

# TUNBRIDGE WELLS LAWN TENNIS CLUB

Tunbridge Wells Lawn Tennis Club Limited

Minutes of the Annual General Meeting

Held at 19.30 on Tuesday 26<sup>th</sup> September 2023

**The meeting was held face to face at the club house, those present:**

David Arthur	Mags King
Rod Ashurst	Carmel Kinley
James Bateman	Cathy Kirwan
Darren Bradley	Maddie Martin
Johnathan Brooks	Darius Mayhew
Caroline Clark	Pam Morris
Irene Clark	Warwick Morris
Simon Clark	Maria Parker
Paul Darby	Julia Patience
Eleanor Deaves	Tom Pattrick
Alper Deniz	Neil Poland
Louise Dubec	Susan Prescott
Kari Eklund	Alison Ribbon
Liz Evans	Beverly Rogers
Brigid Ewins	Tim Shilton
Colin Forster	Shirley Spurgeon
Alex Gibb	Alison Stewart
Sally Glynn	Paul Stewart
Mark Goodale	Adam Swan
Liz Grove	Dawn Thain
Trevor Haegar	Peter Troup
Keith Harrison	Lucy Van-Doren
Paul Harvey	Sarah Van-Doren
Paul Healey	Mike Walesby
Claire Hofman	Robert Walsh
Guy Hubbard	Shan White
Nicola Hudson	Ian Woodcock
Andrew King	Kevin Yates

**Apologies:**

Don & June McIntyre

## **AGENDA**

### **1. Welcome (Alper – Chair of the meeting)**

Ladies and gentlemen, I would like to welcome you to the second annual general meeting of Tunbridge Wells Lawn Tennis Club Limited. I am Alper Deniz, the chair. It is now 19.31pm and I declare the meeting open.

### **2. Quorum**

As we have 56 members in attendance meeting the quorum of 55, I now declare the meeting open.

### **3. Practicalities**

Before turning to the formal part of the meeting, I would just like to mention a few housekeeping points. Please make sure that your phones are off or switched to silent mode. I would also like to remind you that we do not allow photographs to be taken or the meeting to be recorded or transmitted.

The board would be delighted if you would join them for refreshments following the conclusion of the meeting.

### **4. Board**

I would now like to introduce the board:

Brigid Ewins – Company Secretary

Darius Mayhew - Risk and Compliance

Paul Healey – Courts and Grounds

Paul Darby – Clubhouse Refurbishment

As you all know, since the last AGM, Di Winters stepped down as the Treasurer on 29 March and Cathy Kirwan resigned on 13 June. We have been waiting for an opportunity to thank them for all their efforts and we would like to take 5 minutes to present them with a few gifts from the Board and the Club.

We also have gifts for Shan and Jason to thank them for all their efforts with the Teams and Tournaments Committee and for helping the Board with the interview process for the Head Coach.

### **5. Non-Board Members**

May I also introduce Irene Clark, the Club's Manager and Rob Walsh, the Club's Accountant.

### **6. Points of Order and Review of the Year**

Before starting the formal proceedings, I would like to deal with a few points of order.

The first relates to the resolutions that were proposed in the Notice of this AGM in relation to the composition of the Board. As I mentioned, both Di and Cathy resigned from the Board during the year. In addition, another Director, Ian Schlich resigned in November 2022. So, from a Board of 8 members, we have been operating as 5 since June. Whilst we have advertised the vacant positions, we have had no one come forward to join the Board. More recently, Paul Darby notified the Board that his work commitments meant that he would not be able to continue the Board but that he would stay on so that the Board was quorate. As you know, the minimum number of directors is 5. I am pleased to report that not only is Paul now able to stay on the Board, but we also have another member that has agreed to join the Board subject to clearance from his employer. We will therefore have 6 committed Board members and we hope that a member will take the position of Treasurer soon. As such, we will not be proceeding with Special Resolution number 1.

We will still take a vote on Special Resolutions 2 and 3 as we believe these are necessary. The notice of the AGM explains the reasoning behind those Special Resolutions, and I will take any questions when we come to vote on them.

The second relates to the Club's financial statements which were circulated with the AGM notice. Again, as I mentioned, Di stepped down as Treasurer in March before the accounts were able to be finalised. However, the accounts relate to the period in which she was Treasurer and we received, a few days ago, some comments from Di on the accounts. Rob will consider those over the next few days, and we will make the necessary filings at Companies House by the deadline of 30 September 2023. I would like to point out that the accounts circulated to members is not the form of accounts that will be filed at Companies House. The Club is able to file micro-entity accounts, and these will not contain nearly as much detail as is contained in the accounts circulated to members. To be completely transparent with members, we have circulated the full accounts so that everyone has as complete picture of the Club's finances. Rob has a report which he will present shortly.

Susan Prescott said it was strange to vote on accounts that were not audited before being sent to members.

Alper responded that the Accounts did not need auditing before being sent out to members.

Shan White mentioned that she was not happy and referred to the Tournament accounts being wrong. It was confirmed that any errors would be looked at but that it was still appropriate to vote on the accounts.

Before I update you on a few other points, let me set out the order of events for the rest of this evening.

After I have spoken, Rob will present his report on the Club's accounts. Brigid will then report on corporate governance and safeguarding. After that, Darius will present on operations, financial controls and MOC. Finally, Paul will present a report on the courts and grounds. We will then take a vote on the resolutions and conclude with any other business.

My first update is on the position of Head Coach. Following the resignation of James, we quickly came up with a plan of action and interview process. Having advertised for the position, we had quite a number of applications. We first developed a long list, and these were interviewed by me, Irene and Jason. We then whittled this down to four and those four came into the Club for a series of interviews, a written exercise, and a practical coaching session. These were held by Brigid, Darius, Shan, Irene, Nicola, Karen Drake from the LTA, and Maria Parker a L1 coach/member. I would like to thank everyone for their time and commitment to this process – it was not easy at all.

We then arrived at a short list of three and Brigid and I conducted final interviews.

I am delighted to announce that the Club made an offer to Adam Swan, and he accepted yesterday. He is here tonight, and I would like to welcome him to the team. He is ready to say a few words if required.

Adam thanks the room and said he was delighted to be the new Head Coach and looking forward to driving the club forward.

My second update relates to the refurbishment plans for the Club House and in particular the changing rooms. We have final plans in place, and I would like to thank our member Simon Zarzycki for his help and contribution to this process. We're currently waiting for the Council to approve the plans and as soon as this is done, we will start the works.

My final update relates to the Club's sponsorship activities. Our member, Paul Harvey, has been working closely with Irene to attract sponsors to the Club and I am pleased to let you know that we have our first sponsors in place. These are Cunningham Gardens and Pringle Insurance Brokers. Our aim is to attract a further 4 sponsors and we have 2 or 3 in the pipeline.

Cathy Kirwan asked whether there had been 1 or 3 quotes for the refurbishment works and Louise Dubec asked if the previous contractors were involved in the new quotes. Paul Darby mentioned that there had been other quotes and that the original plans had not been progressed further as previous contractors were quoting a lot, and it was too expensive, so it was just the toilet refurbishment that was currently being looked at.

Louise Dubec asked if we had sent a note to Savills letting them know that they were no longer our sponsor out of courtesy and were we taking their logo off the website. It was confirmed that a note would be sent if it had not been sent already.

Now I would like to introduce Rob Walsh, who is going to present the review of the Club's financial performance during the year.

### **Robert Walsh**

In the absence of a nominated Treasurer, I have completed this report. It's worth noting that I have been with the club since July. However, I am committed to contributing to the best of my ability to the success of the club. Since the start of this working relationship, I have been working on finalising the year-end financials for the club. I've been familiarising myself with the various platforms that are in use and concentrating on Quick books, our accounting software and ensuring all entries will be up to date.

I am still learning about the systems we have in place, but I am pleased to see that we use Stripe and GoCardless as a means of collecting funds. I am an advocate of the payment solution stripe and like what I see regarding GoCardless. They both offer great reporting options and I approve of their functionality. The software that we use to manage our memberships is still a work in progress in terms of its reporting capabilities. One of the interesting topics I would like to bring to your attention is the need for the club to differentiate between member and non-member sales. This is somewhat of a challenge and a matter the club and I need to overcome in the very near future.

I would like to thank Di Winters for keeping the running of the finances in good order and appreciate her work and the handover. Her departing was a huge loss to the running of the clubs' finances and with it she took a wealth of knowledge and information - I have big shoes to fill.

### **Overview**

Following on from a very successful 2021, 2022 was another solid financial year for the club. We achieved a profit of £70k for the year, a very respectable result considering external factors.

The result is £25k down from 2021 but we should bear in mind that in the last 2 financial years, the club reported grants received for £37k each year. No grants were received in 2022.

Subscription income improved this year if we take into account that 2021 was based on a 14-month period. I want to reiterate that all comparisons will be slightly skewed due to the difference in monthly periods, per financial year on year analysis.

The coaching programme recorded a healthy return and it's worth noting that the outgoings are being well managed during this cost-of-living crisis.

### **Subscription Income**

Subscription Income was £213k for the year. Although that's £13k down compared to 2021, we do however need to factor in the length of term as mentioned above. The net decrease from membership churn was £8k.

We had a drop in membership from 1008 to 934 over the course of the year. A reduction of 7%, this was to be expected as numbers began to drop away following the increase in member numbers we witnessed during the pandemic.

The greatest member loss pointed to the Junior category group. The upside from a financial perspective would be that this type of member fee falls into the lowest bracket and are therefore least damaging. My suggestion would be to internally focus on improving retention and member growth as with many other organisations subscription revenue is paramount.

### **Coaching Revenue**

The coaching programme experienced another successful year. Income rose from £205k in 2021 to £245k. A sound 20% increase. Costs associated with this revenue stream rose 15% in the year. We recorded £164k compared to £142k for last year. Bottom line, profit was £81k. A 28% increase from £63k achieved in 2021.

The bulk of this revenue is generated from coaching Juniors in general from running camps to providing tuition. Thus, the need for the club to focus on this age group and maintain member numbers. The only negative I can find here is the drop in camps. We reported £43k in comparison to £67k in 2021. My assumption being that 2021 numbers were inflated due to lockdown the prior year.

Going forward, our new Head Coach will be tasked with increasing the profitability of the coaching programme as one of their key performance measures and I will be assisting by providing improved cost control in this area.

### **Bar Revenue**

The bar suffered a £6k loss this year. An improvement from the £15k loss of the prior year. However, income surged from £50k to £82k, a huge 63% jump year on year. A tremendous effort and kudos to Irene, Kari and Nicola for making this happen. With Nicola working from 10.00 to 12.00 we have ensured consistency for the morning members and increased the attendance numbers accordingly.

Innovative ideas such as a new display cabinet and new products like the Scandi bake buns have helped improve sales. We've seen an increase in events through better food offering. We've employed an external caterer to adapt to our needs and tailor the offers for each event. Additional comms and reminders have ensured attendance numbers are at max capacity, this was a focus for Irene on arrival. Unfortunately, we've been hampered by the ever-rising food and drink prices which placed us in a deficit. A full price increase was actioned in autumn and selling prices are rising with a dynamic approach to sales.

### **Tournament Revenue**

Time did not allow for the full reconciliation of the tournament bank and cash accounts, and you may note a posting for £3k was made to the suspense account. Once Jason is available, we can commence a full investigation and address this anomaly.

### **Grounds and Premises costs**

We're seeing increases in maintenance charges, considering the courts, grounds, machinery, and Pavilion combined, it's up 28% from last year. Cleaning is up by 18% and as expected a very large spike in gas and electric - it's more than quadrupled since 2021. That all being said, the overall result for the upkeep of the club was a moderate 10% increase from £101k to £112k.

### **Administrative Expenses**

We reported £92k for each financial year. We've seen an increase in legal costs which is mainly due to the articles being redrafted. The remainder of the expenses were subject to smaller variances. Essentially, decreases that brought about the consistent overall total.

### **The Balance Sheet**

Tangible assets have naturally dropped in value due to depreciation. In total we've been subject to a 11% drop. We did add a ball machine last summer but there wasn't a need to purchase further fixed assets.

The current assets are better placed than the year before and with regard to liquidity we have shored up the bank balance come year end.

The Sinking fund has followed suit. We have abided by the assumption from last year and continued with the transfer for £26k as per the LTA loan agreement.

Naturally, this brings us to the loan section for the floodlights. In line with the agreement, we have paid a further £4k that has been deducted from the overall balance.

The deferred income account re the sinking fund reflects the movement to match the depreciation charge associated with the courts. Thus a £4k variance year on year.

The Sinking Fund is a sensible buffer to have in this economic climate and allows the club to focus on other projects. We still must be mindful of increasing costs and no doubt we will make the best decisions on behalf of the club considering our resources.

### **Conclusion**

I am confident the club is heading in the right direction, and this is evident by the ever-increasing net assets and the buoyant net profits for the last 4 years. We can safely say the club is being well managed. We do need to be conscious that we are facing economic headwinds due to sharply rising inflation, but the finances are robust.

We have a plan and once I am confident, we are up to date with our postings, the aim is to provide an all-round reporting pack to the Manager and Board, this will include budgets and cashflows which will be monitored on a regular basis. I have discussed the requirement for cost centres with my colleagues and once launched we can scale down the sheer size of the chart of accounts and at the same time and simplify the reporting format. This achievement will enable the Board to re-act quickly to changing circumstances and financial decision making.

### **Brigid Ewins**

BE made some introductory remarks about her first year on the board.

For the first couple of months after the last AGM, the Board were fairly quiet. There was no news from us as we were taking time to take stock, getting to know the Club and finding our feet as a new team.

It was fairly obvious from the start that the boundary between Oversight and Operations had become hopelessly blurred. Oversight is in fact our only function as a Board; we are here on behalf of the members and to ensure that the Club is being run in their best interest. We delegate our authority to the Manager to run the Club and really should have no further involvement in Operations. However, without any management reporting available to us we couldn't fulfil our oversight role.

So, at our first meeting in November it was put forward that our first step to rectify this situation was to assemble a Corporate Governance committee. The members of this committee are Alper, Darius and me with input from Irene. We got to work and by January the Board received and approved a new Corporate Governance framework from me and an Operational and Financial Control framework from Darius.

The Corporate Governance framework strengthens and defines the Committee structure with defined terms of reference, establishes authority, sets out decision trees and most importantly defines communication pathways to the Board so we are kept up to date at regular intervals. Together with the new reporting facilities on MOC and the financial reporting which Rob will provide; this will give the Board much improved transparency on Operations.

The strengthened Committee structure means that the bulk of operational duties can now be undertaken by those Committees which we hope will be attractive to Members who have a special interest in the various Committee remits. If we can populate the various Committees roles, it means that the Board can fulfil its remit of oversight with a much-reduced workload and may need fewer people to do so. But just to clarify, the maximum number of seats remains at 9 and we would welcome new members in the areas of HR, marketing and of course we are still on the lookout for a Treasurer.

Many of the Committees are ad hoc and are just convened for specific projects so if any of you are interested in helping out with a particular project, please do sign up when we advertise as they will not be long-term commitments.

### **Social Media**

Maddie Martin began working here during the summer selling ice lollies, was promoted to painting and decorating, and just made herself more and more useful by the week.

Maddie has been hard at work analysing our social media offering. She put together website and Meta data required by our new sponsors which was instrumental in securing those deals. She has carried out a competitive analysis on social media use by clubs in the South-East. None are very active on social media. This is an area we aim to take more advantage of, and Maddie has put together a brief strategy for doing this.

LinkedIn: Maddie has claimed a LinkedIn page, and we are using this to enhance our professional presence, to publicise events and we have used LinkedIn for recruitment.

Meta: Maddie will be chasing content and posting more regularly. We'll be updating posters and banners with our tags. Our sponsors are very keen to engage with us on these platforms. We can engage more with our juniors' using reels which are very popular. We will be using it to advertise on community groups. We'll be reviewing our Meta performance through engagement data.

## **Safeguarding**

This is my particular remit. We had an LTA inspection at the end of May and Irene generously gave me a half-day of her time each week for 4 months to prepare. This was intensive work and involved a full review of our policies and our coaching offering, but the effort paid off and we achieved an excellent report. The LTA inspector reported that we have a “very high standard of safeguarding resilience that has been embedded through policy and practical representation”. However, as part of the inspection we were required to carry out a member’s survey which achieved a surprisingly high number of responses and there is still safeguarding work to be done. Of the several safeguarding concerns reported to us, all have been resolved and I am delighted to report that no incidents have arisen, or complaints made of non-inclusivity, so I am hopeful that our message to members that all are welcome at this Club has been well received.

## **Darius Mayhew**

Darius presented the following powerpoint on financial controls and MOC  
[TWLTC Overall Governance Control AGM.pptx](#)

## **Paul Healey**

Paul Healey mentioned that there was no major capital court expenditure last year.

There had been a major service to the metal halide floodlights where courts 1-4 and 11-13 had been re-lamped in November 2022 at a cost of £10,000.

Clay maintenance had been continued twice over the year with Kevin topping it up. Baselines on court 5-7 were rejuvenated, and the grass courts have held up well. The hard courts were pressure washed by Kevin.

There has been a major service on our main mower and the secondary mower totalling £7-8000.

We will continue to watch on courts 1-7 for any deterioration of surfaces with earmarked costs within the sinking fund to replace over the next few years as required.

Fencing has been pulled up by the windbreaks on courts 1-7 and this needs reviewing.

## **7. Questions on Proposed Resolutions**

I should like to proceed by dealing with all questions from members on any matters relevant to the business of the meeting at the outset, before we move on to the voting on the resolutions themselves.

To ensure orderly discussion, I may take several questions together on the same topic to avoid repetition of answers.

Before asking your question, please give your name and state whether you are a member or proxy. If you are a proxy, please state your name and the name of the member you are representing.

Alison Stewart asked about painting the court lines on 5/6/7/8/9/10 and Paul mentioned that the lines cannot be painted and that use of the line brushes would improve the visibility of the lines.

Trevor Haeger proposed a thank you to Kevin for all his hard work.

Mark Goodale asked about the courtesy lighting and mentioned it’s not working and how dangerous it was. Paul Healey mentioned that we had asked the contractor who had installed the floodlights to

come back. He reported that they were very busy and located in another county. We were looking at solar lights in the short term and we will review other suppliers.

Mark Goodale also asked what the financial strategy was for the bar and is the plan for it to break even? Irene answered that there had been an improvement to the deficit and that it was a journey we were on to improve the sales performance.

Trevor Haeger mentioned the results were fantastic but minus the coaching there could be a 10k loss per year. He also referred to the Club's healthy profit, healthy sinking fund and healthy reserves and enquired why the Club was only spending £90k on a refurbishment plan.

Darius Mayhew mentioned that the proposed allocation of costs to coaching is probably not equal with regards to lights, courts etc.

Alper Deniz mentioned that things were stable and with any investment we need a treasurer to support with the decision making and in order to define the strategy of the clubhouse for the next number of years. At this stage, the Board considered that the refurbishment being undertaken, and the costs were appropriate.

Alper Deniz also mentioned that if the Club was to consider Padel courts, detailed estimates would be obtained. It was confirmed that the board will not decide without convening a meeting to see the plans and vote.

Andrew King firstly wanted to congratulate Adam and secondly in the past lots of head coaches have left previously and are able to come back as members of the club, but he believes James hasn't been allowed to come back as a member.

Alper Deniz read out the following statement. "The Board is aware that members have been discussing James' application to become a member of the Club. On termination of his employment, James' membership also terminated. It was our hope, and we thought that James had agreed, that there would be a period of time in which our new Head Coach would be able to bed in. However, James has applied for membership nevertheless and his membership application is being considered by the Board. However, there are certain confidential matters which the members will not be aware of that have to be investigated and the Board, are looking into this. I am afraid that I cannot say any more at this stage, but members should take comfort from the robust rules and procedures we have in place and James' application will be dealt with properly."

Louise Dubec asked when the Club would be doing the next member satisfaction survey, and it was best practise to do every 2 years. Louse completed the last one 5 years ago, so it was well overdue and it's important that membership has a voice and compare/contrast to the one done 5 years ago.

Cathy Kirwan said it was important that everyone had a voice and to present ideas outside of the AGM. Susan Prescott mentioned a suggestion box. Alper Deniz responded and said yes please do go ahead and drop Irene an e mail. Cathy Kirwan said it would be nice to hear other member ideas and Alper Deniz said please do come along and join one of the committees.

Susan Prescott mentioned that there were only 3 lots of Ops Committee meetings that had taken place and Brigid Ewins said that was due to a lack of quorum due to lack of volunteers for the Board and the committees. Brigid confirmed the minutes were always posted on the board. Darius Mayhew suggested the minutes could be added to MOC.

David Arthur said it was not ideal, but it did work in covid if people attended by zoom and could you remind me what are the sub committees? Brigid Ewins mentioned coaching as well as Teams and Tournaments as well as ad hoc committees like the Head Coach recruitment panel.

Darius Mayhew mentioned the fact there is a social committee and we need more members to come along and join the committee.

Alison Stewart mentioned that she is part of the Maidstone league and with the lights going out at 9:30 means matches can't start earlier. Is there no way we can re look at the time the lights go out? Alper Deniz mentioned that full planning would be required to make a change here. Paul Healey said we can look at this again and we are reviewing solar lights currently.

Dawn Thain said well done to Adam and said she is very into padel and knows how popular it is. Alper Deniz asked for a show of hands as to who might like Padel and there was a majority of hands shown. He mentioned that there was a private funder who had been in discussion with the board, and it would be a majority of pay and play. Paul Healey mentioned that there would be a different dynamic here with non-members on site and we would lose our tax status.

## **8. Notice**

Ladies and gentlemen, thank you for your questions. I would now like to start the formal proceedings of this annual general meeting.

The notice of annual general meeting, together with explanatory notes, was posted to members on 11 September 2023. Accordingly, the requisite notice of the meeting has been given. I propose therefore that, with your consent, the notice of meeting should be taken as read. Is that agreed?

All agreed but Cathy Kirwan/Susan Prescott asked for special resolutions 2 and 3 to be explained before voting.

Thank you.

## **9. Voting Procedures**

The voting today will be conducted on a show of hands unless a poll is demanded. May I remind you that ordinary members who are present here in person are entitled to one vote on a show of hands. A proxy who is present and has been duly appointed by a member entitled to vote, also has one vote on a show of hands. If the proxy has been appointed by different members to vote in different ways, the proxy will have one vote for and one vote against the resolution.

I am appointing Brigid Ewins, the Club's Secretary, to act as scrutineer.

The results of the voting, including the proxy votes on each of the resolutions, will be published on our website as soon as reasonably practicable.

## **10. Resolutions**

We will now proceed to vote on the resolutions which I will formally propose to the meeting. The full text of each of the resolutions is set out in the notice of meeting, a copy of which you will have received.

Resolutions 1 to 3 are proposed as ordinary resolutions and require a simple majority to be passed. Special Resolutions 2 and 3 are proposed as special resolutions which to be passed require a majority of 75% to vote in favour of the resolution.

In the event that a poll is demanded, the poll will be conducted at the end of the meeting when each of the resolutions have been proposed to the meeting.

**11. Resolution to approve the minutes of the AGM held on 7 September 2022**

The first resolution is to approve the minutes of the AGM held on 7 September 2022.

I now propose that the minutes of the AGM held on 7 September 2022 be approved.

Please raise your hand to vote.

Those in favour?

Those against?

Club secretary counts votes.

I declare the resolution carried by the necessary majority.

**12. Resolution to approve the annual report and accounts.**

The second resolution is to approve the annual report and accounts for the year ended 31 December 2022.

I now propose that the annual report and accounts for the year ended 31 December 2022 be approved.

Please raise your hand to vote.

Those in favour?

Those against?

Club secretary counts votes.

I declare the resolution carried by the necessary majority.

**13. Resolution to re-appoint auditor.**

The board is recommending that Kevin van Doren be re-appointed as auditor. I propose, therefore, that Kevin van Doren be re-appointed as auditor.

Please raise your hand to vote.

Those in favour?

Those against?

Club secretary count votes.

I declare the resolution carried by the necessary majority.

Agreed, majority in favour one abstain.

#### **14. Special Resolutions**

We now come to Special Resolution 2. The purpose of this resolution is to make certain amendments to the articles of association. A detailed explanation of the proposed changes can be found in the notice of the AGM.

Please raise your hand to vote.

Those in favour?

Those against?

Club secretary counts votes.

I declare the resolution carried by the necessary majority.

We now come to Special Resolution 3. The purpose of this resolution is to make certain amendments to the articles of association. A detailed explanation of the proposed changes can be found in the notice of the AGM.

David Arthur said he felt this would be impractical as the person would still be liable within that period of time and Louise Dubec felt if that board member had personal issues they would be obliged to stay. Susan Prescott read out a statement from Di Winters:

“Members do not generally stand for election to the Board with the intention of resigning mid-term. Personal circumstances, as in my case, or potentially a dispute within the Board, are the most likely causes. Out of a sense of duty I continued to do key functions, did a detailed hand-over to the new accountant, and helped get the new system live. And I know others have done the same. Had we not been so obliging I don't see how you can make someone continue, given the Board is comprised of volunteers. Would this be helpful anyway? I know only too well about picking up the burden having taken on the extra responsibilities of Chair, as well as Company Secretary for last summer, during my time on the Committee/Board. It is hard, but it would still be my preferred option, as at least you know the necessary work is being done.

Given Articles 18.2.5 provides for a co-opting process which only requires a vacancy be advertised for 14 days and then a majority of the Board can appoint, and that if the number of directors were to fall below 5 then an EGM has to be called within 28 days, there should be no need for a 3 month notice period. The maximum period a Board needs to have vacancies is only 28 days. Surely 3 months' notice for a director belongs in the corporate world, and we are, at the end of the day, a members Club with volunteer Directors.

Does the Board not think that by requiring 3 months written notice they are likely to further discourage members from wishing to join the Board as presumably the liability will remain for that period too?”

Please raise your hand to vote.

Those in favour?

Those against?

I declare the resolution not carried by the necessary majority.

#### **15. Re-election of directors**

As set out in the notice of the AGM, I am pleased to report that Paul Healy, Darius Mayhew, and Paul Darby have all been elected to the Board unopposed.

#### **16. Re-election of Appeal Panel**

As set out in the notice of the AGM, I am pleased to report that Claire Hofman, Don McIntyre, Kate Malone, Shirley Spurgeon, and Alison Stewart have all been elected to the Appeal Panel unopposed.

Susan Prescott asked to read a statement from Di Winters, ex-treasurer:

“Points relating to the misleading email communications about the lack of vacancies have already been discussed. However, I am also concerned that the proposers and seconders listed for both the Board and the Appeals Panel are oddly identical to last year.

Additionally, I believe one of the seconders is actually no longer a member of the Club and therefore not entitled to second a nomination. Another proposer has commented they have not completed any form relating to the elections this year. Under Article 25.1 members wishing to stand for election should complete a form and be nominated and seconded by Voting members and this was clearly laid out in the first email that went out relating to the election process. This form along with the Code of Conduct and Fit and Proper Declaration should have been completed by all candidates, existing Board members and new candidates.

In terms of the Appeal Panel, I believe one of the nominees is no longer a member of the Club, and therefore resigned from the Panel last year. Maybe they have re-joined?

Can you confirm that the process of nominations has been carried out in line with the Articles? Additionally, that it has been confirmed that all nominees are Voting members? Along with their proposers and seconders? For both the Board and Appeal Panel? This has to be considered important for the integrity of the Board.

I know a lot of work has been done on the governance of the Club now it is a company and I also know the work that goes into preparing and conducting the AGM. Apparent failures to follow correct procedures are therefore disappointing.”

#### **17. Concluding remarks and any other business**

That concludes the formal business of this meeting.

We now move to any other business.

I thank you all for your interest and attendance and declare the meeting closed. The results of the meeting will be posted on our website as soon as practicable.

You are all invited to join the directors for refreshments.