

MINUTES

AGM 49th Annual Meeting of the members of the Outdoor Industries Association (“the OIA”)

on Thursday 6th August at NEC, Birmingham at 11am

Present:

Alibi Publishing - Simon Basely
Berghaus – Sarah Wilson
Bradshaw Taylor (council) – Corry Taylor
Bridgedale Outdoor – Giles Polito
Burton McCall – Michelle Dickinson
Burton McCall – Keith Rugg
Caravan & Camping Club – Matthew Eskdale
Edinburgh International Climbing Arena (by mandate) – Wendy Wilson
European Outdoor Group (council) – Mark Held
Haglofs – Neil Bradley
HF Holidays (council) – Brian Smith
HF Holidays – Matthew Humpreys
OIA – Louise Ramsay
Oswald Bailey – Stephen Bailey
Outdoori – Peter Luscombe
Press Ahead (council) – Chris Lines
Storm Waterproofing – Matt Graves
Tiso Group – Pippa Thackray
VOS Media – Geraldine Reeve
VOS Media – Mike Simmonds
WL Gore – Tony Wood

1. NOTICE AND QUORUM
 - 1.1 Mark Held took the chair, IT WAS NOTED that due notice had been given of the meeting, that a quorum was present and the Chair DECLARED that the meeting was open.
2. PURPOSE OF MEETING
3. IT WAS REPORTED that the meeting was the Annual General Meeting of the OIA and that the following matters were to be considered and resolved:
 - 3.1 Apologies for absence
 - 3.2 Approval of the minutes from 2008 AGM
 - 3.3 Presentation of Chairman’s report
 - 3.4 Presentation of Treasurers report; and
 - 3.5 the incorporation of the OIA as a company limited by guarantee.

4. AGM ORDINARY BUSINESS

4.1 Apologies for absence

Mark Held welcomed and thanked members for attending the AGM and passed on the following apologies:

CCC - Robert Louden
Jack Wolfskin - Andrew Nicolson
The North Face Andrew Barker
Anatom - Don Gladstone
George Fisher - Andy Airy
Lyon Equipment - Frank Bennett
Sub Zero - Daryl Laxton

4.2 Approval of the minutes from 2008 AGM

Mark Held asked if the minutes from the 48th AGM were correct and accurate.

Proposed Chris Lines
Seconded Brian Smith

4.3 Presentation of the Chairman's report

Mark Held presented the Chairman's report on behalf of Frank Bennett.

No matters were arising from this.

4.4 Presentation of Treasurer's report

Mark Held presented the Treasurer's report on behalf of Daryl Laxton.

No matters were arising from this.

Proposed Stephen Bailey
Seconded Tony Wood

5. INCORPORATION OF THE OIA AS A COMPANY LIMITED BY GUARANTEE

5.1 IT WAS NOTED that Bates, Wells & Braithwaite had been instructed in connection with the reconstitution of the OIA as a company limited by guarantee and that they had produced draft memorandum and articles of association for that proposed company (the "Company").

5.2 A copy of draft Memorandum and Articles of Association of the Company in the form annexed to these minutes were produced to the meeting and IT WAS NOTED that:

5.2.1 the draft Memorandum and Articles had been made available to the members, as a download online, with the notice of the meeting; and

5.2.2 the objects of the Company were similar to the objects of the OIA.

- 5.3 It was reported that it was proposed that the incorporation of the OIA was to proceed by way of:
- 5.3.1 formation of the Company; and
 - 5.3.2 transfer of the assets of the OIA to the Company under the terms of a Deed of Transfer (“the Deed”) between the Council members of the OIA and the Company to effect that transfer and IT WAS REPORTED that the effect of the Deed would be to transfer the OIA’s whole undertaking including all its assets and subject to all the OIA’s liabilities, to the Company pursuant to the terms and conditions of the Deed.
- 5.4 IT WAS NOTED that the Council members had previously resolved that they were satisfied that the transfer of its undertaking to the Company was the best means of furthering the OIA’s charitable objects and that the draft Memorandum and Articles should be proposed to the members for adoption as the constitution of the new, incorporated OIA.
- 5.5 IT WAS PROPOSED AND RESOLVED THAT:
- 5.5.1 the draft Memorandum and Articles of the Company presented to the meeting be approved as drafted for adoption as the new constitution of the Company and hence the newly-incorporated OIA; and
 - 5.5.2 the Council be approved and authorised to arrange for:
 - (a) the formation of the Company; and
 - (b) the preparation of a suitable form of Deed for the transfer of the OIA’s assets to the Company, on suitable terms to be settled by the Council.
6. CLOSE OF MEETING
- 6.1 It being NOTED that there was no further business, the Chair DECLARED that the meeting was closed.

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Chair