976 and was formally registered in 1982.

The rationale behind updating the Articles has a long history. The Articles first adopted by the Uphill Ski Club were fit for purpose and met best practice when the charity was founded, the charity has evolved as has legislation and best practice.

Pro Bono support was provided to the board by Lewis Silken in updating these documents to highlight that we must make the charity fit for purpose for the world we operate in today.

We have undertaken extensive consultation with members, the board and the Skiers & Snowboarders Involvement Group, President, Vice President and others through surveys and meetings.

The proposed Articles are based on a template provided by the Charity Commission, which we have adopted as the basis of the new document. Feedback from members has informed the final version for members to vote on.

Carmel Teusner (CT), who led the consultation and development of new Articles, continued the presentation.

CT highlighted that the charity's core objective has not changed. We will remain wholly committed to the charity's original purpose to benefit people with a disability. That core object was shared with the meeting.

Changes include the adoption of legislation from the Company's Act 2006 and model articles from the Charity Commission for registered charities that are also companies limited by guarantee. These include:

- Terms and definitions have been updated, such as the inclusion of email and virtual meetings.
- Standard clauses have been adopted and unnecessary / non-standard detail has been removed eg: the AGM agenda, proxy form and secret ballots.
- Certain restrictions based on a historical affiliation with the charity Scope have been removed.
- Most importantly, the clauses limiting our activities to "snowsport" have been amended "to organise and facilitate activities primarily but not exclusively related to snowsports;" which gives us much more scope to consider a wider range of both winter and summer activities; on-line activities; and social events for our members.

CT also highlighted that many charities are adopting changes in response to the pandemic and the need to operate differently.

The new model articles are formed by a single document and reduce repetition. It is now a simple and standard format. This offers flexibility and defines core legal requirements.

Scope have supported the removal of clauses relating to their charity and these changes have been approved by the Charity Commission.

Restrictive clauses and definitions around 'snowsport' have been updated to enable the charity to undertake additional activities which support our work more broadly and enable greater powers for the directors to support new activities, and widen our scope to generate income.

The first Power in the new Articles provides greater flexibility and supports a wider definition. The newly worded power promotes but is not exclusively limited to 'snowsport'. This was updated in response to member feedback during consultation.

CT then highlighted what this means in practice for the charity:

- Structure of the document and wording is much simpler, clearer and easier to work with eg: process for appointment and retirement of directors is clearer.
- It allows us to explore a broader range of activity in order to create a sustainable future for the organisation and achieve the true spirit of the Objects.
- Amending the specific reference to 'snowsport' does not mean that we move away from that but offers a more sustainable future, particularly as it relates to generating income. It does mean that holidays that might include other winter sports such as curling or skating. Also, we may offer a range of online activities such as social activities and fitness classes to make membership a richer experience for people.

It is an easier working document.

What this means for members:

- As members' rights are largely set in law, members will not be disadvantaged by these changes. Some items pertaining to members' rights have changed to bring our articles in line with current legislation and these tend to be in the members' favour eg: longer notice period for AGM.
- Ultimately it means the charity will look to broaden what it offers. For members that means more choice - a wider range of activities and ways to engage with other members.

Questions submitted prior to the meeting

VA asked ST to cover questions received from members prior to the meeting.

Are we changing a Charity into a Company? ST explained that DSUK, like many charities, is a registered company limited by guarantee as well as a registered charity.

We have been a registered company since 25th November 1982. We registered as a charity on the same date. Some of the wording has changed, but the structure is not changing.

Why are we now calling board members Directors instead of Trustees? ST highlighted that in a charity, trustees, directors and members of the board are all the same thing regardless of name. We are choosing the new name of 'Directors' for ourselves as that is what is standard in the model template.

VA confirmed that in law trustees and directors hold a dual role.

Why are we called the Uphill Ski Club of Great Britain and Disability Snowsport UK? ST explained that the charity's original name is the Uphill Ski Club of Great Britain and we want to retain the name as many people still value this. We have also retained this to help donors, members and supporters keep supporting us without changing all our account details, charity registration, and payments.

The 'brand' name is Disability Snowsport UK.

The charity and company numbers remain the same.

Why do we use 'Disability snowsport' and not 'Adaptive snowsport' in our name? ST explained that 'Adaptive Snowsport' is used more in the instructors' world and is more common in Canada, the US and New Zealand than in the UK.

In a world of online searching, Disability Snowsport makes it easier for new people to find us and we have consulted with the SSIG and others on this term.

We won't yet remove the word 'disability' and will use 'adaptive' more too. This is something we will keep under review.

Question: IP asked about capacity to deliver further activities. ST added that we will look to collaborate rather than move away from our core skills and we will not be stretching ourselves beyond our skills, staffing and finances. We can share resources and offer more for our members.

VA noted that it was about creating opportunities such as organising trips with partners, and enabling us to have the 'power' within our governance to do additional activities that support snowsport.

There were no further questions from the room.

4. Vote on the Special Resolution

ST noted that regulated changes have been approved by the Charity Commission and, if approved, the document would be lodged with Companies House and the Charity Commission.

The trustees are confident that members' questions and feedback during consultation have been taken into account in reaching the final version.

ST invited members to vote on the resolution and approve the whole document of the proposed Articles in their entirety.

The member vote was conducted electronically on the special resolution that:

- THAT the new articles of association of the Charity in the form of the document annexed to EGM notice be adopted as the articles of association of the Charity in substitution for and to the entire exclusion of the existing memorandum and articles of association of the Charity.

21 votes were received on the poll, together with 5 submitted in advance of the meeting. Of these, one was withdrawn.

The resolution was passed with 24 votes in favour, one against. The special resolution was approved by 96% of votes, passing the required threshold of 75%.

The new Articles of Association of the Uphill Ski Club of Great Britain T/A Disability Snowsport UK were adopted by the members.

5. Close and Thanks

ST thanked everyone for joining the EGM and for being part of the consultation.

ST also thanked CT for her considerable work on developing the new articles.

This is an important moment for the charity and important that we were able to conclude the process during 2021.

Formal thanks were also noted to Lewis Silken for their support during the process.

ST also thanked Lisa Hall, President and Robbie Young, Vice President for attending and for their support in recent months.

ST wished members a Merry Christmas and hopes that we will be able to meet in person during 2022.