

## **MINUTES OF SLTCC 44th ANNUAL GENERAL MEETING HELD ON 15 DECEMBER 2020**

**Present:** Thirty Club members, including: Gillian Bartlett, Chair, the following Board members: Vikki Courtney, Ray Franklin, Simon Taylor, plus Dez Lewington (Club Manager).

**Apologies:** Katharine Beaudry had offered apologies.

### **1. Introduction**

Dez advised the best practice for the meeting:

- Everybody should remain on mute – unless a member is asking a question – this is to avoid noise feedback and people talking over each other
- If a member wishes to speak they should indicate this by sending a “chat” message.
- The Zoom poll will be put up on screen at appropriate time. Dez advised that there 8 members at the AGM who had not voted by proxy and therefore should vote by Zoom poll.
- Those who have voted by proxy – any Zoom poll vote will be discounted.
- The absolute final voting position will be circulated the day after the AGM as the full reconciliation of votes has to be done the next day. However, it was hoped that it would be possible to confirm to the AGM straight away the result of the voting on the Special Resolutions.

Gillian welcomed everyone to the meeting, noting that this is the first AGM to be held by Zoom Video conferencing. This was necessitated by the continuing Covid19 restrictions and was being held in accordance with the Corporate Governance and Insolvency Act 2020, Gillian stated that the rules remain the same as far as possible as for an AGM held in person. All voting will take place by poll, combined with the proxy voting already submitted

It was confirmed that were more than 17 attending the AGM which therefore was quorate.

### **Minutes of the 2019 AGM**

Gillian confirmed that the minutes of the AGM held on 26 September 2019 had been approved by the Board and are available on the Club website.

### **2. To Receive the Accounts**

Ray Franklin introduced the Accounts for the financial year to 31 March 2020 and explained that these largely covered the period before Covid 19 lockdown towards end March 2020. Overall, the position was similar to 2018/19

- Income in 2019/20 stood at £205,807 compared to £216,363 for 2018/19. Expenditure was slightly higher, being £200,708 in 2019/20 compared to £199,317 in 2018/19;
- This gave an operating surplus for 2019/20 of £5,099, compared to £17,046 for 2018/19;
- Ray noted that there was a shortfall of income of approximately £13k due to Covid19 preventing Easter term tennis courses;
- Noted that there was expenditure in 2019/20 relating to LED lights in the squash courts.

The financial performance for 2020/21 YTD has been good despite Covid19, largely through increased tennis membership.

Ray noted that the 2019/20 results were in line with the performance over the past few years, built on a model of employed Club Manager, tennis coaching brought in-house and increased letting

income. This allowed the Club to maintain and resurface the tennis courts on a rolling basis, however, it is not sufficient to fund new squash courts or a new club house.

A member (Elaine Wheeler) queried that there had only been one week of lockdown at the end of March, yet the financial impact seemed larger than one week. Ray explained that the accounts are on the basis of cash terms. Therefore, the lockdown meant there was substantial loss of coaching income over Easter and also noted that coaching is paid termly in advance. Hence approximately £13k of income was foregone which would have been in the 2019/20 accounts.

Gillian stated that no poll was required on this item (as it is only necessary to receive accounts at the AGM, not to approve). Gillian thanked Ray for his work on the accounts and it was formally noted that the AGM had received the 2019/20 accounts.

Gillian advised that the Chair's report circulated with the papers had been circulated well ahead of the meeting and it was assumed that this has been read, accordingly she did not propose to further go through this at the AGM.

The Chair's report includes a summary of the business plan and Special resolutions. The Directors' report provides further information about the directors and bar committee standing for election.

### **3. Business Plan**

Gillian advised that the Board had spent a considerable period of time considering the best way forward for the Club. In summary, the Business Plan proposed:

- To continue to renew tennis courts over a 10-year cycle
- Upgrade to LED lighting on all tennis courts
- To ensure the continuance of the Squash and Racquetball section
- To build an additional tennis court where the croquet lawn is currently situated
- To build a new Clubhouse, incorporating 2 squash courts.

The Business Plan had been drawn up this year by the Board, after considering various options for the club's future. It looks to provide facilities for the greatest number of people and to identify the best way to provide facilities for the next few years

Questions on the Business Plan were invited.

A member (Michael Wheeler) asked if any approach had been made to Bromley Council regarding the proposed new Club House. Dez explained that Bromley Council hadn't been approached as the Board considered that the correct way forward was to approach members first and get their approval of the way forward.

Michael noted that Bromley Council are keen to preserve green space and that there are already two buildings (existing Club House and squash court building).

Gillian noted that the Board had held discussions with architects a few years ago regarding a new Club House. However, that did not proceed to Pre-Planning as it was then found that the squash court building had major structural problems and therefore it was not possible to proceed further at that time with a new Club House. Given that the squash court building is failing, the new Club House

would now be on the basis of incorporating two squash courts (and the existing squash court building would be taken down).

#### **4. Special Business: to consider 4 Special Resolutions (75% vote required)**

Gillian advised that the 4 Special Resolutions each required a 75% majority of those voting (proxy votes and those voting at the meeting). For clarity, an abstention is a decision not to vote, e.g. they are not included in the calculation.

##### **Special Resolution A**

*That the board of directors is authorised to take both of the following steps: -*

- 1. On or after 30 September 2021, to close the croquet lawn for the purposes of playing croquet and then to construct a new tennis court on the area where the croquet lawn is currently situated; and*
- 2. To apply for planning permission and take all other necessary steps to construct a new clubhouse building, incorporating two new squash courts, on the currently unused section in the North West corner of the club grounds.*

Gillian advised that the Board has spent a long time considering the best way forward for the future of the club. The Board is well aware that the proposed way forward would inevitably cause upset for members of the croquet section and hence there had been consultations with the croquet section. Before seeking questions from the AGM, she advised that the AGM would consider two written inputs provided in advance.

Hamish Mc Dowell had submitted a written question: – if the vote is passed that a new tennis court is to replace the existing croquet section, given that the croquet section has been part of the club for many years, will it be given some assistance in relocating to a new venue?

Gillian referred to her email to Jane Sheridan (Chair, Croquet section) on 12 October which discussed the scenario of the croquet section migrating and also the Board meeting on 6 October 2020. Gillian read an extract from the Board meeting: “As for financial help, on the assumption that the proposed special resolution is passed at the AGM, the board is willing to assist the croquet members, if possible, with setting up a facility to play croquet elsewhere. For example, if members can find a new location to play, subject to final approval of the board, they could take the shed with them and the equipment inside. The chalet itself probably cannot be moved without collapsing, but the board would be unlikely to object to this being taken, if this could be useful. Subject to a final agreement being reached, any croquet equipment could be taken too”.

Another member (Craig McEwan had requested to speak). He has been a member of the club for over 60 years, is one of the Club’s Vice Presidents and has coached tennis professionally. Craig noted that croquet has been played at the Club for many, many years, giving joy to croquet members. He was very sympathetic to the existing croquet members facing the loss of their facility. However, Craig said that the Board’s responsibility was to look at the interests of the whole Club and to increase membership and wider usage.

He noted that the present Club House is unsuitable. In conclusion, if the Board considered that the best interest of the Club was to add an additional tennis court and build a new Club house with

squash courts, then he would be supporting the Special Resolution A. This is the only way of obtaining substantial external funding for the project.

There being no further questions at this stage, the AGM moved to voting. Eight votes were made by means of Zoom poll.

Dez then announced the overall result, taking into account the eight Zoom votes plus the 136 proxy votes received before the AGM (noting that there were a further 3 proxy votes that were invalid due to membership not being current).

#### Special Resolution A result

Abstention	2 votes
Against	27 votes
In favour	115 votes

Overall result – 81% in favour of Special Resolution A which therefore was PASSED.

#### **Special Resolution B:** Remove the Objects Clause from the Articles of Association

*That the Articles of Association of the Company be amended by deleting all the objects of the Company that by virtue of the Companies Act 2006 have been treated as provisions of the Company's Articles of Association.*

Gillian explained that prior to the Companies Act 2006 there was an objects clause in the Memorandum setting out their powers and the objects of the company. Companies formed after the Companies Act 2006 do not have objects clauses. The Club wishes to update the articles and ensure that any steps the club takes in the future are not restricted unnecessarily by this clause. This is a step towards modernising articles.

There being no further questions at this stage, the AGM moved to voting. Eight votes were made by means of Zoom poll.

Dez then announced the overall result, taking into account the eight Zoom votes plus the proxy votes received before the AGM.

#### Special Resolution B result

Abstention	20 votes
Against	21 votes
In favour	103 votes

Overall result – 83.1% in favour of Special Resolution B which therefore was PASSED.

#### **Resolution C:** Amend the Articles to allow remote meetings

*That with effect from the conclusion of the meeting the Articles of Association of the Company be amended as follows: -*

*1. Article 33 - add a new article stating: - 'In the event that it is not possible, for any reason, for all or any members to attend a meeting in person a meeting may be held and votes may be permitted to*

*be cast by electronic or other means. The meeting may be held without any number of those participating in the meeting being together in the same place.'*

2. Article 39 (formerly article 38) - add the following words: - '...or sent by email or other electronic means to the secretary of the club ....

Schedule 14 Corporate Insolvency and Governance Act 2020 enabled the Club to hold this AGM by Zoom and to take votes electronically even if this is not covered in the articles.

The Club wished to amend the Articles so that it had the power to hold future AGMs by Zoom. Gillian stressed that the Club's strong desire was to hold future AGMs in person, but that it was sensible to have the ability in the Articles to hold AGMs by Zoom if necessary.

The articles were also being amended to explicitly recognise that proxy votes can be submitted by email.

There being no further questions at this stage, the AGM moved to voting. Eight votes were made by means of Zoom poll.

Dez then announced the overall result, taking into account the eight Zoom votes plus the proxy votes received before the AGM.

Special Resolution C result

Abstention	17 votes
Against	15 votes
In favour	108 votes

Overall result – 85% in favour of Special Resolution C which therefore was PASSED.

**Resolution D:** To approve the revised Articles of Association

*The Articles of Association shall be altered to take the form of the Articles of Association attached to this resolution and are in substitution for and to the exclusion of the Articles of Association previously registered with the Registrar of Companies.*

This confirmed that the new Articles would contain the changes as per Special Resolutions B and C, plus other amendments resulting, e.g. changes to numbering of other clauses numbers and all other adjustments are covered.

There being no further questions at this stage, the AGM moved to voting. Eight votes were made by means of Zoom poll.

Dez then announced the overall result, taking into account the eight Zoom votes plus the proxy votes received before the AGM.

Special Resolution D result

Abstention	18 votes
Against	21 votes
In favour	105 votes

Overall result – 83.3% in favour of Special Resolution D which therefore was PASSED.

#### 4. Election of Directors:

Gillian advised the AGM that over the past year 2 directors had resigned, but 2 new directors were standing for election (the voting being by Ordinary Resolution, requiring a simple majority).

Hamish McDowell stood down as Croquet director after 2.5 years. Thanks was given to Hamish for his hard work over that time.

Dave Burrow stood down after 2 years as Events director for 2 years. He had successfully organised two events in last year which were a success.

Under the current Articles, one third of the directors must retire each year, so Katharine Beaudry and Simon Taylor retired by rotation and volunteered to stand for re-election.

Katharine Beaudry			Simon Taylor	
Abstention	27 votes		Abstention	32 votes
Against	2 votes		Against	1 votes
In favour	115 votes		In favour	111 votes

Accordingly, Katharine Beaudry and Simon Taylor were re-elected as Directors.

Gillian was pleased to announce that Keith Mc Millan and Jane Sheridan are standing for election at this Annual General Meeting as Directors of the Board.

It is that Keith will replace Simon Taylor as the Bar and Lettings director, which will allow Simon to become the Squash & Racquetball representative (there having been no volunteers for this post since last year). Simon will still remain on the Bar Committee and as Club Secretary.

Jane Sheridan stands as director to represent the Croquet section. She has been Chair of the croquet section and a member of the croquet section for some time.

Keith McMillan			Jane Sheridan	
Abstention	235 votes		Abstention	23 votes
Against	1 votes		Against	1 votes
In favour	108 votes		In favour	120 votes

Accordingly, Keith McMillan and Jane Sheridan were elected as Directors.

#### 5. Election of Bar Committee

In accordance with the relevant statutory requirements, each member of the Bar Committee retires Paulius Kriksciunas, Keith McMillan and Simon Taylor, each offer himself for re-election.

The AGM voted and approved the aforementioned as members of the Bar Committee.

## **6. Election of Club President**

Peter Lewis was elected as Club President in 2018. This role lasts for 2 years so that a new president needs to be elected from current vice presidents.

The proposal is that Shelagh Brooks is elected as Club President; Shelagh has been a member for many years, has previously been on the Board, been an active tennis member and team captain and volunteered with administration work. The AGM approved Shelagh's appointment to Club President with 114 votes for, none against.

Gillian advised that under the Articles we can have 6 Vice presidents – currently the Club has Vice Presidents. The Board decided not to elect anyone Vice President this year to keep one space free. Next year there may be future changes to allow the Club to appoint more Vice Presidents and/or to limit the term (currently Vice Presidents stay in place unless they resign).

## **7. Winner of Club Volunteer of the Year Award 2020:**

Gillian recognised the Club benefits from many volunteers and thanked them all. A revised Key Roles list will be placed on the Club website at a future date. More help is always welcome from the wider Club.

This year there had been several recommendations for Jane Sheridan from the croquet section to be recognised as Volunteer of the Year. One comment had been made that:- Jane has worked tirelessly with enormous time and energy to support the Croquet section and look for an alternative location where the croquet members can play in the future.

The Board was therefore very happy to recognise Jane Sheridan as Volunteer of the Year and the award will be presented when social distancing allows.

## **8. Any Other Business**

Craig McEwan made some suggestions with regard to building a new tennis court. He suggested it would be a good idea to invite the member for our local Council Ward to the Club to see the site. It would also be sensible to identify the Bromley Council representative for leisure facilities. Craig is very happy to offer the Board and Club Manager advice and assistance.

At 9:14pm Gillian closed the meeting and thanked everyone for coming.