



**TO: ALL VOTING MEMBERS OF NEWBURY RUGBY FOOTBALL CLUB LTD**

## **NEWBURY RUGBY FOOTBALL CLUB - ANNUAL GENERAL MEETING**

To be held on **Wednesday 07 June 2023 at 7.00pm** at The Clubhouse, Monks Lane, Newbury

### **AGENDA**

1. Apologies for Absence
2. Approval of the Minutes of the AGM 29 June 2022
3. Approval of the Minutes of the SGM 01 February 2023
4. To receive and approve a report from the Committee on the affairs of the Club since the previous AGM.
5. To receive a Financial report
6. Where necessary in law or where the members require: 'To appoint the Auditors for the ensuing year'
7. Elections
  - a) To elect the Officers
  - b) To elect the Members of the Committee
  - c) To elect the President
  - d) To elect the Vice President
  - e) To elect Trustees

*(\* Under Rule 9, **any nominations for elections** must be sent in writing together with the written consent of the candidate so as to reach the Secretary no later than seven days before the meeting, ie **by midnight Wednesday 31 May 2023**, after which a full list of nominations will be published.*

8. To confirm any elections of Honorary Members made by the Committee during the preceding year.
9. To consider any additions or alterations to the Rules, duly proposed in accordance with Rule 9.6 (Refer appended draft amended Rules set.)

The set of Rules as approved by Members at the SGM on 01 Feb 2023 were duly submitted to the Financial Conduct Authority which found a few clauses to be unsatisfactory and asked for amendments to be made. The FCA has not registered the change of Rules as previously proposed, so they cannot be brought into effect. In brief, required amendments are now being proposed for approval by the Members:

Rules 3.1 and 3.5 - widening the "Objects of the Club" to encompass benefit for the community at large, not exclusively for Member benefit.

Rule 8.2 - adding "using the democratic member control of 'one member one vote'" to clarify scale of voting.

Rule 8.6.2 - making a broader definition of voting requirements for resolutions to cover all sections of the Act

Rule 27 - adding the full address of the Registered Office

Rule 35 - regarding 'Dissolution' - in order to comply with the requirements of a Community Benefit Society (rather than of a Co-operative) a rewording to say that funds and property would go to charities and/or community benefit societies, and not to the Members.

10. To hear of any amendments proposed to the resolution.

(\*) *Under Rule 9.6.3, **any proposed amendments** should be sent in writing to reach the Secretary duly proposed and seconded by Members no later than 24 hours before the start of the AGM, **ie by 7pm on Tues 06 June 2023.***

11. To consider any other motion or business duly proposed in accordance with Rule 9.6.

*(There is none.)*

12. To consider Any Other Business of which due notice shall have been given.

13. To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.

**Christine Morrell**

Secretary

On behalf of Newbury RFC Committee

Email via [www.newburyrugby.co.uk/contact](http://www.newburyrugby.co.uk/contact)

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**ITEM 2**



**ANNUAL GENERAL MEETING**

**Minutes of the Annual General Meeting  
held at the Clubhouse on Wednesday 29 June 2022 at 7.00pm**

<b>Present:</b>	Chairman	Louise Goodall
	Secretary	Christine Morrell
	Treasurer	Adam Prickett
	Chair of Ladies	Nicki Gray
	Chair of Minis	Sarah Tunstall
	County Rep.	Ralph Grove
	Committee	Alan McDermott
	Committee	Peter Benson
	Committee (co-opted)	Nick Spain
	Committee (co-opted)	Alasdair Heath

Kirsty Batten, James Bunce, Richard Deal, , Steven Gibbs - Chair of Trustees, Alastair Gray, Abdi Hamisi, Ian Jack, Mike Jackson, , Peter Lambert, Vernon Lewis, Tony Lloyd, John Mason, Tony Naylor, Niki Paton, Flo Piddington, Roy Pratley, Hywel Price-Richards - Trustee, Lauren Price-Richards, Philip Shears, Dave Shields, Dave Smith, David GH Smith, Robin Varley, Robert Wells.

**Also in attendance:**

Louise Endean - Club Manager, Mark Trumper - Trustee

Louise Goodall opened the meeting and thanked everyone for attending.

## 1. Apologies for Absence

Jason Alexander, Steve Barnett, Michael Brader - Trustee, Trevor Coles - Vice President, Estelle Dessiaume - Trustee, Anthony Dines, Tina Dines, Mick Fitcher - Chair of Seniors, Rosie Golby, Rob Harris, David Jones - President, Ian Langley, Brian Lee, Julian Lewis, Peter Norman, Tom Philips, Bill Sandalls, Anne Smith, Chris Smith - Chair of Juniors, Brian Trott - Committee, Richard Tucker, Ian West

## 2. Approval of the Minutes of the AGM 30 June 2021

There were no amendments and no questions. Proposed by Peter Benson and seconded by Richard Deal, the Minutes were approved unanimously by all Members present.

## 3. To receive and approve a report from the Committee on the affairs of the Club since the previous AGM

Louise Goodall/ Chair, presented the report on behalf of the Committee:

"Firstly, thank you for coming this evening to support your Club. It's very comforting to see so many familiar faces but also great to see some new ones too.

I'd like to kick off this evening reporting on the season, and what a season it has been. When we opened the books in July 2021 we really weren't sure if Members would come back, if any rugby would be played and if we would get through the whole season without a lockdown.

So much uncertainty but fortunately not all our fears were realised. Membership has been down which has meant we have had to cut our cloth accordingly. However, by investing in a new till system, installed very soon, will mean that Membership can be paid not only via the existing on-line route but also paid at the bar and reception during the week and on match and training days.

Obviously I'm addressing a room full of paid-up Members but if you know anyone who would like or needs to pay their membership, please let them know this new route for payment and direct them to one of the leadership team if they have an issue.

Another area that developed is our Club Shop. This season it has been manned by a dedicated pool of volunteers who have made sure that the shop is well stocked and staffed at all of the main opening times. At other times, it is being manned by our staff in commercial, so no-one is being turned away if they want to make a purchase. As you can imagine this has had a direct positive impact on the shop's bottom line but also a difference to our members who want to buy kit and want to buy it now. They can!

So what of our rugby performance for this season:

**The Mini's** played 3 away and 3 home fixtures as well as training the whole season. Numbers increased as the season progressed. They also attended many rugby festivals, including Henley, Abbey, Maidenhead, Reading and Chippenham and the section hosted our own festival which was a massive success.

**The U12's** competed in the Land Rover Cup tournaments, finally winning at Northampton with the prize of tickets to the Premiership final and a parade around Twickenham at half-time. The section is looking to grow next season and have more players, matches and festivals.

**The Juniors** have had a very successful season, increasing their numbers during the season. The U13's won the Berkshire Plate; U14's hosted the Berkshire Cup Final day which was a fantastic success, despite NRFC losing to Maidenhead in both A and B finals; U15's had 7 players involved in the London Irish DPP – a wonderful achievement; U16's finished top of their BBO league. The season finished appropriately with a Junior Dinner at the club, attending by over 190 boys and girls

**The Girls section** is going from strength to strength and with the introduction of the new Age grading we will have 4 teams next season from U12's to U18's. They have also enjoyed many tournaments and festivals and are ambitious to host more matches at Monks Lane next season. The section boasts a host of County players which is testament to just how well the teams are progressing.

**The Women** had a slow start to the season but finished very strong and hope to start next season as they finished. They had 7 players selected for the County final at Twickenham and have boosted their numbers so much so that there is a real possibility we will be running 3 teams next season. They are an ambitious squad and have set their stall for promotion next year.

**The Men** struggled to restart after coming back and retain players after COVID. However, they managed to fulfil all of the Blues & Stags fixtures. Unfortunately, we have had to stand down the A's squad because of available players which has been hard to swallow. It is hoped that numbers will increase next season across the Men's section. **The Colts** have had some success with transition with Ollie Keyse, Ollie Goodall and Ben Davies all achieving 1st XV caps. We hope to work more on this element next season. We had 3 players who got into the County squad with another captaining Oxfordshire. Although finishing 4th in the league and missing out on promotion, I think you will agree there was some great rugby played and we now have time to regroup and strengthen our squads in the Men's section.

Out of all the clubs in the area, we have the most ardent supporters who travel home and away to support their teams. On behalf of the players, I would like to thank them so much for all the support they give week in, week out.

I hope you agree that rugby is in a fantastic place at Monks Lane with rugby being played across all sections, from Minis U6's to Touch, Vets and of course right across our teams playing in the different leagues.

You will have noticed some changes in the clubhouse too. With the appointment of our new Club Manager last year, Louise Endean there is a real difference being felt in the club as Louise and her team put in place improvements in service and offering.

Finally, it just leaves me to thank our amazing group of volunteers who are going above and beyond every day to make this club so successful. It has been my personal privilege to lead such an amazing group of individuals."

**Louise Goodall - Club Chair**

There were no questions and the report was approved unanimously by all Members present in a vote proposed by Hywel Price-Richards, seconded by Nick Spain.

#### **4. To receive a Financial report**

Outgoing Treasurer Adam Prickett, presented an overview of the current financial position: adapting to a changing background as Covid restrictions eased, Rugby returned and commercial activities resumed. Actions taken have resulted in the possibility of ending the Financial year with a small pre-depreciation profit representing a huge turnaround from the original budget.

However, there's no room for complacency given external economic factors and anticipated major necessary expenditure on the facilities.

There were no questions and Chair Louise Goodall expressed thanks for the clear and comprehensive information; while Members gave a round of applause.

#### **5. Report from the Trustees**

Chairman of Trustees, Steve Gibbs, talked about planning to ensure that the Club's future is sustainable and secure, preserving facilities for Rugby in the long term while consistently making profits. The proposed West Berks Council 'Sports Hub' rumbles on; going through a (spurious) Judicial Review.

Various major projects are being looked at: new boilers, solar panels heating & ventilation, windows and insulation. A consultant /qualified engineer has been employed to undertake a complete survey of the building and devise a coordinated plan for works over a period of some years; and which have to be affordable - it isn't viable to take out a loan /mortgage on the clubhouse building.

Approx 3 years ago it had been suggested NRFC become a charity / "CIO" - the RFU preferred option for clubs like Newbury; but it wasn't in a financial position to do this.

Meanwhile, an interim Management Group had been put in place covering the "Covid season" and the objective now is to refine a new structure to provide for continuity and succession planning in managing the club as a business in order to ensure Rugby is protected and enabled with adequate funding.

Mark Trumper presented a suggested organisational restructure to formalise an elected 'Management Board' to run the business; enabling the Committee to focus on Rugby. Workloads would be rebalanced while protections are kept in place with an efficient Management Board of a small, core group of people although others could be invited to be involved for specific items.

There was discussion about specific roles and questions about implementation - the first matter would be to have approval in principal for the reorganisation (not being voted on this evening). Longer terms of office will be a significant commitment, but essential for continuity.

The interim Management 'board' has been running as a "subcommittee" of the rugby Committee. The proposed changes will make it the executive body.

#### **6. Where necessary in law or where the members require: 'To appoint the Auditors for the ensuing year'**

This is not necessary; the Club is exempt from audit as turnover is below the threshold. It is required only for the books to be inspected by qualified persons. The Club continues to use James Cowper Kreston in this respect (and they also undertake the tax computations). The members had no requirement

#### **7. To elect the Officers for the ensuing year**

Details of nominations had been provided with the Agenda. Peter Lambert had been formally proposed for Treasurer by Adam Prickett and seconded by Rob Harris. No other candidates had been nominated for 2022/23. It was agreed that voting be taken together en bloc for Chairman, Secretary and Treasurer:

Chairman	Louise Goodall
Secretary	Christine Morrell
Treasurer	Peter Lambert

were duly elected unopposed, with all in Favour; none Against; and no-one abstained.

#### **8. To elect the Members of the Committee for the ensuing year**

Details of nominations for 2022/23 made by the outgoing Committee had been provided with the Agenda. No other candidates had been nominated. It was agreed that voting be taken en bloc. In the vote, the following were duly elected unanimously by Members, with none Against and no-one abstained.

Chair of Senior Rugby	Brian Trott
Chair of Ladies Rugby	Lauren Price-Richards
Chair of Junior Rugby	Abdi Hamisi
Chair of Mini Rugby	Sarah Tunstall
County Representative	Peter Benson
Committee	Alasdair Heath
Committee	Chris Smith
Committee	Nick Spain

For information: the Committee also comprises up to three co-opted members: and the Committee will co-opt Alan McDermott, James McCarthy and Ian Jack for the forthcoming year.

#### **9. To elect the President for the ensuing year**

David Jones had offered himself for re-election. There being no other candidates, no ballot was necessary and Mr Jones was duly re-elected unanimously for 2022/23, with none Against and no-one abstained

#### **10. To elect the Vice President for the ensuing year**

Trevor Coles had offered himself for re-election. There being no other candidates, no ballot was necessary and Mr Coles was duly re-elected unanimously by Members for 2022/23. There were no votes Against and no-one abstained.

#### **11. To elect Trustees for any positions vacant or becoming vacant**

There were 3x vacancies, one for a 1yr term to AGM 2023; and two for the 3 year term to AGM 2025 as Hywel Price-Richards has stepped down; and Michael Brader and Nigel Cripps were not offering themselves for re-election.

Adam Prickett (outgoing Treasurer) has been nominated for election and as there were no other candidates, there was no need for a ballot and he was unanimously elected unopposed for a 3yrs term.

Steve Gibbs and Mark Trumper remain in office until AGM 2024; and Estelle Dessiaume until AGM 2023.

**12. To confirm any elections of Honorary Members made by the Committee during the preceding year.**

Chair, Louise Goodall explained how nominees were being selected by a group of senior and life members.

Background notes were read out for Steve Leonard; Colin Vare and Alan (Joe) Keaney, describing their services to the Club. All three were unanimously granted Life membership.

**13. To consider any additions or alterations to the Rules, duly proposed in accordance with Rule 9.6**

There were none.

**14. To consider any other motion or business duly proposed in accordance with Rule 9.6.**

There were no proposals.

**15. To consider Any Other Business of which due notice shall have been given.**

There was none.

**16. To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.**

Q) V Lewis asked about Membership payments only being available online/? Not all members want to /are able to use this facility.

A) A new till system is being installed which will enable payments at the bar / in cash.

Q) N Spain - paying for the Juniors dinner had been painful - there was no obvious link for payment.

A) This too is being changed; it will be possible to book / pay by phone.

Finally, a presentation for 'Club person of the Year' was made to Robin Varley for his work on Sponsorship.

Life member Roy Pratley expressed thanks to all for their efforts during the past year.

Meeting closed at 8.30pm

Signed..... Date.....  
(Chair)

**Date of next meeting** - Financial AGM to be scheduled no later than 30 November 2022

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## ITEM 3



### NEWBURY RUGBY FOOTBALL CLUB LTD

#### Minutes of the Special General Meeting held at The Clubhouse, Monks Lane, Newbury on Wednesday 01 February 2023 at 7.00pm

<b>Present:</b>	Club Chair	Louise Goodall
	Hon Secretary	Christine Morrell
	Treasurer	Peter Lambert
	Rugby Committee Chair	Alasdair Heath
	Chair of Senior Rugby	Brian Trott
	Chair of Ladies Rugby	Lauren Price-Richards
	Chair of Junior Rugby	Abdi Hamisi
	Committee	Peter Benson
	Committee (co-opted)	Alan McDermott
	Committee (co-opted)	James McCarthy
	Committee (co-opted)	Ian Jack

Jason Alexander, Nick Breach, James Bunce, Andrew Burgess, Trevor Coles - Vice President, Richard Deal, Estelle Dessiaume - Trustee, Anthony Dines, Tina J Dines, Mick Futcher, Steven Gibbs - Chair Trustees, David Jones -- President, Ian Langley, Vernon Lewis, Tony Lloyd, John Mason, Tony Naylor, Roy Pratley, Adam Prickett - Trustee, Philip Shears, Dave Smith, Mark Trumper - Trustee, Robin Varley, Ian West

(Quorum = 20)

**Also in attendance:** Louise Endean – Club manager

#### 1. Apologies for Absence

Lauren Price-Richards, Hywel Price-Richards, Chris Smith, Robert Wells

#### Introduction

Steve Gibbs /Chair of Trustees introduced the proposals and gave a short presentation outlining the background to the changes; actions that have occurred to date; the objective of having a simplified structure with flexibility for as /when things might change.

The Board would comprise 3x Officers each elected for a 3yr term, on a rolling basis for continuity; and 4x Trustees each elected for 4yr terms, again on a rolling basis.  
There also would be up to 3x co-opted / appointed members who would be non-voting.

The Rugby committee would remain focussed on running 'rugby'; while the Management Board would have oversight of the business overall with the objective of raising monies to support Rugby.

An interim Management team has been running on an informal basis for over 3years and proven its merits. The new set of Rules would formally constitute a Management Board as the decision-making body of the Club.

Questions were invited. There were none.

#### 2. To hear of any amendments (\*) proposed to the resolution.

No proposals for amendments to the draft new set of rules had been received.

**3. To vote on the resolution:**

*“It is proposed that replacement Club rules to formalise the role of a Management Board. as detailed in the appended document “NRFCC Rules Changes v.final (Jan 2023)” be adopted in full.”*

The new Rules are designed to fully constitute a Management Board, merging the group which has been operating informally together with the Trustees.

In the vote proposed by Tony Naylor and seconded by Richard Deal, Members unanimously approved the new rules, with no votes Against and one abstention.

- Q) Roy Pratley asked if it would be possible to make available a rule book in hard copy as done in the past?
- A) It was agreed to look at the practical viability of doing this in simple format.

**4. To vote on any amendments affecting the resolution as introduced in agenda item 1.**

Not applicable as no proposed amendments had been received.

The new Rules will come into effect once they have been registered with the Financial Conduct Authority; and elections would take place as normal at the AGM due to be held in June 2023.

*[Note: The signatures of three members and the Secretary required for submission to the FCA of the proposed new Rules were completed subsequent to the SGM.]*

**Meeting closed at 7.20pm**

Signed.....  
(Chair)

Date.....

**Date of next meeting** - an AGM is scheduled to be held before 30 June 2023.

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