



North Devon Road Runner's AGM

1930hrs Thursday 25th April 2019

1. Apologies

Zoe Betteridge, Jackie Morris, Hugh Muirhead, Steve Rattigan and Helen Roseveare

Members Present

Bryan Abell, Lisa Adamson, Jackie Adamson, Samantha Baker, Margaret Beades, Justin Beckley, Sheena Benbow, Bethan Bennett, Caroline Bennett, Stephen Bennett, Trev Bryan, Jeffrey Butler, Lydia Cheyne, Michael Davey, Julie Drayton, Bernard Dutton, Vicki Fillingham, Lucy Foley-Norman, Christine Goddard, Geoff Goddard, Karen Grant, Simon Haywood, Ruth Henry, Jacky Hevingham, Tim Jones, Margaret Jones, Tara Jones, Pat McGuinness, Nick Moore, Becky Mountford, Joyce Mulholland, Lynne Nancekivell, Alan Nicol, Carol Rattigan, Aaron Rinder, Karen Sandwell (*apologies for first part of meeting*) Carl Sanger, Simon Scotthorne, Katrina Smale, Zoe Smith, Jenny Stone, Alan Talmage, Bill Thorne, Phil Thorne, Diana Tranter, Ruth Tyler, Ian Wade, Angela Walter, Kirsty Webb, Colin Williams, Shelly Williams, Viv Yates, John Gammon and Mandi Yeo

2. Minutes of last AGM (Thursday 19th April 2018)

Minutes of the 2018 AGM were accessible for all those present to review and approve as a true record of the meeting. No objections were received. These will be uploaded to the website via Dropbox.

3. Matters Arising

There were no matters arising from the previous AGM.

4. Chairman's Report

Please see attached report.

5. NDRR Ltd. (Guest: Matthew Hayne :: Financial Advisor :: Hayne Associates)

Justin Beckley (JB) confirmed that the Committee had received feedback with regard to the club being formed as a Limited Liability Company and a query as to why an EGM had not been called to discuss this. Matthew Hayne (MH) was invited to the meeting due to his professional involvement in advising the Committee as to the best method for reducing any individual committee member's financial liability and confirmed the key aims were as follows:

- Assist in reducing liability financial / or otherwise on any particular individual serving on the NDRR Committee /or within the Membership base /or otherwise associated with the club.
- Allow NDRR to open a Company bank account with limited liability protection and furthermore,

- facilitate opening an account with a Payment Processor, (in our case “Stripe”, supported within the “MyClubHouse” system),
- while also changing the status of our current 'individual/ / Sole Trader' PayPal account, to a PayPal Business Account; (also supported by “MyClubHouse”).

Bryan Abell asked what would happen if a Committee member left but wanted to keep their Directorship and also suggested that the new club status was reflected in the club rules. JB confirmed that the new club status could be included in the rules which would include any Committee member who had Directorship status via the club to have this removed if they should leave the Committee. Stephen Bennett queried as to why an EGM had not been called to which JB stated it was not in the rules to call one in this circumstance and in addition to this, confirmed that the Committee had been nominated to act on behalf of its members and act in their best interests. JB re-iterated that PayPal had caused difficulties for some of our members, the PayPal account was linked to a member, rather than the club and therefore leaving the member and the club liable. Alan Talmage confirmed that the club had developed and grown over the years and as a result, there is the potential to lose a significant amount of money as well as committee members being liable for costs should, for example, a race being cancelled due to a force majeure.

Zoe Smith confirmed this was discussed at various Committee meetings and noted within the minutes which are readily available to members.

Matthew Hayne confirmed the following details:

- NDRR is approaching an annual turnover of £50,000 which means legally, the club is liable for corporation tax and elements of profit in order to comply with HMRC requirements. If the club reached £50,000, there would be no option but to become a Limited Company.
- As it stood (before becoming a Limited Liability Company), Committee members were liable as individuals rather than as a club.

Bryan Abell suggested it would be beneficial to stay under a £50,000 turnover. MH is unable to provide advice on this matter, however, JB confirmed if the success of the club races continued, it may be an issue that is raised again in the future.

Stephen Bennett queried what was meant by corporation tax to which MH confirmed it was the tax the Company (NDRR) paid, at a rate of 19% on profits (not on total income). MH confirmed that the majority of profit would not be taxed, however, it all has to be reported via a tax submission.

JB confirmed the intention is to run on zero profit, therefore, donations to charity are made, new equipment is bought, track sessions are funded etc in order to meet this requirement.

JB added that the feedback from members was appreciated but wanted to confirm the Committee's position at the time which was as follows:

- A) As the formation of a Limited Liability Company did not require a change to the constitution of the club, there was no reason for an EGM to be called.
- B) The Committee is elected each year to make decisions on the members' behalf and in the best interests of the club.
- C) The new formation protected everyone in the club from the potential financial complications of having bank accounts in individuals' names, some of whom no longer even served on the Committee.

- D) It produced benefits to all members, including standard online payments and where we had numerous members complaining about the ease of use of PayPal.

Tim Jones asked about the status of other clubs, specifically Bideford AAC. This is unknown, however, MH confirmed that he has advised Sports Clubs across the South West who have changed status to Limited Liability.

JB confirmed that if member/s had alternative options, the Committee would listen to these, but that the Committee had decided on the Limited Liability status as the best solution with the interests of the Club and it's members and Committee members as priority – as advised by MH. JB added that we could vote on it and reverse the status. Simon Haywood said if it was reversed, current Race Directors would be lost. Carol Rattigan, Trev Bryan and JB confirmed they would all stand down if this was the case.

Simon added that he was the member who had the PayPal account linked to his name and that he fully supports the change of status.

A discussion took place between Justin Beckley, Bryan Abell and Trev Bryan regarding having an EGM in order to make the decision. TB confirmed the Committee had gained professional advice on the matter and it was minuted wherever relevant to which JB said the Committee had been elected to make decisions with the members best interests as priority. JB added that despite allegations that forming a Limited Liability Company was in the best interests of only a few, that this was not the case. JB added that he wanted members to understand the Committee are not acting in the members opposition and have /and continue to spend many hours of their time, on a voluntary basis acting on the members behalf.

6. Membership Secretary's Report

Please see attached report.

In addition to this, Trev Bryan added that volunteers to learn how to use Webscorer are always appreciated – please contact TB or another Committee member if you are interested in supporting with race timing.

Alan Talmage added that there were 70 beginners for the first sessions in January 2019, 28 of which completed the course resulting in 28 new members.

Sheena Benbow raised a query regarding the email account to which TB confirmed, if in doubt, use the central email address (admin@ndroadrunners.com) and the relevant committee member would respond. JB confirmed the reason for specific email addresses is to enable a labelling system as the Committee's inbox can have over 200 emails at a time. In addition to this, JB confirmed emails which are sent to the Treasurer or Welfare Officer individually are not seen by other Committee members.

7. Treasurer's Report

Please see attached report.

8. Updated Committee Structure 2019/20

JB made reference to the proposed changes which had been previously circulated to the members.

JB confirmed that the Vice Treasurer and Vice Membership Secretary positions had been added in order to support the workload of the current Treasurer and Membership Secretary. In addition to this, JB highlighted that if the current Chairman was not re-elected, then the Webmaster position would also be vacant. JB confirmed that Zoe Smith was in

the process of arranging this year's annual overseas trip but that she intends to stand down after 2019. Finally, if Becky Mountford was elected as Secretary then she would stand down as Social Secretary, equally if not elected as Secretary then she would stand as Social Secretary.

The discussion resulted with the proposal presented as attached, and this was agreed by the members at the meeting.

Rule 7: Quorum

JB informed members that the Committee had changed the way they ran the meetings during the last year and rotated between core and full committee meetings. Following this, JB proposed the following amendment to Rule 7:

Current wording:

Three members of the Management Committee including one Officer shall form a quorum.

Proposed wording:

Four members of the Management Committee including no more than two officers shall form a quorum.

JB added that it rarely happens that there are only four members of the Committee available to make a decision but that the above rule change was to ensure there is equal representation in the quorum between officers and committee members. A discussion took place as there was confusion with regard to the wording. There were no objections to the rule change, in principle, however, JB will circulate a variation of the above wording to members.

9. Election of the 2019/20 Committee

There was a short break for the new committee to convene.

Winter Handicap 2018 -19

At the AGM, Alan Talmage presented the Winter Handicap 2018 – 19 awards which are as follows:

First Place:	Bethan Bennett
Second Place:	Elise Watson
Third Place:	Lydia Cheyne

In addition to this, Alan presented certificates to members who have recently completed the Beginners Course (0-5k).

1. Membership Fees :: Rules 29 – 30

JB confirmed that membership fees have not increased for a number of years and as the annual operating costs of the club do not come close to being met by the income from membership fees, the Committee as come to the difficult decision of proposing a membership fee increase; to help support running the club (not our races). JB proposed an increase from the current £21.50 per annum rising to £26.00 per annum. This would be effective for all memberships up for renewal after the date of the AGM.

In addition to this, JB confirmed that the Committee are looking at the club costs and efficiencies. Simon Haywood asked why the club had £5,500 worth of club kit in stock and suggested we needed to manage our resources in a more efficient way. JB confirmed that he had been in email discussion with Angela Walter with regard to costs and stock management.

Karen Grant said that the management of the club kit was above board and suggested selling current stock at a reduced price. Karen also suggested looking at other options instead of bulk buying items. JB confirmed that no-one's integrity was being challenged, simply that the Committee wanted to review the stock levels as part of reviewing the income and outgoings of the club.

JB confirmed members do receive benefits in the way of subsidised coach travel, the annual awards dinner and track sessions for training sessions.

Following discussion, there was a majority vote to accept the membership increase to £26.00 per annum, effective for all memberships up for renewal after the date of the AGM.

2. London Ballot :: Amendment to Club Rule: Rule 31 – 33

Before discussing the potential amendments to Rule 31 – 33, JB made a personal statement in his capacity as a club member, with regard to his alleged deferment of the place he won in the secondary ballot draw held at the end of 2018.

The proposed amendments to Rule 31 – 33 was previously circulated to the members as attached.

JB confirmed that during the 2018 AGM, the rules were amended to remove the obligation to apply for entry to the London Marathon in advance of the Ballot and therefore remove the requirement to provide evidence of a rejection letter. In addition to this, the requirement to marshal / volunteer at at least two North Devon Road Runner hosted events, was replaced with a requirement to have accumulated 10 tokens in the calendar year.

During 2018 / 19, we have received feedback from members with regard to rule 31 – 33 and therefore proposed the following rule changes. Please note, clause 32c and 32e will be discussed and amendments proposed once the token system has been discussed (*this will take place at the EGM*). However, with regard to this clause, Bryan Abell said he would like to see this include members being required to race at at least one of the Summer relays (as part of the 'completed three races in club colours'). Nick Moore said that it would mean he would never be eligible for the London Marathon place as he does shift work and is unable to run at the relays. Simon Haywood queried Bryan's point as he doesn't attend the relays but holds training sessions three times a week and is Race Director for the Hartland Hartbreaker and therefore is an active member of the club. This will be discussed further at the EGM.

Each amendment was discussed and voted upon as per the following:

Rule 31 - Current wording:

Every year, the Club applies for a number of guaranteed London Marathon places (herein-after referred to as 'club places'). Members wishing to apply for a club place must request an application form from a member of the Management Committee. The form should be completed by the member and handed to a member of the Management Committee before the deadline that shall be set and advertised by the Management Committee.

Rule 31 - Proposed wording:

Every year, the Club applies for a number of guaranteed London Marathon places (herein-after referred to as 'club places'). Members wishing to apply for a club place must do so by registering for the 'ballot event entry' via the club website and before the deadline advertised by the management committee.

A vote took place regarding the proposed amendment to rule 31 which was agreed by the majority of members at the meeting. Therefore, the rules will be updated accordingly.

Rule 32.a. - Current wording:

The member must have been a fully paid up club member for 12 months, before the date of the London Marathon in question. Priority will be given to U.K.A. Membership.

Rule 32.a. - Proposed wording:

The member; The Member must have been a fully paid up club member for the 12 months, prior to the date of the London Marathon in question. You must also have taken out U.K.A. Membership in the qualifying year of the ballot. The Committee reserves the right to open up the ballot to non-U.K.A. registered members ONLY where no valid U.K.A. members have applied.

The Committee proposed that priority continues to be given to club members with U.K.A. membership; as the Club would not be given a London Marathon place, if members did not purchase U.K.A. membership. However, the Committee proposed the above change for clarity, confirming that if that if no U.K.A. members entered the ballot then this would be opened up to non U.K.A. Members.

Bryan Abell queried this amend, as it only took one member to have U.K.A. membership for other non-U.K.A. members to not be entered into the ballot. JB confirmed that the marathon place would not be available to the club if members did not register as U.K.A. Members so this ensured fairness to those that did pay for U.K.A. Members. However, as per the proposed amend, JB confirmed that if no U.K.A. Members applied for the ballot then this would be opened up to all members (providing they meet the requirements).

A vote took place regarding the proposed amendment to rule 32.a. which was agreed by the majority of members at the meeting. Therefore, the rules will be updated accordingly.

Rule 32. b. - Current wording retained:

The member must have independently applied for a place in the London Marathon in question and that application must have been rejected.

Rule 32. d. - Current wording:

Any member who has secured a club place in the previous year shall not be eligible to reapply.

Rule 32. d. - Proposed wording:

Any member who has secured a club place in the previous year shall be eligible to reapply.

Karen Grant said that this meant a member could potentially win the ballot place three years in a row which was considered unfair. Lydia Cheyne queried the change to which JB confirmed that the Committee had proposed the change as to avoid penalising members who had met the eligibility requirements. A discussion took place and it was supported that there should be a change to the proposed amendment as follows:

Any member who has secured a place in the previous year shall not be eligible to reapply in the club ballot in the following year.

A vote took place regarding the proposed amendment which was agreed by members at the meeting. Therefore, the rules will be updated accordingly.

Rule 32. f. (new clause)

The member who wins the club ballot must wear their club vest / t.shirt on race day, even if running for charity (The charity logo can be added to the club vest / t.shirt at the runner's discretion).

A vote took place regarding the proposed amendment which was agreed by the majority of members at the meeting. Therefore, the rules will be updated accordingly.

Rule 32. g. (new clause)

At the time of entering the ballot, a member should believe themselves to be fit and able to complete the London Marathon and also have the intention of running the London Marathon in the following year. Requests for deferrals should not be made by a member without undue reason.

Stephen Bennett questioned this as not all members may be able to run a marathon at the time of entering the ballot. It was confirmed that the wording means that members should believe at the time of entering the ballot, that they will be able and intend on running the London marathon the following year, if they are successful with the ballot place.

JB confirmed with members that if this clause was to be added to the rules and a member should fall into the category in the future, whereby they have to defer their place, that they are not penalised for this, by other club members which was agreed by the members at the meeting.

A vote took place regarding the proposed amendment which was agreed by the majority of members at the meeting. Therefore, the rules will be updated accordingly.

Rule 33 – Current wording:

Following receipt of application forms (Rule 31), the member's applications that satisfy all criteria as set out in rule 32 shall be randomly drawn, to the number of club places available, to decide the members who shall be awarded the club places.

Rule 33 – Proposed wording:

Following receipt of application forms (Rule 31), the member's applications that satisfy all criteria as set out in rule 32 shall be randomly drawn, to the number of club places available, to decide the members who shall be awarded the club places. The draw to take place on a club night in front of all members present.

A vote took place regarding the proposed amendment which was agreed by members at the meeting. Therefore, the rules will be updated accordingly.

In addition to this amend, following the agreed amendment to Rule 31, it was agreed that the wording regarding 'application forms' would be changed to reflect 'website event entry'.

Remaining agenda items:

Due to timings, it was not possible to address all items on the agenda and therefore JB confirmed that an EGM would be called in order to discuss the remaining agenda items which are as follows:

31. General Rules (Tokens) :: Amendment to Club Rule: Rule 44

32. General Rules (Barnstaple Marathon & ½ Marathon) :: Amendment to Club Rule 45

33. Club Cohesion :: General Discussion

34. Any other business (at the discretion of the Chair):

a. **Doone Run**

Communication will be sent in due course to all members giving details for the EGM.

Meeting closed at 10.30pm

APPROVED