



## Annual General Meeting

Friday 15<sup>th</sup> April 2011 at 7.30pm

The Old Dairy Farm, Upper Stowe, NN7 4SH.

### Agenda

1. **Apologies**
2. **Previous Minutes**
3. **Club Finances** John Fowler
  - 2011/12 Budget
  - Membership Subscriptions
4. **Running Activities Review of the Year**
  - Juniors Graham Linnell
  - Seniors Simon Woodward
5. **Silverstone 10K** Brian Keers
6. **Election of Management Committee**

At the 1<sup>st</sup> April deadline, the following members had put their names forward

Club Chair	
1 Candidate	David Coates
Club Secretary	
1 Candidate	Brian Keers
Club Treasurer	
1 Candidate	John Fowler
Membership Secretary	
2 Candidates	Sue Clayton – Drabble Paul King

Appointment of Co-opted Committee Members

Vacant Roles	Volunteer Co-ordinator
	Ladies Team Captain
7. **Awards Presentation** David Coates
  - Junior Female Runner of the Year
  - Junior Male Runner of the Year
  - Most Improved Male Runner
  - Most Improved Female Runner
  - Clubman/Woman of the Year
  - Runners Runner
  - Ivor Pugh Cup
8. **Any Other Business**

The Legal Position of the Club, Committee and Members



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## **MINUTES OF THE SILSON JOGGERS A.C. AGM**

Friday 16<sup>th</sup> April 2010, 7.30pm, The Old Dairy Farm, Upper Stowe

A full list of those members present appears at the end of these minutes

### 9. Apologies

Tom Pomeroy, Sandy Moffat, Stuart Branch, Jo Hover, Eddie Shoemith

### 10. Previous Minutes

The minutes were accepted as a true and accurate record of the meeting

### 11. Club Finances

The Treasurers report showed that for the year 2009/10, the club had income of £6057.04 and expenditure of £7746.72 resulting in a loss for the year of £1689.68 which when added to the subtracted from the opening balance meant that the club had an overall credit balance as at the 16<sup>th</sup> April 2010 of £10603.95

The cause of the deficit was explained by a lower number of runners entering the 2009 10K than in 2008 and because of the Club's reliance on the income from the 10K to fund the majority of the years running activities, the result was an operating loss for the year

John proposed an increase in membership fees to reflect the anticipated increase in costs in 2010/2011

Senior Runners £15.00

Junior Runners £ 7.50

These new subscriptions were agreed, as was the proposal that anyone joining after 1<sup>st</sup> October would only pay 50% of the relevant subscription

### 12. Running Activities Review of the Year

Graham Linnell, Club Coach, presented the review of the Junior section. He commented that the juniors had had a successful year and the points that had been amassed in the Chiltern cross country races had contributed to the overall success of the Club.

There had been a well supported senior/junior 1.6 mile race on the National Circuit and a reward scheme had been established to encourage regular attendance at training sessions.

Graham said that there was a core of talented runners and with good management the Club could expect to field successful year group teams in



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2010/11 but that more help was needed with the running of the Junior Section. He thanked both parents and coaches for their support over the year.

Simon Woodward, Mens Team Captain, began his review of the senior members year and highlighted strong performances in the EMGP and NAA series.

In the EMGP the Mens Team finished 5<sup>th</sup> overall and 2<sup>nd</sup> in the Vet Men category while the Ladies finished 7<sup>th</sup> overall and 7<sup>th</sup> in the Vet Women category. The Mens Vets won their category at the Weedon and MK rounds. The Club had its most successful year yet in the NAA Road Running League with the Men winning the overall series and the women coming 4<sup>th</sup>. The Men won 3 rounds and the Club came 3<sup>rd</sup> in the combined standings and won 9 individual trophies.

In the Chiltern League, the Club finished 11<sup>th</sup> in Division 1 and will remain in the Division for 2010/11. There had been a total of 52 members who had competed in the series with a typical turnout of 30 runners at each round Simon continued that the Club had performed well in a number of other races notably the South Downs Marathon where Simon came 3<sup>rd</sup> in the individual competition and one of the two Silson teams claimed 2<sup>nd</sup> place and also in the Midland 12 Stage Relays where the Men qualified for the Nationals.

### 13. Silverstone 10K

Brian reported that the 26<sup>th</sup> running of the event had been a success although there had been some issues with the chip timing system which had been used for the first time. Numbers competing were down on the previous year but overall the feedback had been positive.

He thanked all those who had worked so hard on the 2009 race and also those who had volunteered to marshal for this year. He then went through the allocation of duties

### 14. Election of The Club Management Committee

Club Chair **David Coates** proposed by Andy Pacey and seconded by Allan Lock

Club Secretary **Brian Keers** had reached the maximum three years in post as allowed by the constitution, but the meeting agreed to his continuing in the role. Proposed by David Coates and seconded by John Fowler



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Club Treasurer      **John Fowler** had reached the maximum three years in post as allowed by the constitution, but the meeting voted to allow an extension to his tenure. John was proposed by David Coates and seconded by Brian Keers

Membership Secretary      **Linda Lytollis** proposed by Mel Bignell and seconded by Jennifer Armstrong

## 15. Awards Presentation

David Coates presented the awards

The Committee were delighted to offer Life Membership to Gerald Lovell and to Eddie Shoemith in recognition of their exceptional and continuing contribution to the Club

Junior Female Runner of the Year	Layne Wray
Junior Male Runner of the Year	Henry Barnes
Most Improved Senior Female Runner	Natasha King
Most Improved Senior Male Runner	Andrew Kirk
Clubman/Woman of the Year	Simon Woodward
Runners Runner	Natasha King
Ivor Pugh Cup	Chris Wood

## 16. Any Other Business

Brian Keers encouraged members to register and take part in the 2<sup>nd</sup> annual Silson Road Running Challenge for the Dr Frank Newton cup and congratulated Andy Pacey on being the inaugural winner  
Members were reminded that subscriptions were due.

The meeting closed at 8.45pm



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Present at the meeting:

David Coates	Graham Linnell
Brian Keers	John Fowler
Layne Wray	Chris Wood
Niamh Wray	Linda Lytollis
Madeleine Smee	Jack Smee
Anna Lawson	Fiona Rapson
Annabel O'Reilly	Michael Rapson
Joe Shepherd	Olly Meek
Ben Lawson	Emma King
Millie Rees	Eleanor Rees
Sophie Marks	Ellie Mitton
Daniel Meek	Madeleine Moutrie
Carol Debney	Jennifer Armstrong
Richard Popiel	Hilary Marks
Paul King	Natasha King
David Morley	Marie Wray
Richard Wray	Steve O' Reilly
Claire O' Reilly	Kate Mitton
Kit Rapson	Gerald Lovell
Vicky Meek	Simon Woodward
Allan Lock	Andy Pacey
Nick Pacey	Andy Kirk
Heather Cooke	Sheona Smee
Simon Smee	Mel Bignell
Andy Hoare	Shirley Williams
Warren Marsh	Dan Taylor
Jim Darcy	Claire Todd
Andy Wright	Sarah Lawson



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## The Legal Position of Silson Joggers AC

The UKA recommend that clubs review their legal status in light of the increasingly litigious environment which exists and the need to protect club members and the management committee from the consequences of personal liability.

### The Current Position

#### **Silson Joggers is an Association**

This is the most common form of unincorporated structure for voluntary and community organisations and is favoured by new and small groups.

The association exists where a group of people band together to carry out an agreed object (other than for profit) and where it is intended that there should be some provision for continuing membership and the future existence of the group.

The association is governed usually by a constitution, the legal document which governs the association. It sets down the objects of the association, its membership and structure, and the powers it gives itself to carry out its objects. It forms a contract between the members and establishes the rights and duties they have to each other.

The association is composed of members who delegate their power to a management committee to carry out the association's activities.

The management committee is elected by and accountable to the members.

#### **Advantages of an association**

- (i) **Flexibility** – the constitution of the association can be tailored to fit the varying types of association.  
The association is free from the statutory controls which govern the limited company.
- (ii) **Cost** – an unincorporated association is cheap to set up and run.

#### **Disadvantages of an association**

- (i) **No separate legal identity** – an association has no separate legal existence apart from the members of which it is comprised.  
Within the association the members and the management group act as a group of individuals and the group has no separate legal status. This means that the association cannot enter into contracts in its own name, instead these activities are carried out by individuals within the association
- (ii) **Personal Liability** – both members of the association and the management committee may incur personal liability. If, for example, a contract authorised by the management committee is entered into and the club's funds are inadequate, the individual members of the committee would be liable to pay the debt.

If an officer of the association incurs liability in the course of her/his work for the club, has acted properly and not negligently within the terms of the constitution and the authority conferred upon her/him, s/he will be entitled to be reimbursed from the club's funds.

The management committee of an association should ensure that the constitution is complied with, that reasonable care is taken in dealing with the



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charity's affairs that commitments are only entered into if sufficient funds are available, and that competent agents and employees are employed. Proper insurance should be taken out to cover foreseeable risks.

## The Options

### Company Limited by Guarantee

A company limited by guarantee is the most common type of incorporated body used by groups in the voluntary and community sector. It is constituted by its Memorandum and Articles of Association.

#### Advantages of a company limited by guarantee

- (i) **Flexibility** – there is power in the Companies Act 2006 to alter both the objects of a company and the regulations which govern administrative matters.
- (ii) **Corporate identity** – the company is a legal person capable of owning property, or taking or defending actions in court.
- (iii) **Limited liability** – the company is a legal person and its debts and contracts belong to the company itself and not to its members. A member or officer of a company is not personally liable if the company is sued or owes money. Her/ his liability in the event of the company being unable to meet its debts and going bankrupt, is limited to the amount that s/he guarantees when becoming a member. This amount is usually £1.00. Members and officers of the company are protected by this limited liability of the company in respect of contracts they make on behalf of the company. However, the protection from liability is not absolute. If an officer or director acts negligently, or not in the best interests of the company, or while disqualified, etc, they may not be able to avoid personal liability. It is worth noting as well that limited liability does not always provide protection, as banks and lending institutions may require a personal guarantee from directors before they are willing to lend money. Businesses or suppliers entering into contracts with the company may also insist on the individual directors entering into any transaction as individuals and not as company directors.
- (iv) **Involvement of members** – the company is a democratic structure where members have ultimate control over those managing the company. Directors are answerable to the members for the conduct of the company's affairs and are capable of being removed from office by a resolution of the company. New members can join the company and can also be expelled from the company.
- (v) **Continuity** – until it is wound up, a company has perpetual succession, i.e. it continues to exist, even though its members may change, die or cease to be involved in the activities of the company.



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While winding up the company is a complex business, it is preferable that this is undertaken, when the purpose for which the group originally formed is no longer applicable.

### **Disadvantages of a company limited by guarantee**

- (i) **Cost** - the cost of setting up a company is higher than the cost of setting up an unincorporated body. For example, a fee is usually charged for drafting the memorandum and articles of association - the 'governing document' of a company. There is a registration fee when registering the company at Companies House and producing the accounts in company format may also cost more.
- There are ongoing costs of money and time in administration of the company once the company is up and running. For example, there is an annual fee for making annual returns to Companies House (i.e. details of the company's directors, secretary and official address). Dissolving a company also involves time and expense.
- (ii) **Public Accountability** - Companies' details are stored on the index of company names (the index) which is open to the public. For a small fee anyone can look up details about an individual company.
- This may not be seen as a disadvantage to many as it assists those voluntary organisations which believe in openness and accountability to the general public.
- (iii) **Bureaucracy** – The Club would need to appoint a board of directors rather than have a management committee. Companies must comply with the statutory requirements of the Companies Act 2006 which sets out detailed rules for the administration of a company. The need to comply with company law could be a burdensome responsibility on members of a voluntary management committee.
- Most voluntary organisations incorporate when they secure funding and are able to pay workers with the time and know-how to ensure that company administration is dealt with efficiently.
- The limited liability offered by the company structure may not be required by clubs which seldom get involved in quasi-commercial activity where limited liability is important.
- Where groups are considering taking on employees or borrowing large sums of money, then the advantages of the company structure may outweigh the disadvantages. In most other cases those responsible for the activities of the club may protect themselves against most hazards by insurance.

### **Industrial and Provident Society**

An IPS is a society carrying on an industry, business or trade for the benefit of the community. It must also be either a cooperative society or a business conducted or intended to be conducted for the benefit of the community.

An IPS tends to be a bona fide co-operative society which is democratically run and which ploughs profits back into the society.

A minimum of seven members is required to set up an IPS.



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An IPS is set up by the adoption of model rules or rules drawn up by the group itself and retains the committee structure for running the organisation

### **Advantages of an Industrial and Provident Society**

- (i) **Incorporation** – an IPS is an incorporated group with the same advantages of the company structure mentioned above, ie corporate identity, limited liability, continuity and involvement of members.
- (ii) **Arbitration** – the Registrar of Friendly Societies may arbitrate when disputes arise.
- (iii) **Committee** – The IPS retains the management committee structure

### **Disadvantages of an Industrial and Provident Society**

- (i) **Cost** – the rules of the IPS are submitted to the Registrar of Friendly Societies who will register the IPS on payment of a fee. The fee is £200 if model rules are used, or £535 if the group draws up its own rules. It takes longer to register the IPS with the Registry than it takes to register a limited company.
- (ii) **Lack of privacy** – in common with the company structure, the IPS is subject to public scrutiny as annual returns are made to the Registrar.
- (iii) **Inflexible** – the rules of the IPS are not as flexible as the rules of the limited company.



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