

The following response to the four resolutions received from club members represents the views of the majority of the management committee.

### **Member resolution 1:**

This was received from a group of 20 club members. We recommend that members vote against all elements of this resolution because they variously: contain insufficient detail to allow implementation in practice, contain inconsistencies within themselves, overlap with work already being undertaken by the committee, will cause an undue burden of work on the committee, have no practical effect or because some of the proposals can be granted without the need for a resolution.

We have approached certain members of the group of signatories to the resolution and offered to engage in constructive discussion to help overcome some of these concerns. This offer was declined.

The resolution requests alterations to the club rules. In accordance with Section 19 of the rules, the resolution shall not be passed unless carried by at least two thirds of the Members present and voting at the general meeting, the notice of which contains particulars of the proposed alteration or addition.

The resolution recommends “that the club rules be reviewed and clarified where necessary to eliminate any ambiguities or inconsistencies”. However, it fails to provide any details or examples of these perceived ambiguities or inconsistencies, or any indication of which section of the rules they relate to.

We would expect a request for alteration of the club rules to be accompanied by a detailed redraft of the relevant sections of the club rules to reflect the proposed alteration. Without this it is not possible for members to properly consider the merits of such alteration.

Members have previously been informed, at both the 2022, 2023 and 2024 AGM’s, that a review of the existing club rules, which have been in place since 2007, will be undertaken in conjunction with a proposal to convert the club from an unincorporated association to a company limited by guarantee. A sub-committee has been working on preparing the Articles of Association for the proposed new company which will largely replace the current club rules. Although this has taken longer than anticipated, a draft of the Articles is currently being reviewed by the firm of solicitors we have engaged to assist with this work and will soon be ready to share with members for review and consultation. We envisage this consultation process will last at least for the period of 16 weeks which is being requested in the resolution.

We believe the work required to prepare an interim alteration of the existing rules will be a significant burden on the committee and will inevitably delay the work that is already underway as described above. Any new such interim set of rules would only be in force for a short period, hence any benefit obtained will be short lived and of little value to members.

### **a) Voting of Committee Members**

Notwithstanding the above comments, we are happy with the proposal that all committee members are elected each year by a majority of those present who cast a vote, as this is consistent with our established practice. In previous years, a vote has taken place for all committee members as a group at the same time. This has been done for expeditious purposes and because there has not, in recent years at least, been any instances where two or more members have been nominated for the same position.

In the last few days, we have received multiple nominations for the posts of Chair, Honorary Secretary and Honorary Treasurer as well as for general committee positions. Considering this, we agree that all officer and committee positions should be voted on individually by those members present at the AGM. There is no need for an alteration to the rules to be made to this effect. In accordance with the club rules, section 9.2, the names of the members standing for election will be posted on the club noticeboard at least 14 days before the AGM.

The club has a history of open voting by a show of hands and to maintain full transparency. We acknowledge, however, that some members may be uncomfortable with such transparency when multiple people are standing for the same position, and we therefore agree that voting for officer and committee candidates should be carried out by secret ballot this year.

The resolution requests that each candidate prepares a profile for distribution to members. This requirement cannot be applied retrospectively (it would be too late by the time it is passed) and we do not think it is reasonable to make such an addition to the club rules. We do however propose to ask each of the candidates for the posts of Chair, Honorary Secretary and Honorary Treasurer to provide members with a short description of their qualifications and experience for the role. In addition, we will ask each candidate for Honorary Secretary to provide a brief outline of their vision for the club for the next 5 years. It is up to them if they choose to provide this. If those other members who have put themselves forward for election to the committee for the first time wish to provide a biography, we will ensure these are distributed to members.

### **b) Terms of Office**

The proposed resolution asks that all committee members be re-elected every two years and that no committee member shall serve for more than 4 years in total. It is unclear whether this is intended to apply to the current rules or to the proposed articles for the new company, or indeed, retrospectively. For this reason alone, the resolution should not be allowed to proceed. Notwithstanding this, as noted in the 2024 AGM presentation slides, the committee is proposing that the board of directors of the new company, which will, if approved by members after consultation, have 6 years maximum tenure. This will be one of the provisions of the new rules on which members will be consulted and we see no reason for a definitive decision to be made on this aspect of the rules in isolation.

In the past, the issue has been the difficulty in identifying members willing to become Committee members and, in particular, become Honorary Secretary. That fact has resulted in some members serving for long periods, despite a willingness and eagerness to step down.

### **c) Transition to NewCo**

As stated above, the plans to transition to a Company Limited by Guarantee were outlined in a presentation given at the 2024 AGM, a copy of which has been available on the club website since very soon after the meeting took place.

While incorporation will improve efficiency and governance, the main reason for doing this is to protect club members, particularly committee members, from being personally liable, and to provide the club with the ability to sign contracts with third parties in the name of a legally recognised entity.

We have been open about this transition, having updated members at the last three AGMs, but acknowledge that until recently, progress has been slow. We already plan to update members about the transition plan at the 2025 AGM. As soon as they have been finalised by our lawyers and agreed by the committee, we will make all relevant documents available to all members for review. We plan to consult openly with members about the changes, before holding an Extraordinary General Meeting where they can be adopted formally. This addresses the points a to c. of this element of the proposed resolution.

The resolution also refers to material changes to contracts in connection with the transition to NewCo. We are not aware of any such contracts, and furthermore we do not consider it practical to hold an Extraordinary General Meeting (for which 42 days notice is required) to approve changes to the routine supply of goods and services to the Club.

We also do not understand why it is being suggested that the use of the Club may be changed. Again, it has not been possible to get clarification from the members proposing this resolution.

### **d) Implementation and notice period.**

Members have the right to propose a resolution and have it debated at the AGM. They do not have the right to dictate the sequence of the AGM agenda.

Measures proposed in a resolution, if adopted, apply prospectively post the AGM. Members cannot demand the changes they wish to see be implemented before the resolution has been voted on.

Asking Committee members to draft changes to the Club rules and circulate them with less than a week's notice is unreasonable, especially when we are all volunteers and

have not been afforded the opportunity to discuss any of the wording with the members proposing the resolutions.

### **Member resolution 2, 3 and 4**

These were sent to the Honorary Secretary by Viacheslav Sigel supported by a group of 10 club members.

Resolution 2, asking for Viacheslav Sigel to be given the opportunity to speak about his experience at the club, does not state when, where or for how long he would like to be provided with such opportunity. Notwithstanding this lack of clarity, we are happy for him to be given a 5 minute slot to speak at the AGM, subject to approval of this request by a show of hands by members present at the meeting.

Resolutions 3 and 4 require alterations to the club rules. We would expect a request for alteration of the club rules to be accompanied by proposed detailed amendments to wording of the relevant sections of the rules which would require alteration. Without this, it is not possible for members to properly consider the merits of such alteration.

Resolution 3, relating to a “new voting system” contains insufficient detail to allow proper consideration by members and consequently would not be capable of implementation by the committee were it to be passed.

Resolution 4 asks that all expenditure over £2,000 should require approval by members. We consider this would place significant constraints on the ability of the committee to run the club on a day to day basis.

For the above reasons we recommend that members vote against all of these resolutions.