

**2022 Annual General Meeting of the Light Aircraft Association Ltd**  
**Conference Rooms, Tower Building, Turweston Aerodrome**  
**Sunday 23rd of October 2022.**

**MINUTES**

*Note: Due to a malfunction of the electronic voting system which meant that those present at the AGM on 23<sup>rd</sup> October via Zoom were unable to cast their votes the AGM was conducted over two sessions held on Sunday 23<sup>rd</sup> October and Sunday 13<sup>th</sup> November 2023.*

**Eryl Smith, LAA Chairman, opened the AGM at 12.00.**

After a count of members in the hall and present by Zoom, the Chairman confirmed that the meeting was quorate. Proceedings were recorded to assist note taking.

**Apologies for absence** Apologies received are listed in Annex A.

1. **The Minutes.** The approval of the minutes of the 2021 AGM was proposed by Harry Hopkins, seconded by John Brady and was approved *nem con*.
2. **Chairman's Report and Welcome.**

The Chairman welcomed those present in the room at Turweston and those attending via Zoom. He explained that following the formal AGM business provision had been made for discussion with members on the recent financial Fraud and the Report and Recommendations of the Independent Review Panel which has been circulated to members electronically ahead of the event. He advised that this item did not form part of the formal AGM business.

The Chairman presented his report for 2021. He noted that it had been a challenging year as the country continued to open up and recover from COVID. Thankfully by year end we had seen membership, permit renewals and income return to pre COVID levels. In 2021 the Association had celebrated its 75<sup>th</sup> Anniversary and had enjoyed a successful resumption of the Rally at Sywell. There had been a number of significant staff changes, notably Francis Donaldson and Brian Hope who had stepped down as Chief Engineer and Editor of *Light Aviation* respectively. They would continue to play active roles in the Association and on behalf of the membership he thanked them for their service and contributions over many years. Financially the year had seen an increase in the deficit which rose to £178k. Whilst this reflected planned additional engineering restructuring and increases in staff costs and other areas it was not sustainable. The 2022 outturn forecast showed a significantly reduced deficit and the Board had set a financial plan to

return to a balanced budget by 2024. The chairman concluded his report by thanking, on behalf of the Board the HQ staff and all the Association's volunteers for their efforts over the year.

**3. Motion 1 ,**

Motion 1 was to amend Article 25(d) of the LAA Articles to read: *"25(d) The Board at its meeting, after the AGM of the Company, shall elect from amongst its number the Chairman and Vice Chairman. The Board may appoint the Secretary of the Company and other such officers of the Company as it deems appropriate. The Board may revise these elections and appointments at any time."*

The Article as it stood required the LAA to have a Company Secretary who must be a member of the Board. The reason for this was that when these articles were originally drafted, a Private Company such as the LAA was obliged by law to have a Company Secretary. However, that is no longer the law. Furthermore, there is no reason why the Company Secretary must always be a member of the Board. There may be good reasons for the LAA contracting for an outsider to provide the sort of services that a Company Secretary would provide. It would be very useful for the Board to have that flexibility if it became necessary. The Board supported this amendment. Proposed Eryl Smith; Seconded David Mole.

**The motion was carried by 171 votes in favour and 18 against.**

**4. Motion 2**

A second Motion, from member Tony Unwin, requesting a review of engineering approval arrangements for gyroplanes, was withdrawn by the proposer after it was explained that it is not in the LAA's gift to implement. Unlike fixed wing aircraft, the LAA does not have engineering or design oversight for factory-built gyroplanes, whose permits are based on certification by the manufacturers. However, the intent of the motion was supported. The LAA will work with the British Rotorcraft Association, an LAA Member Association, to increase the number of gyro inspectors where required and to give added exposure in the Strut pages of the Magazine when applicable.

**5. Treasurer's 2022 Report and adoption of the 2021 Statutory Accounts**

The Treasurer, Will Garton-Jones, delivered his 2022 report and the Statutory Accounts, both of which had been made available to members in advance. He started by emphasising that the Board took the substantial loss through fraud very seriously and the ways in which it was being addressed would be covered later. For the period covered by 2021 Accounts, the LAA had a positive year. Members and finances had recovered to pre-covid levels. There had been cost increases and reserves had fallen but this was consistent with deliberately planning for a temporary deficit. It was not a long-term position and he planned that we would return to a balanced budget.

Unfortunately, the fraud had removed the benefit, in the current year, of the savings made. He proposed the adoption of the accounts, seconded by Steve Slater.

**The accounts were adopted by 157 votes for to 29 against**

**7. Approval of the auditors**

The Treasurer proposed the re-election of Just Audit and Assurance Ltd as auditors.

**The re-election of Just Audit and Assurance Ltd was approved by 174 votes to 14 against.**

**8. Election and Re-Election of the Directors of the Company**

Two vacancies arose and nominations had been received in respect of Tim Hardy and David Mole, for re-election and Paul Bird and Paul Lawrence for election. In response to a question from the floor proposing that the election be deferred until such time as members had had the opportunity to discuss the Fraud Report the Chairman stated that following the letter to members and the release of the Report ahead of the AGM members had sufficient information upon which to determine their vote.

Voting took place within the room and the Company Secretary held the record of the proxy votes cast. However considerable difficulties were encountered with electronic voting which meant that those members attending via Zoom were unable to cast their votes for individual nominees. After further discussion it was decided to adjourn the AGM to take the electronic votes. Those votes given by proxy or in person within the room would remain valid and be counted as they stood.

**The AGM was adjourned.**

**9. The adjourned AGM at 10.00 on Sunday 11<sup>th</sup> November,**

The adjourned AGM was conducted electronically, chaired by Eryl Smith from New Zealand with David Mole and Steve Slater at Turweston. The Chairman explained that its purpose was to conclude the formal business of the AGM as expeditiously as possible. There was no intention to prevent discussion of the fraud or hide the fact that there had been failings; had there not been, there may not have been any fraud. The Board would consider how best to give members the opportunity of a full, informed, and balanced discussion of the loss.

**10. Election and Re-election of Directors.**

There were 2 vacancies on the Board for which there were 4 candidates. Paul Bird and Paul Lawrence were standing for election and Tim Hardy and David Mole were standing for re-election. The electronic votes cast were tallied with the votes cast in person on 23 October and the proxy votes held by the Company Secretary. The cumulative votes were as follows: David Mole received 117 votes, Tim Hardy 84, Paul Lawrence 51 and Paul Bird 43. **David Mole and Tim Hardy** were therefore declared to be re-elected.

**The business of the AGM was concluded at 10.30. Annex A**

**LAA AGM 2022 Apologies from Members**

The following members had sent their apologies for the AGM:

L Balthazar

A Donnington

N Keveren

M Leader

S Markham

R Phillips

J Rayment

Dr C Riley