

**MINUTES OF MEETING OF 64th ANNUAL GENERAL MEETING OF THE MEMBERS OF WOMEN'S LEAGUE OF
HEALTH AND BEAUTY
HELD ON SATURDAY 28TH NOVEMBER 2015 AT 2.00PM
AT THE CAMPANILE HOTEL, CHESTER STREET, BIRMINGHAM**

Chairman: Mr Martin King
Board Members: Mrs Lynne Berry
Mrs Jennifer Dingley
Mrs Jane Duff
Miss Christine Pointer
Mrs Jane Ross

Clerk to the Trustees: Mrs Alison Howard

Apologies: Mrs Serena Coulson (Trustee) plus 14 apologies

Present: There were 34 members present + 46 proxy votes

The Chairman welcomed everyone to the meeting.
Each Trustee introduced themselves to the meeting.
The Chairman asked for a few moments silence to remember Maureen Game, Sandra Barnett and Jean Healer and others who had passed away during the year.

1. NOTICE OF MEETING

The Clerk to the Trustees read the Notice of Meeting.

2. STATEMENT OF ACCOUNTS TO 31 MARCH 2015

The Report and Financial Statement had been circulated to all Association Members in advance of the meeting.

The Chair welcomed Gary Douglas explaining that he had stood down from being a trustee due to other commitments but had continued to keep the accounts for the past year.

The surplus for the year 1 April 2014 - 31 March 2015 was £9,609 which was less than the previous year which had received a very generous donation. The expenses for the 2014/15 FY were £16,765 compared with £19,865 the previous year. WLHB owned £187,849 of assets.

Donations had amounted to £10,758 and Association Membership fees collected £9,880. £1,150 had been received in royalties as a result of the licence agreement with EMDP to carry out the FL Operational work; Gift Aid had realised £1,770, but this was from the 2012/13 and 2013/14 membership years. This was always claimed in arrears. The sale of DVDs and other small profits amounted to £604.

On expenditure £2,632 had been spent on training, WLHB paid a subsidy towards the cost of training every new teacher; meeting expenditure amounted to £7411 (which included meetings of the Production Team for the organisation of the Fitness League Festival at the Royal Albert Hall in May 2015); £2,100 professional fees was the independent examination of the accounts; the last AGM cost £1,401; office expenditure – postage/telephone amounted to £748; travel for other meetings e.g. meeting Sophie Ellis-Bextor to encourage her to become our Patron £478; and other incidental costs £1,997.

The regular income was in excess of the expenditure. The number of Association Members had fallen slightly.

The class membership for 2014/15 was only slightly less than the previous year and it was hoped that the lowest figure had been reached and a gradual increase could be expected. The Association Membership had continued to drop.

For information Mr Douglas reported on the EMDP and FL Operational finances.

EMDP received:
£625k from Sport England 51%
£153k from Fitness League 13%
£230k from other Founder partners 17%

£210K from other organisations who were part of EMDP 19%

Sport England's main criterion for their grant were to increase the number of participants in exercise.

Fitness League's expenditure within EMDP (i.e. FL Operational) amounted to:

£63k towards EMDP staff and indirect office costs 41%

£49k direct costs 32%

£12k FL specific costs 8%

£17k FL Academy (training) costs 11%

£1k WLHB Licence Fee 1%

£10k contribution to EMDP reserves 7% (amount paid from surplus at end of Financial Year)

Questions on the accounts were invited:

In answer to a question on who made the decision as to whether value for money was being received from EMDP the Chair advised that the Trustees had agreed at their meeting earlier to obtain more information regarding the finances and review whether the terms of the licence agreement were actually being met.

It was commented that EMDP as a whole publicised and marketed some activities disproportionately, for instance Zumba and Hoopla received more social media publicity than KFA, Medau or FL. It was advised that FL had had a whole week of concentrated publicity on social media recently.

Sport England in their criteria wished to encourage participation by younger people and therefore not necessarily those using our system, but the publicity done by EMDP was filling some of the needs put on them by Sport England.

A request was made that there be a clear and costed plan for the future.

The Chairman thanked Mr Douglas for his explanation of the accounts and asked that the accounts be accepted. Natalie Green proposed that the Statement of Accounts and Financial Report for the 2014/15 financial year be approved and adopted. Seconded by Paul Barber. Agreed unanimously by a show of hands.

The Chair thanked Gary Douglas for his work on behalf of WLHB.

3. ELECTION OF TRUSTEES

Chairman advised that Jane Duff had completed her second term of office as a teacher Trustee and was standing for re-election for her third and final term of office.

No other nominations had been received.

This would mean that currently there were 7 Trustees. A skills audit of the current trustees was taking place, after which consideration would be given to the skills that were required on the Board, and the Trustees might seek to co-opt 1 or more Trustees with the those skills from outside WLHB. Trustees could be co-opted by the Board, but had to be elected at the next AGM if they were to continue as Trustees.

The Chair proposed that Jane Duff continued to be a Trustee as from the end of this meeting. Seconded by Carolyn Kingdon.

The Meeting agreed unanimously by a show of hands.

4. TO FIX THE SUBSCRIPTION OF THE ASSOCIATION MEMBERS FOR THE YEAR COMMENCING 1 OCTOBER 2016

The Chair advised that, as mentioned at the AGM in February this year, the Trustees were carrying out a Governance Review. The working party had looked at the matter of membership and their recommendation to the Trustees had been accepted. This being that there be one level of membership as from 2016/17 membership year. The standard fee to remain £23. Of this amount a portion would be passed directly from the operational side (i.e. FL Operational) to WLHB (the charity). Calculations showed that the income to the WLHB charity would be increased in comparison to last year and so far this year.

The Articles of Association did not state that class membership and Association Membership had to be separate.

During the discussion it was clarified that there would be no Early Bird fee for class members in 2016/17, this having been £21 for 2015/16. It was noted that there might be some shortfall in 2016/17, though some of this would be covered by the increased amount received with the removal of Early Bird. This shortfall would be funded from the WLHB reserves which was felt appropriate in order to benefit in the future. The one level of membership would make it possible to apply for grant aid which was not available to the charity at present. Every member would have voting rights.

It was agreed that the current system needed to be simplified. The likelihood of external funding could not be ascertained but would be considered particularly as the organisation covered many of the criteria that funding agencies were requesting.

There was concern regarding the Association Members who were not class members but it was hoped that they would still wish to support the organisation and would appreciate that the full amount of their fee was being used by the charity. The suggestion was made that there could be a friends group.

The introduction of one fee would mean that some changes would be required to the Articles of Association. These would be considered and be put before an Extraordinary General Meeting.

The Trustees recommended that the meeting accepted the arrangement of one level of membership at £23 for the 2016/17 year.

Christine Pointer proposed the acceptance of the recommendation, seconded by John Kingdon.

The Chairman requested a vote by a show of hands. The motion was carried with one objection and one abstention.

5. Date of next meeting

The date of next AGM would be fixed in due course but envisaged to be Saturday 26 November 2016 in London.

An EGM to approve the amendments to the Articles of Association would be held in April 2016 in Torquay. The Clerk advised that this would be a short meeting and though everyone was welcome to attend it might not be practical. Proxy forms would be circulated so every Association Member would have the opportunity to vote.

The Chairman then closed the formal meeting.

The Chair invited questions for the Question and Answer session following formal meeting, but none were received. The meeting was completed at 3.35pm

**MINUTES OF MEETING OF EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF WOMEN'S LEAGUE OF
HEALTH AND BEAUTY
HELD ON FRIDAY 22 APRIL 2016 AT 5.45PM AT THE VICTORIA HOTEL, TORQUAY**

Chairman: Mr Martin King
Board Members: Mrs Lynne Berry
Mrs Jennifer Dingley
Mrs Jane Duff

Clerk to the Trustees & Company Secretary: Mrs Alison Howard

Apologies: Mrs Serena Coulson, Mrs Jane Ross, Miss Christine Pointer (Trustees)

Present: There were 65 members present

The Chairman welcomed everyone to the meeting and explained that the purpose of the meeting was to consider and approve the proposed amendments to the Articles of Association. All Association Members had been sent a copy of the revisions.

1. NOTICE OF MEETING

The Clerk to the Trustees read the Notice of Meeting.

2. REVISED ARTICLES OF ASSOCIATION

The Chair advised that some of the amendments had been made as a result of updating of Acts of Parliament, some were for the purpose of clarification and some were proposals from the Governance Review. He would only cover the latter category.

He confirmed that there would now be a single annual membership fee for everyone and no separate Association Member fee. The teachers affiliation fee would also reflect this change and only one payment would be needed in the future. There would still be the opportunity for interested people to be part of the organisation (e.g. partners, past class members, retired teachers) these would be termed as Friends and still have full voting rights.

3. Item 20.3 – Appointment of Trustees

The proposed wording meant that the membership would not have the opportunity to vote for the trustees since the appointment would be made by the Board, under the recommendation of an Appointment Panel. The Chair explained the need to appoint trustees with particular skills at certain times to the benefit of the organisation. When new trustees were required, information as to the skills that would be most beneficial to WLHB would be widely circulated giving people the opportunity to put themselves forward.

Considerable concern was expressed by the meeting at this arrangement. It was accepted that the logistics of having 7,000 members voting could be difficult but was not impossible, and with the proposed arrangement those members would be losing their voting powers. The arrangement would diminish the value of membership.

Currently the Board may co-opt trustees at any time during the year but they have to be voted onto the Board at the next AGM if they were to remain as a trustee. This could prove embarrassing if they were subsequently not voted for by the membership. It was clarified that the proposed arrangement would be used for the appointment of all trustees including those who were Fitness League teachers.

Different suggestions were made from the floor as to how the appointment of trustees could be managed in the future.

Bearing in mind the overwhelming concerns of those present, the Chair proposed that the item 20.3 should be re-considered by the trustees, taking into account the views expressed, and put to the membership at the next AGM.

4. To conclude the meeting the Chair asked that all the revisions to the Articles of Association dated 12 March 2011, other than 20.3, be approved. Unanimous approval was given.

The Chair closed the meeting thanking everyone for attending.