

Minutes of the Sidcup RFC AGM held on 22nd July 2009 at 20.00 hours

Present

I. Anderson (IA) (Chairman), D.E.R. Price (DP) (Treasurer), A. Jones (AJ) (Secretary), Mrs. S Daniel, Mrs S Willing, P Attwood, D Beaton, C Bensley, J Bisek, T Buck, D Couldridge, J Crouch, P Edden, P Edwards, J Fitch, D Grace, R.D.P. Henderson,.F.T. Hobbs, C Latham, M Leamon, T Lyons, J Kelleher, K Morris, T Powell, C.E.R. Prewer, R Sharp, M Skillman. C Steadman, M Taylor, C Whitford, A Willing, I Wilson, J Wilson, G Wylie
(34 in attendance)

Ian Anderson welcomed everyone to the meeting and said that the President, Phil West, would not be able to attend the meeting due to his wife Jenny being in hospital at this time. He said that he was sure that everyone present sent their best wishes to Jenny and Phil at this time. Agreed unanimously.

I Anderson said that Malcolm Button was seriously ill and had recently been moved to a hospice. Since the last AGM the club had lost a number of members – John Stowskey, Brian Bennett, Alf Vincent, Ray Fairbrass. He asked the meeting to observe a minutes silence in remembrance of these members.
He then declared the meeting open.

1. Apologies

Mrs D Bensley, Mrs P. Leask, R Bacon, N.R. Beaton, L Burrage, P Bensley, R. Cato, K Crook, J Dowden, G Egan, M. Freeman, K.A. Jeffries, C. Jones, G.D. Jones, W.C. Leask, A.H. Marsh, H.J. Osborne, S Price, A Puttock and P.J. West.
(20 received)

2. Minutes of previous AGM

The minutes of the previous AGM were agreed as a true record and signed by the Chairman.

3. Matters arising

There were no matters arising.

However, C Latham said that he had not received the AGM send out information for the past two years however; AJ had emailed him copies for this current year after he had requested them. IA replied that all members are sent this information and he could not shed any light on why CL had not received them.

4. Annual Report

IA said that the Club's Annual Report along with the Captains and Youth reports had been sent out with the calling notice. Are there any questions that anyone wished to raise? As there were none, adoption of the annual reports was proposed by J. Wilson, seconded by P. Edwards and carried unanimously.

5. Financial Reports and Accounts

DP said that the club had held two general meetings with members last year to discuss the financial situation at that time and he did not intend to cover this again.
He said that this year's accounts had been independently reviewed by the club's Audit Committee and they had agreed that the Income and Expenditure Account fairly reflects the surplus of Income over Expenditure for the year and further that the Balance Sheet is a true reflection of the Club's net assets as at 30 June 2009.

Last year we had an excess of expenditure over income of £46.7K he is pleased to report that the accounts for the 12 months up to 30 June 2009 are in a much healthier state. We had net assets of £13.5K.

He went through the items on the Balance Sheet highlighting fixed assets of £9.9K, cash at bank as £27.6K with creditors at £17.5K and a loan from SSC to cover the floodlight refurbishment of £8.8K giving us net assets of £13.5 K. A member asked if we were paying interest on the SSC loan, IA replied yes at a competitive rate of 4%.

DP continued that on the creditor's side there were two Barclay's accounts totalling £2K that we were having difficulty to access but this was being looked into. The shop account is very similar to last year however; DP was being very conservative in his stock check costings. The 200 club account is still being paid into by some members even after numerous attempts of informing them the 200 club has ceased to operate. This money will be returned to the members in due course.

Last year the SSC levy was in arrears by £12.5K, we are now down to £5.4K this is on course to be cleared by March 2010.

DP said that when comparing this years figure with last years we must remember that last years figures were based on a 16 month period.

DP turned to the Income & Expenditure sheet and again explained the figures in detail. Annual subscriptions were £56K which come from ball park figures of 400 senior 500 Club members, 200 adult members and 300 youth members.

Sponsorship & donations were £19.6K which is the best we have achieved for a number of years.

Entertainment/social events raised £3.8K with the shop profit was £4.5K. Overall our income for the year was £89.2K.

On the expenditure side the club has maintained a strict budgetary policy the club's finances are reviewed each week by the Executive committee and checked by the club Audit committee quarterly.

The main items of expenditure are:

Levy to the Sports Club of £20.5K, catering £7K, physio/medical £8.5K, coaching expenses £14K, recruitment/players expenses £6K, laundry costs £2.3K, travel expenses £1.2K, referees £1K, competition entry costs £1.4K.

The total expenditure amounts to £73K, this gives us for the 2008-09 year an excess of income of £16.2K.

DP asked if there were any questions. CL said that the 125 brochure had been very poorly taken up and he had not witnessed very much interest in trying to sell it. IA said that the 125 brochure was the responsibility of the 125 committee however; PW and the General Committee were also very disappointed at the take up. Efforts would be made to correct this situation.

P Attwood said that could the treasurer tell him the name of the Bank the club was using that provided a high interest account as he would very much like to invest with that bank. DP said it was no better than any other bank but was still called a high interest account, we live in hope. P Attwood asked why the club were not showing any costs against insurance, are we not insured.

DP replied that previously the RFU had allocated monies to clubs which covered the cost of the RFU compulsory insurance policy which the club paid for. The system has changed whereby the RFU have withdrawn conditional funding and now they pay all compulsory insurance premiums.

IA said that we were at present in a situation whereby the club was being sued by a former member over an accident which happened in December 2007 this was being dealt with by the RFU insurers and legal team, more on this later in the meeting.

C Bensley said that on behalf of the membership he would like to record thanks to the Committee for managing the club accounts in difficult times.

I Anderson asked if there were any further points that anyone wished to raise, there being none. Adoption of the financial report and accounts was proposed by J Kelleher, seconded by C.J. Latham and carried unanimously.

6. Proposed Subscriptions for 2009-10

I Anderson said that the proposals for changes to annual subscriptions were outlined in the calling notice sent to members. Are there any questions that anybody wants to ask? C Bensley said his understanding was that anyone who wanted to be a gym member who was not a member of the rugby club would have to pay £120.00 plus the £60.00 rugby club membership fee per annum. IA replied that yes that was correct. C Bensley said that he thought that that was a reasonable subscription.

There being no further questions the adoption of the subscriptions for 2009-10 season were proposed by C Bensley, seconded by J Wilson and carried unanimously.

7. Proposed Changes to the Club Rules

A Jones outlined the reasons for the changes to the club rules proposed by the General Committee as stated in the calling notice. Were there any questions or comments that anyone wished to make.

C Bensley said that he thought the changes to rule 14(b)2i whereby 'notice advertised on the club website four (4) weeks prior to the date advertised in the Club Fixture List & Manual' should not be adopted as receiving this information especially by older members who do not have access to the internet as preferable. AJ said that advertising on the club website was only one of the methods as outlines in the rest of the change. If a member wished to receive notification by post they only have to write to the club Secretary and request it. There are a number of other clubs who have successfully done this e.g. Blackheath and Tonbridge Juddians.

IA said that sending out this information by post costs in the region of over £400.00.

There being no further questions the adoption of the changes to the club rules were proposed by K Morris, seconded by J Kelleher with 29 votes for and 2 votes against.

8. Proposals that the Club Become Incorporated as an Industrial & Provident Society

A Jones outlined the reasons for the General Committee proposing the Club become incorporated. The RFU are concerned about the number of clubs which have unincorporated legal status and consequent personal financial risk to their committee members and officers. As we are not incorporated we need to consider what would happen and who would be responsible if legal claims were brought against the club.

Any legal claim could be brought against one or more of the committee members who might be liable if the club has insufficient assets or insufficient insurance to meet the claim.

Is it wise to remain an unincorporated association?

Why we may be at risk?

Serious injuries to a player on the pitch are thankfully rare, but they do happen and accidents of any kind unrelated to playing of the game can occur in any rugby environment.

Public Liability insurance provided by the RFU offers protection but is not a failsafe, and not necessarily protection for every possible occurrence or for unlimited liability.

An incident or accident may fall outside this cover or invalidated by someone's actions or unexpected circumstances.

E.g. If the club could not afford to pay its creditors and it was not incorporated the committee members may be potentially personally liable for the clubs debts.

Many of us know that we should make a will but haven't got round to it, incorporating a club as a company limited by guarantee is an administrative process that should not be left on the back burner.

Doing nothing and hoping that disaster does not strike is simply not an option.

Therefore we propose incorporation as an **Industrial & Provident Society (IPS)**.

Like a company (and unlike an unincorporated association), an IPS has a legal personality of its own, separate to its members. An IPS also enjoys the benefit of limited liability.

An IPS is normally utilised by organisations acting in a co-operative manner (e.g. a trade union) or conducted for the benefit of the community. One particular peculiarity of an IPS is that all members must have equal voting rights, (i.e. there cannot be separate classes of members). An IPS must also be "mutual", meaning that any profits of the IPS are ploughed back into the organisation for its benefit.

The principal governing statute for an IPS is the Industrial & Provident Society Act 1965 (as amended by subsequent Acts) and the regulator is the FSA. An IPS must register with the FSA and lodge various documents and returns with it in a similar way to which a company has to file returns to Companies House.

This will mean that the Club Constitution (Rules) will have to be rewritten in the form of the IPS Standard Rules. These then have to be agreed by the RFU and then sent to the FSA for registration.

The Committee have considered this very carefully and seek your agreement for this to be pursued.

R Sharp said that in view of the claim on the club it was important that we did all that we could to support the club officers and he therefore saw no other option than become incorporated. P Attwood asked if there were further details re the claim that the meeting could be told. AJ said that he did not want to go into too much detail but as reported earlier a member had received serious injuries while being involved in an activity in December 2007. The RFU insurers, solicitors and a QC are all involved at present. The case may go to court within the next few months or not, we will have to wait and see.

Further discussion took place with everyone speaking in agreement with the proposal. T Powell asked, what would be the next step? IA said that once acceptance had been agreed the club would set up a working group to obtain incorporation status.

IA asked if the meeting agreed to accept the General Committee's proposal to proceed with seeking incorporation. The meeting agreed unanimously.

9. Election of Officers and Representatives for 2009-10

I. Anderson said that P. West had been the President for the past four years and had done outstanding service during some difficult times. He was now standing down but would be moving to a new role within the club as Director of Senior Rugby. IA was sure that the meeting wished to record its thanks to Phil for all that he had done during his four year term. There was unanimous agreement.

IA also wished to thank those people retiring – Phil Ubee (Club Lead Coach), A Jones (Secretary), C Jones (Club Safeguarding Officer), S Price (Chair Selectors), Jack Hobbs (Senior Player Registration Secretary),

IA said that he wished to recommend to the meeting Charles Prewer to be the new President along with those listed in the calling notice as Chairman, Treasurer, Secretary, Commercial Development Manager, Director of Senior Rugby and Captain of the Club. The adoption of these officers was proposed by, A Willing and seconded by C Whitford with 30 votes for and 1 against.

Election of all other Committee Members, Sub-Committee Chairman and other Non-Elected Officials plus the election of Sidcup Sports Club General Committee members was proposed by I Wilson, seconded by J.F.T. Hobbs and carried unanimously.

10. Any Other Business (for consideration of the General Committee)

G Wylie asked why were the committee members not dressed in jackets and ties as was the tradition on these occasions. AJ said that it was felt more in keeping with the times and the membership to dress more casually now than previously. Top hats and winged collars do spring to mind.

I Anderson said that he wanted to inform the meeting that the General Committee had agreed in April 2009 that for each Twickenham international match where the RFU restrict the distribution of tickets to the club network, the Club's incumbent President, Chairman, Treasurer and Secretary will each be offered the option to purchase one pair of tickets from those allocated to the club. The remaining tickets available will be allocated by the International Ticket Administrator using his judgment to distribute the tickets as fairly as possible.

The President, Chairman, Treasurer and Secretary will make their tickets available to the Commercial Development Manager for inclusion in sponsorship packages. This means that there will be 8 tickets available for each Twickenham game for which the RFU restrict the distribution of tickets to the club network. The meeting accepted and agreed with this proposal.

C Latham said that when he was President he had arranged for a permanent metal barrier along the edge of the 1st XV pitch on the stand side and a removable metal barrier on the cricket square side of the pitch. What had happened to the removable one? AJ replied it had rusted away and been scrapped a number of years ago. We had looked at replacing this recently but the cost was prohibitive and so we continue to use a rope barrier.

There being no further business Ian Anderson thanked everyone for their attendance and participation and declared the meeting closed at 9.20pm.

A Jones
Honorary Secretary
24th July 2009