

## THE HOLBROOK CLUB

### MINUTES OF THE ANNUAL GENERAL MEETING HELD AT THE CLUB ON TUESDAY 30<sup>th</sup> MAY 2017 COMMENCED AT 7.00 PM

**Those Present:** Simon Charman, Paul Finn, Anil Ahluwalia, Diane Sutton, Carole Charman, Ray Sutton, Tom Chapman, Neil Morrison, Peter Merryweather, Angela Wright, Barry Wright, John Maher, T Matthews, J Hayes, C Holmes, Thomas Pinches, Adrian Phillips, Paul Homex, Chis Lewis, Elaine Overington, Trevor Ward, Paddy Connor, Jake Callard, Steve Lancaster, Mike Rowlands, Geoff Charnock, Rod Woodhatch, Paul Richardson, Tim Turner, John Crake, Elie Watts, Nick Allen, Nigel Tomsett, Stuart Hill, David Butcher, Chris Sheldon & Chris Fairchild (37 eligible voting Members in all).

#### **1. Apologies For Absence**

These were received from: Martin Tilley & Jean Ruby (2 in all).

#### **2. Minutes of Last Year's AGM**

The minutes of the last AGM held on 17<sup>th</sup> May 2016 were accepted by those present as accurate & correct, & were duly signed by the Club Chairman, Simon Charman.

#### **3. Club Chairman's Report**

Questions raised were:

Q1. Is The Club panning to replace the big TV screens?

A1. We have received quotes and these will be discussed at the next Exec meeting in June

Q2. Can we use the 2 TV screens in the main hall more effectively, and only use the lounge bar as a last resort?

A2. This will be discussed at our next Exec meeting in June 2017

Q3. Can the Club policy on big screen tv be published for all members to see?

A3. Yes

Q4. Can members be informed, in advance, when there is a private function?

A4. This will be shown on the home page of our new website

Q5. Where will the displaced sports sections play if we proceed with a Playbarn?

A5. We will look to find alternative courts for them, offsite. We have to look at best use of facilities and cater for as many members as possible. Ideally, we need to make £50k+ profit each year to spend on maintenance of the buildings, hence looking at alternative income-streams like the playbarn. Alternative suggestions should be emailed to the Club Office.

Q6. If we proceed with the Playbarn, what is the timeframe? Badminton need to let the league know, in August, where they will be playing next season.

A6. The timeframe is dependent on many things (like funding) so exact timing hasn't been agreed. We hope to have made a decision by August, and will inform the impacted Sections accordingly.

Q7. Are you converting the Rife Range into a gym?

A7. No. That is not currently in our plans.

#### **4. Presentation of the 2016 Club Accounts**

The 2016 Club Accounts (copies of which were distributed to Members prior to the meeting) were presented by Anil Ahluwalia

#### **Overview:**

- Key message is we have had an increase in turnover, due mainly to Bar (up £20k), events and Facilities income (up £12k) and to 3G pitches. There are some changes to Subs and Gym income, but this is mainly due to change in how we allocate costs and income across the two.

- Positives in the last year have been (a) Gross Profit margin improving, along with (b) 3G pitch hire income starting to come through as anticipated

Detailed information:

- As mentioned above Gross margin has improved
- Maintenance costs have fallen slightly overall
- Bottom line loss for the year is just under £46k (-£79k last year and £63k loss in 2014). In saying this, it is key to highlight that this figure is after applying £62k for depreciation of our assets (£66k last year and £63k in 2014)
- Bank balance has increased by £25k (fell £115k last year and due principally to our funding the build of the 3G pitches.
- Net Worth £316k which is healthy position albeit has been falling over the last few years.

Ongoing strategy:

- The committee have recognised the downturn in trade and have implemented plans to:
  - Improve performance, as already evidenced by the 3G pitches.
  - Improve hire of facilities - Now substantially increased year on year
  - Looking at new options, which has included the Fake Festival
- Our colleagues (Club Staff) are key to the ongoing success of our Club and would like to put on record thanks as well as congratulations to Matt and all the team at the club for the work they did last year, essentially with reduced staff numbers, to achieve these trading results.

The accounts were adopted unanimously. Proposed by Carole Charman and seconded by Simon Charman

**5. Approval of the Two General Committee Representatives who have been elected to serve on the Executive Committee**

In accordance with Rule 9.1(b), Mr Ray Sutton and Mr Tom Chapman were elected by the General Committee to serve on the Executive Committee. The AGM approved their election.

**6. Election to the Executive Committee**

In accordance with Rule 9.1(a), the Club Chairman, Mr Simon Charman, the Club Deputy Chairman, Mr Paul Finn, Club Treasurer, Anil Ahluwalia, and four Members' Representatives, Mr Neil Morrison, Mr John Maher, Mrs Carole Charman & Mr Adrian Phillips, all retired from office.

The 7 Committee Members offered themselves for re-election to the positions shown above.

There were no other nominations.

The appointment of these 7 Committee Members was proposed "on bloc" by Chris Fairchild & seconded by Jason Hayes.

**7. Appointment of Club Accountants**

Kreston Reeves (previously known as Spofforths) are the Club's current accountants. The Executive Committee seeks approval from the general membership to re-appoint Kreston Reeves as accountants for the 2017 financial year.

Proposed by Jason Hayes & seconded by Diane Sutton.

## 8. Any Other Business

Approval of the following five Constitutional changes. *Blue* text denotes additions. *Red* text denotes deletions.

Change 8.1

### 5.2 **Eligibility and Rights**

In sections (f), (g), (h) & (i) the phrase "Membership Committee" shall be replaced by "Club Office"

Proposed by Chris Fairchild & seconded by Paul Finn

Change 8.2

### 9. **Management of the Club**

9.1 Executive Committee

The Club premises, buildings and grounds shall be managed and controlled by the Executive Committee in accordance with the terms of the Lease between The Holbrook Club and the landlord.

The management of the Club shall be vested in an Executive Committee consisting of the following nine elected members:

- Club Chairman
- Club Deputy Chairman
- Club Treasurer
- Two Club Members elected from the General Committee
- Four Club Members elected at Annual General Meeting

*At the point of election, no more than two of the elected members of the Executive Committee can belong to the same Club Section.*

The Executive Committee will be subject to the provisions of these rules and any further regulations that may be agreed from time to time in General Meetings of the Club.

Proposed by Jason Hayes & seconded by Tom Chapman

Change 8.3

### 19. **New Sections**

*New* Sections will be responsible for funding their own activities but the Club will, where practically and financially possible, provide and maintain the playing areas and major associated pieces of equipment as agreed with the Section Committee.

*Only Club Members can join a Section. Only Club Members can be selected to represent the Club in any competition or other event organised by the Club or any Section thereof. Sections are responsible for ensuring that all their Section Members are Club Members.*

*Sections who fail to adhere to the Club Constitution may have use of facilities withdrawn by the Executive Committee. Ongoing viability of Sections will be reviewed and monitored to ensure best use of the Club's facilities.*

At the discretion of the ~~General~~*Executive* Committee, a new Section of the Club may be formed on written request to that committee ~~supported by not less than fifteen eligible voting Club members~~. Such request shall contain:

- (i) The names of the Club Members prepared to stand as Section Committee persons.
- (ii) A statement of the proposed activities of the new Section.
- (iii) A proposed budget of capital expenditure required for three years.
- (iv) An outline of the method to be used to finance the proposed new Section's activities

~~Each new Section shall provide a draft constitution and rules which shall be approved by the General Committee before becoming effective. Such constitution and rules shall not be inconsistent with or supersede the main Club constitution and rules.~~

Requests for the creation of new Sections shall not be unreasonably withheld where it can be shown that the activities of the Section;

- (i) are consistent with the Objectives of the Club
- (ii) are seen to be an advantage to the Club
- (iii) will not impose an undue strain on the Club's resources.

Proposed by Paul Finn & seconded by Carole Charman

Change 8.4

## **22. Corporate Status**

The Club is incorporated as a company limited by guarantee. The directors of the company shall be the voting members of the Executive Committee. Where there is any conflict between these rules or the Club Bye-Laws and the Memorandum and Articles of Association of the company, the provisions of the Memorandum and Articles of Association shall prevail. A copy of the Memorandum and Articles of Association will be provided to Club Members on request made to the Club Treasurer.

*If a voting member of the Executive Committee ceases to be a Club Member (for whatever reason) he/she will cease to be a voting member of the Executive Committee, and will resign his/her office as a Director of the Club and will no longer be a director of the company.*

Every Club Member shall automatically be a member of the company and, if the company is wound up while he/she is a member or within one year after he/she ceases to be a member, he/she may be required to contribute up to £10 towards payment of the company's liabilities.

Proposed by Diane Sutton & seconded by Jason Hayes

Change 8.5

## **28. Individual Liability**

~~Officers of the Club~~ *The voting members of the Executive Committee* shall only be liable to the Club for any costs, claims or expenses incurred by the Club arising from a deliberate act or omission of that ~~Club Officer~~ *voting member of the Executive Committee* or from his/her negligence, default, breach of duty or breach of trust. ~~No Club Officer~~ *No voting member of the Executive Committee* shall be liable to the Club in respect of acts or omissions of any other Club Member.

Proposed by Carole Charman & seconded by John Maher

## 9. Update on the Club's lease situation with Horsham Football Club (our landlords).

- Planning Permission has been received but, due to the General Election, the Secretary of State has put a hold on any appeal hearings referred to her.
- When we exchange contracts, hopefully in November 2017, THC will have a 25-year lease which means we can apply for grants and loans
- There is a possibility that some money (circa £100k) could come to us from HFC. This is subject to HMRC agreeing to write off a potential tax liability that HFC might have. As part of this HMRC 'deal' HFC would also contribute funds to HDC for affordable housing
- We did renegotiate a reduction of 7% in rent, which over 25 years adds up to circa £200k

## 10. Questions from the floor of the A.G.M. were taken by the Executive Committee.

Steve Lancaster from the Archery Section read a statement regarding concerns and grievances about how the Archery Section have been treated during the move out of the rifle range.

Q1. Have we thought about holding a lottery?

A1. Yes, we have started to look at this, as we agree that they can be a great way to raise funds. However, THC did have a lottery in the past, but it was never very popular & eventually stopped. It is quite a complex subject. We have thought about introducing an annual compulsory 'lottery'.

Q2. Are there any plans to hold another 'Open Day'?

A2. No dates in mind. They can be very labour intensive for Club Staff, so unlikely to be held regularly.

Q3. Any plans for the overflow space by the 3G pitches?

A3. Not at the moment. Money would be needed for the planning application, new surface and lighting.

Q4. Can we have smaller goals on the 3G pitches?

A4. We will look at this when the existing ones need replacing (**action**: Club Office)

Q5. What is the Clubs vision for Archery Section?

A5. They are at risk. We are working on what we can do for the potentially displaced sports.

Q6. Are the Executive aware that Sussex Shooting Supplies has been operating out of Club premises?

A6. No. We are currently in negotiation in this regard, so will find out what has been happening and take appropriate action.

Q7. A member pointed out that sometimes he is the only person in the gym and feels vulnerable should emergency assistance be required. Should the Gym be staffed all the time it is open?

A7. Risk assessments have been done and, in line with other gyms, it does not have to be staffed the whole time. There are also cost implications of staffing the gym fulltime.

It was agreed that when that member is going to the gym he should let the office know that he is there and they will make sure he is not alone.

Q8. Some 3G pitch players are changing in the main hall, is this right?

A8. No. Staff will be reminded to tell players that they must use the changing rooms.

An attendee wanted to say 'Thank you' to all staff and to the Executive Committee.

Meeting closed at 8.35pm.