

## **MINUTES OF SLTCC 46th ANNUAL GENERAL MEETING HELD ON 3<sup>rd</sup> NOVEMBER 2022**

**Present:** Gillian Bartlett, Chair, the following Board members: Katharine Beaudry, Vikki Courtney, Ray Franklin, Keith McMillan, Simon Taylor, Jane Sheridan, plus Dez Lewington (Club Manager). Attendance at the meeting was 19, including Board members.

**Apologies:** Trish Allen, Gillian Capewell, Liam Cavanagh, Jeff Hinton, Philip Martin, David Roberts

### **Introduction**

Gillian welcomed everyone present and thanked them for coming to the Annual General Meeting (AGM) for the year ending 31 March 2022. She introduced the other members of the Board, plus the Club Manager.

### **Minutes of the 2021 AGM**

Gillian confirmed that the minutes of the 2021 AGM (held on 8<sup>th</sup> December 2021) had been approved by the Board and advised attendees that the minutes are available on the Club website. She thanked Simon Taylor for preparing these minutes.

### **1. Directors' and Chair's Report**

The report contains a lot of detail about the Club's year since 1 April 2021. Due to the Covid pandemic, there had been restrictions on play on all sports in the first part of the Club year. As a result the Club did not fully re-open until 17th May 2021.

There had been significant financial challenges during the previous financial year (2020/21) as a result of the pandemic. However, for the year ending 31 March 2022 the Club is in a healthy financial position - Ray to provide more detail in the Accounts agenda item and take any questions.

Croquet has moved from the Club to form a new Sydenham Croquet Club located at Mayow Park and is doing well. The Club provided some financial assistance to assist in the move; the croquet honour boards have been taken to their new club house in Mayow Park (they would be returned to us if the Sydenham Croquet Club ceases to exist).

Pre-planning was submitted for the new Clubhouse and feedback obtained in February 2022 – Dez to provide more details later in the AGM. An application has been submitted for the new Court 8. This may be able to be dealt with under Lawful Development rather than full planning permission – again Dez will provide more detail and take questions.

The Special Resolutions to change the Articles will be dealt with separately in the agenda.

### **2. To receive the Accounts for the year ended 31 March 2022**

Ray introduced the Accounts for the financial year to 31 March 2022. The previous year (2020/21) saw a small operating loss due to the Covid pandemic and restrictions on the Club's operations. The 2021/22 financial year has seen a financial recovery from Covid with income of £260.4k leading to an operating surplus of £28.4k. Income was made up of:

- membership income - £115k;
- coaching income - £104.2k (there is a revenue share agreement between the Club and coaches);

- lettings - £20.8k;

Croquet income and expenditure has dropped out following the move to Mayow Park.

The Club anticipates being able to maintain an operating surplus going forward, with the proviso that the Club is seeing substantially higher costs for electricity and gas.

The Club has invested in the playing facilities in a number of areas:

- tennis court 5 has been refurbished and converted to artificial clay;
- LED lights installed on tennis courts 1 and 2 (DL noted that LED lights are to be installed on further tennis courts in early 2023).

For 2022/23 YTD the Club has made income of c.£170k. The Club anticipates being able to fund future refurbishment of facilities through ongoing Club income. However, funding the build of a new Clubhouse would require grants and loans.

A query was raised as to whether expenditure will be needed to repair the subsidence damage to tennis courts 3 and 4 caused by this year's very dry weather. Dez said that Trevor May contractors have advised that the courts should be left over the winter to allow time to ascertain where the courts sit after a period of rain. If repair is needed, the options being (in ascending order of expense):

- repair of the court surface;
- relay the courts. This would be done after only 6 years since the last relay, rather than the anticipated 10 to 12 years;
- relay the foundations to the tennis courts 3 and 4, and relay the courts.

DL advised that he had attended a meeting of the Federation of Bromley Member's Sports Clubs and that other clubs have had problems caused by the prolonged dry, hot weather; in one case a Club has had to close tennis courts due to safety grounds.

In response to a question on insurance, the Club's general insurance does not cover subsidence; however, it could be worth exploring if there are options in respect of the tennis courts. However, the squash court building is not insurable for subsidence given the previous history of subsidence. A further possible cause of concern is that there is a railway tunnel below the courts.

Gillian explained that there is no need for a vote to approve – the accounts are deemed to be received by the meeting. Gillian thanked Ray for his work on the accounts.

### **3. Special Business: to consider 3 Special Resolutions (75% vote required)**

The Special Resolutions relate to the amendment of the Articles of Association - the constitution of the club. The Articles were last amended two years ago in Covid to allow remote meetings and email distribution of all notices. The Objects clause was also amended. Board had discussed other updating amendments at that time but decided only to proceed with what they considered to be essential amendments during the Covid lockdown.

The Articles have been reviewed again this year: the Articles were prepared in 1976 when club formed as a limited company and there have been many changes in legislation since then – the amendments are partly to cover these changes and to reflect the move of croquet from the Club.

Further changes are to update rules on directors' terms and a resolution about the Presidents and Vice Presidents (VP).

Gillian advised that there are three Special Resolutions each required a 75% majority of those voting (proxy votes and those voting at the meeting).

#### **Special Resolution A – Various general amendments to Articles**

*That with effect from the conclusion of the meeting the Articles of Association of the Company be amended in accordance with the draft Amended Articles of Association attached, to include the following amendments:-*

1. Delete words "Croquet" and "Racketball": refer to Racketball by its official name "Squash 57". On a day to day basis, the Club will still refer to this sport as "Racketball";
2. Directors' roles: these have been clarified and confirms, what already occurs in practice, that each director will be re-elected to their particular role by the other directors after the AGM each year;
3. References to mental health: outdated terms about mental health have been removed;
4. Suspension or expulsion of members: the right of appeal and number of directors who can make a decision to be the same as for normal board meetings;
5. Voting: clarifies that this is just adult members;
6. Conflict of interests: sets out procedures for declaring an interest in a transaction and directors authorising a conflict. This used an LTA template as the basis for the procedures.

#### **Special Resolution B – Appointment of Directors for a fixed term**

*That with effect from the conclusion of the meeting the Articles of Association of the Company be amended in accordance with the draft Amended Articles of Association attached, to include the following amendments:-*

1. Delete the Articles relating to the requirement for Directors to retire by rotation.
2. Add new Articles regarding the appointment of Directors for a 3 year term by ordinary resolution:- Rather than the annual rotation of directors (which was the standard method when Articles drawn up, but not now) it is proposed to move to a fixed 3 year term. This follows LTA guidance. The fixed term is clearer and still allows members to re-elect directors at about the same interval as before. Directors know exactly how long their appointment lasts and they can still be re-elected at the end of a three year term.

Gillian stated that this meant that, if this resolution was passed, the new rules would apply to those directors elected at the meeting so their term would run for three years. In respect of the directors re-elected last year, their term would run from the date of their appointment – so a further two years. Anyone co-opted during the year would need to be elected at the next AGM.

#### **Special Resolution C – Vice Presidents and President**

*That with effect from the conclusion of the meeting the Articles of Association of the Company be amended in accordance with the draft Amended Articles of Association attached, to include the following amendment:-*

*Remove Article 79 stating as follows:- The members in general meeting on the recommendation of the Directors shall have the power to appoint a Club president and up to six vice-presidents all of whom may also hold office of the Club of be a Director.*

The proposal is to remove the President and VP roles which are honorary only and have no specific tasks. The Board felt the need to modernise and to have a better way of recognising service to the club in the future that would be more easily understood by members.

There are up to six VPs (a position held for life) from every two years a President is chosen. The Board has considered options – e.g. limiting the term of VP or increasing numbers of VPs. There is limited scope to appoint new people as the VP position is for life or ceasing to be a Club member.

Currently Shelagh Brooks is the President and she will revert to VP as her term of two years has expired. Other VP's are two playing members Barbara Seabrook, Peter Lewis; Honorary members, Jeff Richards and Jeff Hinton; and Craig McEwan (long-standing member – moved to New Forest).

It is proposed that all these VPs and previous VPs should be recognised on a new honours board – to be more prominent than the existing small honours board by the bar.

The Board plan to introduce a new method of recognising service to the club instead, particularly long service. The new scheme will replace Volunteer of the Year Award (VOTY) – Board considered that it should not give award every year if no suitable candidate and to recognise longer service. The new awards are:

Volunteer Recognition Award (VRA) – to be considered each year but not granted unless suitable candidate. To recognise both shorter and long term contributions.

Special Recognition Award (SRA) – to recognise especially outstanding service over a long period of time – only granted periodically when there is a deserving candidate.

There will be separate honours board for the new awards; we will keep the current VOTY honours list and also the VP/ Chair list in a clearer format.

The proposals had been circulated to the current holders of President and VP. Peter Lewis had raised concerns and the Chair invited Peter to put his views to the AGM. Peter acknowledged the good intentions of the Board, but wished to clarify elements of the proposal and whether it brought benefits compared to the current award structure – and asked that consideration be given to talking the clarified proposal to an EGM.

As a long-standing Club Member (dating to 1976), Peter has known all of the Club Presidents, VPs and VOTY holders. He suggested that the President and VPs confer a particular recognition of loyalty to the Club and that this status brings some “soft power”.

Peter noted that the Kent LTA, Sydenham Society and the Brighton & Hove Philharmonic Society all have Presidents and VPs and allowing their members to vote for the position holders. In the case of the Brighton & Hove Philharmonic Society opinion had been given that whilst the President and VP positions were not in the Articles and were honorific, they still had value.

Peter had four key points which he wished to make:

- 1) the proposed amendment appeared to ignore the role that members had previously had in choosing Presidents, VPs and VOTY. For instance, when VOTY had been introduced, a non-Board member was involved in the process for choosing the VOTY award;
- 2) how many awards are likely to be made under the new scheme;
- 3) can Board clarify if previous and current Presidents and VPs would be eligible for the awards;
- 4) the present wording says nothing of the recording of the status of the current Presidents and VPs.

Gillian invited two other current Vice Presidents to speak:

Barbara Seabrook said that she had felt rather embarrassed to be given the position of VP as though she had done things for the Club in the past, she wasn't sure that the VP position was appropriate. She supported the resolution.

Shelagh Brooks said that she felt the President and VP positions were outdated and not suited for the more modern business that the Club had grown to be. She supported the resolution.

In response to the statements made to the AGM, Gillian noted the following:

- 1) the Board would always consult with members as to the new VRA and SRA awards. There would be annual consideration of whether to grant a VRA and the Board would reach out to the members for suggestions. She pointed out that last year Dez had sent a request for nominations in the newsletter and that the award had been given to the person suggested by several members. The SRA recognises longer-term service to the Club and would be granted rarely – but the membership would always be consulted;
- 2) there is no minimum / maximum number of SRA holders;
- 3) the existing VPs would be eligible for the VRA and SRA;
- 4) there would be no more VPs as he revised Articles will delete the VP position; however, Club Presidents and VPs would be listed on an Honours Board.

The AGM then moved to voting on the Special Resolutions:

- Special Resolution A was passed unanimously
- Special Resolution B was passed unanimously
- Special Resolution C was passed with a majority over 75%, with two abstentions

Finally, a fourth resolution was considered

**RESOLUTION D - General provision**

*The Articles of Association shall be altered to take the form of the Articles of Association attached to this resolution to the extent that the above Special Resolutions are passed by the Club (to include required adjustments to the numbering of each Article) and are in substitution for and to the exclusion of the Articles of Association previously registered with the Registrar of Companies.*

This resolution simply confirms that all amendments to the Articles that are passed at the meeting will be incorporated into the new Articles in substitution for the old Articles.

- Special Resolution D was passed unanimously

#### **4. Election of Directors**

Gillian advised that there have been no changes in directors since the last AGM.

However, Jane Sheridan resigns as director at this AGM, due to the relocation of croquet this year. We thank her for her work on the Board for the last two years. Jane has been the main force in setting up the new club at Mayow Park which has already attracted many new members and we all wish her and the rest of the members of the croquet section well. Jane has helped to make the transition of the croquet section from the Club to Mayow Park very smooth and she has always been a calm and helpful presence on the board.

Simon presented to Jane a card and a gift from the Board; she was warmly applauded by the AGM.

The Board is looking for new Premises Director and/or Events Director in particular. Any prospective new Director will attend at least one Board meeting as an observer. Vikki Chambers has expressed an interest in becoming Premises Director. Anyone else interested in becoming a director is invited to approach Gillian or another Board member after the meeting.

#### Rotation

Under the current Articles one third of the directors must retire by rotation each year. This year, as a proposed change, Board decided that half the directors should resign. Accordingly, Katharine Beaudry, Keith McMillan and Simon Taylor will retire and all will stand for re-election.

Under the new rules discussed in Special Resolution B, Katharine, Keith and Simon are appointed to a term lasting three years. For the other directors who rotated at the 2021 AGM, their three year term will run from their re-election last year.

This requires an Ordinary resolution with a simple majority of those present at the AGM. The AGM voted and approved Katharine Beaudry, Keith McMillan and Simon Taylor as directors.

#### **5. Election of Bar Committee**

In accordance with the relevant statutory requirements, each member of the Bar Committee retires Keith McMillan and Simon Taylor and Vikki Chambers who all been on bar committee since last year offer themselves for re-election. Stephen Rhoden was co-opted onto the committee during the year and also stands for re-election.

The AGM voted and approved the aforementioned members of the Bar committee.

#### **6. New Clubhouse – Update and Finance**

The Pre-planning application for a new Clubhouse was submitted to Bromley Council in November 2021 and looked to incorporate two squash courts into the new building. The result of the Pre-planning came back in February 2022 and Bromley had negative feedback on a number of areas.

The most severe feedback was on the “mass” of the proposed building, in particular having a two storey building on the perimeter of the Club grounds. There was also major concern that the new building would impact on existing trees by damaging their root systems.

A tree root assessment has been undertaken by Bartlett's to provide clarity as to where the Clubhouse can be built. The Board decided to remove the squash courts from the proposal and new plans have been drawn up for a single storey club house. The new plans will go into another consultation process.

All options are being considered to stabilise the current squash court building. This includes structural work to stabilise the building and new floors for the squash courts. Dez is also investigating the possibility of strengthening the foundations of the building – a test pit has been commissioned to investigate the soil structure and clay content. The test work should also clarify if it is possible to obtain a guarantee on the work.

The total cost of all of the additional works may be c.£80k. The income stream of the squash court building is around £20kpa giving an approximately four year payback. The squash court building also protects tennis coaching income by providing a wet-weather facility; the building also provides the floodlights for several of the tennis courts.

The existing Clubhouse would be for the sole use of the nursery. The Hall was built in the early 1980s and is still in good condition. The existing bar areas (built in the 1960s) would be demolished and the area replanted.

The Club's finances will be improved by the new tennis court (court 8) on the site of the croquet lawn. Dez advised that we may not need full planning permission given that tennis court 8 is the transfer of use of one sport to another sport. Investigations continue with Bromley Council. The new court will be a tarmac court – given the proximity to trees and leaf-fall, this will be easier to maintain than a clay court. Two pickle ball courts will be marked on tennis court 8.

Initially, there will be no floodlights as this would require planning permission and could be an issue with neighbours, given that court 8 is close to housing and is on high elevation. It may be possible to look into lighting that goes along the sides of court 8 at a future date.

## **7. Any Other Business**

It was stressed that the priority is to maintain the Club's sporting facilities. Kent LTA provides an interest free loan for the floodlights on court 7. It may be possible to obtain a Quick Access Loan (10 year loan, interest free) from the LTA for tennis court 8.

The cost of a new Clubhouse is currently budgeted at £650k and the Club considers that it can fund interest free loans for this amount.

Gillian mentioned two sad deaths this year.

Firstly, Bill Buah – tennis coach had died of Covid in January 2022. From donations of members and the Club a bench had been installed outside the squash courts and money had been collected for a school that Bill supported in Ghana.

Gillian advised the meeting of the untimely death of Alastair Putt, who tragically passed away in August. Primarily a squash and racketball member he had also played tennis through the pandemic. He had organised the squash and racketball leagues and was the Club VOTY in 2021

His parents had recently emailed Dez to recognise Alastair's attachment to the Club and that they wished to donate to the Club £500 to fund something (for instance a trophy, award, bench) that remembers Alastair in a suitable manner and that he would have appreciated. Gillian invited that any suggestions be passed onto Dez and/or the Board.

At 9:27pm pm Gillian closed the meeting and thanked everyone for coming.