

# TIMPERLEY SPORTS CLUB



## NOTICE OF AN EXTRAORDINARY GENERAL MEETING of TIMPERLEY SPORTS CLUB

**AN EGM HAS BEEN CALLED BY THE EXECUTIVE COMMITTEE TO TAKE PLACE  
IN THE CLUBHOUSE ON THURSDAY 28<sup>th</sup> MARCH 2019 AT 19.30 HOURS**

### **AGENDA**

- 1. APOLOGIES FOR ABSENCE**
- 2. LEGAL STRUCTURE PROGRESS REPORT**
  - 2.1 Progress since the 2018 AGM and establishment of Timperley Sports Club Ltd (see attached)
  - 2.2 Comparison summary of key differences (see attached)
  - 2.3 Proposed Operating Model, Structure, Sub Committees and Role of the Board (see attached)
  - 2.4 Board Composition and interim Board of Directors and Officers (see attached)
  - 2.5 Question and Answers / Open Forum
- 3. RESOLUTIONS (see attached)**
  - 3.1 Presentation of Resolutions to finalise the transition to the new Club structure and Honorary Club Positions
  - 3.2 Voting on Resolutions
- 4. NOTIFICATION OF SUBSCRIPTIONS FOR 2019-20 (see attached)**
- 5. OUTLINE TIMELINE of FUTURE MEETINGS (see attached)**
- 6. PROJECT 18 UPDATE**
- 7. ANY OTHER BUSINESS**

**Apologies for absence in advance please, to the Hon. Secretary John Allen:**  
**either by email to: [johnallentsc@gmail.com](mailto:johnallentsc@gmail.com)**  
**or by phone/text to: [07810 398506](tel:07810398506)**

# TIMPERLEY SPORTS CLUB

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[Link to current Club TSC Rules and Constitution and new TSC Ltd Rules](#)

Or visit the Information are on: <http://www.timperley-sports.com>

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## DROP IN SESSIONS

If you have specific or more detailed questions or queries, would like to understand more or come and have a chat about the changes on a more informal basis please come along to one of our **Pre-EGM drop in sessions at the Club (in the function room) on the following dates:**

- Tuesday 26<sup>th</sup> February 2019 7.30pm – 9.00pm
- Thursday 7<sup>th</sup> March 2019 7.30pm – 9.00pm
- Wednesday 20<sup>th</sup> March 2019 7.30pm – 9.00pm

These will allow us to give more time to talk you through the detail and answer and hopefully resolve any queries in advance of the EGM. There will of course be the opportunity to ask questions at the EGM as well. The EGM will also include a number of resolutions to complete the transfer to TSC Ltd and we have some exciting developments on Project 18 which we want to update members on as well.

Alan Holdsworth (Chair), Nick Burnett (President) and Shelagh Everett (Entwisle) (Executive Committee member / Hockey Chair) will host the drop-in sessions. If you can't make the EGM, or a drop-in session do feel free to speak to Alan, Nick, Shelagh or any members of the Executive Committee.

# TIMPERLEY SPORTS CLUB

## AGENDA ITEM 2.1

### Legal Structure Changes and Implementation Progress Report

#### 1. Preamble

- 1.1. The calling of this Extra-Ordinary General Meeting is a key milestone in the long, and evolving, history of the Club. After over 140 years, and seven years of work, we will shortly become an incorporated body having completed the key work to set up Timperley Sports Club Limited (TSC Ltd). The purpose of this EGM is to update members on the work to implement the resolutions approved at the 2018 AGM and seek approval to the final resolutions to commence trading as TSC Ltd from the 1<sup>st</sup> April 2019, subject to completion of registration with HMRC.
- 1.2. The changes should be seen as a continuation of the history, activity and ambition of the Club as all these elements, along with assets, liabilities, contracts and employees will be transferred to TSC Ltd, not the end of TSC. The Club has changed its structure, rules and the way it operates many times since 1877 and this change builds on that history of seeking to evolve and develop the best way to run the Club.
- 1.3. The legal structure we approved at the 2018 AGM, a Community Benefit Society with exempt charity status (CBS), was the structure that best met our needs and retained a strong focus on members. Becoming an incorporated legal entity would also address our long-held ambition to remove the considerable responsibility placed on our two Club Trustees (currently Nick Burnett and Alan Holdsworth). Our near neighbours Sale Sports Club and Altrincham Kersal Rugby Club have also recently become CBSs for similar reasons, and they have been most helpful in sharing documents and experience with us.
- 1.4. The new legal structure will change the way we have to do some things and we have set out a comparison summary (attached - agenda item 2.2). As with any change this it is quite normal and would have had to happened irrespective of which legal structure we had adopted. The work to set up the new legal structure has also acted as a trigger to review and update many of the documents and processes required to run the Club. Over the course of 2019 these will be shared with members and will hopefully give members a greater understanding of how the Club is run and how they can get involved.

**This paper summarises the background, progress since the 2018 AGM and details of the new structures that will be put in place to take the Club forward.**

If you have specific or more detailed questions or queries, would like to understand more or come and have a chat about the changes on a more informal basis please come along to one of our **Pre-EGM drop in sessions at the Club (in the function room) on the following dates:**

- Tuesday 26<sup>th</sup> February 2019 7.30pm – 9.00pm
- Thursday 7<sup>th</sup> March 2019 7.30pm – 9.00pm
- Wednesday 20<sup>th</sup> March 2019 7.30pm – 9.00pm

These will allow us to give more time to talk you through the detail and answer and hopefully resolve any queries in advance of the EGM. There will of course be the opportunity to ask questions at the EGM as well. The EGM will also include a number of resolutions to complete the transfer to TSC Ltd and we have some exciting developments on Project 18 which we want to update members on as well.

**Please do make every effort to come to the EGM and join us in marking this important development in the Club's history and start of a new era as TSC Ltd.**

# TIMPERLEY SPORTS CLUB

## 2. Background

- 2.1. It has been a long-held objective of Timperley Sports Club (TSC) to change its legal structure from an unincorporated association (and Community Amateur Sports Club (CASC)) to an incorporated body that would better serve and protect the interests of the club, current members and future members.
- 2.2. This has been a long and detailed piece of work led by the Executive Committee and members have been updated on the key phases of work and approved a number of decisions over the last few years at TSC AGMs:
- 2.2.1. The background to this change was originally shared with members at the **2012 AGM** and it remains a crucial step to be completed prior to commencing the next phase of major Club development (Project 18).
- 2.2.2. Phase 1 was completed in April 2016, and endorsed by the **2016 AGM** and addressed changes implemented by HMRC on 1<sup>st</sup> April 2016 that impacted Community Amateur Sports Clubs (CASC's) and led to the setting up of a wholly owned subsidiary of TSC called Timperley Sports Club (Trading) Ltd.
- 2.2.3. The **2016 AGM** also approved a second phase of work to be progressed by the Executive to bring forward proposals to establish TSC as an incorporated legal entity. Phase 2 of the work would focus on the work to review and assess the most appropriate legal form for TSC to adopt to change the legal status of the Club.
- 2.2.4. The **2018 AGM** received a report on the work to progress identifying and implementing the most appropriate legal structure for the Club and approved the following resolutions to progress to the implementation phase (Phase 3) of the work:

### **Resolutions approved by the 2018 AGM**

*To support the smooth transition and set up of the new legal structure and convert TSC to a Community Benefit Society (with exempt charity status) the Executive Committee recommend the following resolutions to members for their approval:*

- a) To **endorse** the recommendation of the Executive Committee to **proceed** to put in place all necessary plans and structures to enable Timperley Sports Club **to become a Community Benefit Society with exempt charity status with effect from 1<sup>st</sup> January 2019**, including registration with the Financial Conduct Authority and HMRC.
- b) To **approve** the transfer of all Timperley Sports Club assets, liabilities and employees to the new entity, including the transfer of share(s) in Timperley Sports Club (Trading) Ltd as part of the setting up on the new legal entity.
- c) To **approve** that the 2018-19 Timperley Sports Club Membership fee (for members aged 18+) shall include a sum of at least £1 to be held on behalf of members to purchase that member's share in Timperley Sports Club (CBS) with effect from 1<sup>st</sup> January 2019 or the date of set up and become a member of Timperley Sports Club (CBS).
- d) To **note** that an Extra-Ordinary General Meeting will be held to share with members the final details of the set-up stage and the proposed structures and roles for the club including election of Directors.

## 3. Progress since the 2018 AGM

- 3.1. The Executive has completed a wide range of work to implement the resolutions agreed at the 2018 AGM. We are pleased to report that:

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- 3.1.1. Timperley Sports Club Limited (TSC Ltd) was registered as a Community Benefit Society with the Financial Conduct Authority (the regulator for CBSs) on the 17<sup>th</sup> October 2018, with the registration number 7857. Registration involves submitting the Rules of the Club to the FCA. A full copy of the new TSC Ltd Rules, along with the current TSC Rules and Constitution, are available on the TSC Website and are on the Club Noticeboard. [Online link to new and current Club Rules.](#)
- 3.1.2. To complete the registration the Executive had to undertake detailed work to review, adapt and refine a set of model Rules used by CBS's to reflect the legal form and particular requirements of the Club. The new Rules will replace the current TSC Constitution and Rules.
- 3.2. The TSC Ltd Rules include a number of Objects that set out what the Club exists to do, this is linked to seeking Charitable status and reflect both our current Constitution and working Vision and Mission. **The Objects of TSC Ltd as set out in the Rules are:**
- Rule 4 - The objects of the Society shall be for the public benefit:*
- (a) The promotion of community participation in healthy recreation for the benefit of the inhabitants of Timperley and surrounding areas by the provision of facilities for playing cricket, football, hockey, lacrosse and other sports.*
- (b) Without distinction of age, sex, sexual orientation, race or of political, religious or other opinions to provide facilities in the interests of social welfare for recreation and leisure time occupation with the objective of improving the conditions of life, health and wellbeing of the public.*
- 3.3. At the 2018 AGM it was anticipated all set up work would be completed by 1<sup>st</sup> January 2019 and that this would be the date of transfer of trading and all other activities from TSC to TSC Ltd. Due to the amount of work required we were unable to meet this timescale and subject to HMRC approval we are now targeting a transfer date to commence trading of 1<sup>st</sup> April 2019 or soon thereafter.
- 3.4. TSC Ltd completed its application to HMRC for tax exempt charity status in January 2019 and this will replace our current CASC status. This is the final step in the process to complete the set-up of the new legal structure and we anticipate this being completed by the time of the EGM. If there is a delay, we will move the proposed transfer date accordingly.
- 3.5. As part of the registration process, the Executive Committee had to approve the appointment of three founder members of TSC Ltd who were required to complete the FCA registration process and to take forward the interim operation of TSC Ltd. The Executive appointed the current Trustees (Alan Holdsworth and Nick Burnett) and the current Club Secretary (John Allen) as the founder members of TSC Ltd.
- 3.6. The Founder members have held a number of Board meetings and in line with their responsibilities set out in the Rules and have appointed the Directors as an interim Board prior to planned full elections in November 2019. Agenda Item 2.3 sets out a summary of the Board structure and responsibilities and sub-committee structure. Agenda item 2.4 sets out the Board composition and interim Board members. Agenda item 5 sets out the timeline for future elections.
- 3.7. Detailed work is also progressing well to put in place a wider range of processes, policies and procedures to operate in line with the TSC Ltd Rules and CBS exempt charity status including:

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- a) Review and updating, if required, of TSC Policies. It is the intention that all applicable current TSC Policies will be adopted by TSC Ltd and updated and or new policies developed over time as required.
- b) Some of the operational elements of the current TSC Rules, for example bar opening hours, honorary club positions etc are being incorporated into a new set of Operating Regulations to be approved by the TSC Ltd Board to guide the operation of the Club.
- c) Terms of Reference will also be established for the main Sub Committees of TSC Ltd and an important new sub committee will be responsible for membership. Working with a representative for each sports section this committee will help develop and improve of processes for the collection of subs, member records and data.

3.8. In addition, the following work is also underway to support the transfer to TSC Ltd:

- a) Novation (transfer) of agreements, contracts, loans and covenants from TSC to TSC (Ltd)
- b) Transfer of TSC (Trading) Ltd from TSC to TSC (Ltd)
- c) New organisation structure, roles for the new Board and sub-committees. As a legal entity the Club will have a Board and Directors (with Director responsibility)
- d) Finance, accounting and tax including relevant HMRC registration including deregistering of our current CASC status
- e) Membership processes, setting up member / share register as all voting members will now hold a minimum of one share in TSC Ltd
- f) Holding an EGM to finalise arrangements for the transfer of TSC to TSC (Ltd)

3.9. Summary of main impacts:

- a) Current TSC Members and those wishing to become members will need to become a member of TSC Ltd and sign a complete a new membership form over the next few months and before the first AGM of TSC Ltd. Forms will be available at the EGM. Members will hold a minimum of one share in the Club, and irrespective of the number of shares held each member will have one vote. Shares are withdrawable and cannot be traded. The £1 will now be deducted from the 2019-2020 annual subscriptions.
- b) The Club will cease to be a CASC but will to continue to access the same or similar benefits by registering as a CBS with exempt charity status. The changes will not impact on Gift Aid. We will need to continue therefore to ensure that our future activities meet our future charitable objectives.
- c) Eligible members will continue to have a vote at the TSC Ltd AGM and elect some members to the Board. Our two Club Trustees will be replaced by a Board of Directors accountable to the members.
- d) TSC (Trading) Ltd will continue to operate the Club's non-charitable linked trading activity and make donations to TSC Ltd to assist in furthering its charitable aims.
- e) The assets and liabilities of TSC will transfer to TSC Ltd including the bank accounts, lease, loans and any outstanding grant agreements.
- f) As with any legal form there will be a range of responsibilities that we will have to undertake in future including reporting to both the members and the FCA.
- g) To ensure we complete and bed in the new governance and operating arrangements an interim Board has been appointed by the Founder Members to oversee the transitional period until November 2019 when the first AGM of TSC Ltd will be held. All interim Board Directors will stand down or seek election to the board at this time.
- h) After the initial elections cycle in November 2019, a third of Directors will retire on rotation at the AGM but shall be eligible for re-election if they wish to put themselves forward.

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3.10 The TSC Executive and TSC Ltd Board are confident that all final arrangements will be in place ready for a smooth transition to start trading as TSC Ltd, subject to HMRC approval on 1<sup>st</sup> April 2019.

## 4. Future Operating Model and Structure

4.1. As part of the changes we have looked at how we run the Club and used the opportunity to document more clearly overall operating model and committee structure and roles. We hope that this will enable more members to understand how the Club operates and the roles of members involved both at a Club and sports section level. (see Agenda Item 2.3)

4.2. The Interim Board of Directors is also set out in Agenda Item 2.4.

## 5. Outline Timeline

5.1. The following outline timeline has been prepared to set out the planned cycle of AGMs and elections as we complete the transition to the new structure. We will also work with sports sections and TSC (Trading) Ltd to confirm their AGMs dates and build into the overall timeline (Agenda Item 5).



## Outline Timeline

### *Future Annual General Meeting cycle*

Future TSC Ltd reporting cycle will be linked to the Financial Year 1<sup>st</sup> April to 31<sup>st</sup> March and the Rules of the Club.

TSC (Trading) Ltd Financial Year is Currently 1<sup>st</sup> January to 31<sup>st</sup> December and will be adjusted to 1<sup>st</sup> April to 31<sup>st</sup> March as soon as practicable. TSC (Trading) Ltd AGM's will be held in line with its AGM and Rules



## 6. Member questions

There will be Question and Answer session at the EGM and a number of informal drop-in sessions to find out more and clarify anything prior to the vote to complete the transfer of TSC to TSC Ltd.

**Timperley Sports Club  
Executive Committee  
13<sup>th</sup> February 2019**



# TIMPERLEY SPORTS CLUB

## AGENDA ITEM 2.2

### Comparison Summary of Key Difference (TSC v TSC Ltd)

	Current arrangements	Future arrangements
Club Name	Timperley Sports Club (TSC)	Timperley Sports Club Ltd (TSC Ltd)
<b>What is the legal structure of the club?</b>	<p>Unincorporated Association</p> <p>Registered as a Community Amateur Sports Club (CASC) – which gives us benefits like ability to claim gift aid, rent and rates rebates and being exempt from Corporation Tax.</p>	<p>Community Benefit Society (CBS) registered with the Financial Conduct Authority (FCA) as a legal entity.</p> <p>In additional to FCA registration, we are registering with HMRC as a CBS with tax exempt charity status – this means we can still claim gift aid, rent and rate relief and remain exempt from Corporation Tax. This will replace being a CASC</p>
<b>Who has the legal responsibility for the Club?</b>	<p>Sits with our two Trustees (Alan Holdsworth &amp; Nick Burnett).</p> <p>TSC has a trading subsidiary company (Timperley Sports Club (Trading) Ltd) to manage non-member CASC activity. This model is used by many similar clubs and CASC's.</p>	<p>Board of TSC Ltd</p> <p>Timperley Sports Club (Trading)Ltd will transfer ownership to TSC Ltd and continue to operate the club's activities that fall outside of the new charitable objects. This is normal practice in a range of charitable organisations and CBS's.</p>
<b>How is the club governed?</b>	<p>The Club Constitution sets out the Purpose and Objects of the Club.</p> <p>The current <a href="#">TSC Club Rules</a> set out how we organise and operate. In addition, we also have to operate within the HMRC regulations of being a CASC.</p> <p>The <a href="#">current Constitution and Rules</a> are both approved by members.</p> <p>The Club also has a number of policies (e.g. health and safety) approved by the Executive and disciplinary processes are set out in the Rules. In addition, there are sports section policies including safeguarding and codes of conduct agreed by section committees.</p> <p>The Club AGM appoints a firm of independent examiners to review its financial accounts.</p>	<p>The Rules for TSC Ltd have been approved and registered with the FCA. We have used a model set of Rules that meet the legal requirements of being a CBS and have amended them to reflect our purpose and objects and new charitable aims (that replace being a CASC) are being registered with HMRC. The Rules create one document to replace the TSC Constitution and Rules.</p> <p>A copy of the new <a href="#">new Rules</a> are available on line or on the Club Noticeboard. In the future as we will be a legal entity, we will need to ensure we continue to operate the Club in line with our Rules as well as any legal regulations set out in the Community and Co-operative Benefit Society Act (2014) and relevant Charity regulations.</p> <p>Going forward members will continue to approve any changes to the TSC Ltd Rules and such changes will also need to be approved by the FCA, and if relevant HRMC.</p> <p>TSC Ltd has started a review of all policies to update them to reflect the new structure. These will be approved by the Board and loaded onto the TSC website as they are approved. Sections Sub Committees will continue to approve sport related policies or codes not covered by the TSC Ltd Policies. Dispute resolution arrangements are set out in the TSC Ltd Rules. In addition the new Board will also prepare and agree a set of Operating Regulations covering how the Club will operate.</p> <p>The Club AGM will appoint auditors.</p>
<b>Who owns the Club?</b>	Members of TSC who are eligible to vote (aged 18+).	Members who join TSC Ltd – a CBS is owned and run by its who members will hold a minimum £1



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	Members join TSC and affiliate with the specific sports section if a playing member.	<p>share in the CBS. Members will need to sign up for membership and complete a new form. The Board will work with the section committees to implement the new membership process.</p> <p>Members aged 16+ who join TSC Ltd will also be eligible to Vote. We have adopted this change to reflect the legal regulations that allow those aged 16+ to be members of a CBS's.</p>
<b>How is the club managed?</b>	<p>Elected Trustees, Club Officers (e.g. President, Chair, Secretary, Treasurer etc) and Executive Committee.</p> <p>Appointed sub committees and four sports section committees. Section AGM's elect the section Officers.</p> <p>The Executive Committee and Officer roles posts are volunteer roles.</p>	<p>The elected/appointed Board and appointed sub committees including the four sports section sub committees (See agenda item 2.3 Operating Model and structures).</p> <p>Members elect up to six Directors to the Board who will together with the appointed Directors from their number appoint a Chair and allocate responsibilities to Directors for the oversight and running of the Club. (See Agenda items 2.3 and 2.4).</p> <p>All Director positions are unpaid roles and have the legal responsibilities of being a Director and must meet regulatory requirements as a fit and proper person, the same as a Director of any legal entity.</p> <p>The first set of elections* to the Board will take place at the time of the first General Meeting of TSC Ltd planned for November 2019. The Founder Members have appointed an interim board to manage the transition. Eligible members aged 18 and over of TSC Ltd will be able to be nominated as a Director and vote in elections.</p>
<b>Who are the Founding Members?</b>	When the Club was originally established in 1877 there will have been a small number of people who took on key roles to set up Timperley Cricket Club and how it ran. These roles would have been replaced over time as new Committees were elected to run the Club and new sports joined the Club.	<p>To set up and register the new legal entity TSC Ltd it was necessary to appoint a small number of Founding Members who submitted the applications to both the FCA and HMRC.</p> <p>The current Executive Committee approved that the current two Club Trustees (Nick Burnett and Alan Holdsworth) who hold legal responsibility for TSC and the Club Secretary (John Allen) were the most appropriate TSC members to endorse as the Founder Members of TSC Ltd, and be appointed Directors of TSC Ltd.</p> <p>The Founder Members have specified duties and powers set out in the FCA approved Rules. They are responsible for appointing Interim Board members and the smooth transition to the first TSC Ltd AGM planned for November 2019 when all of the Interim Board will stand down and elections will take place for all elected Director vacancies.</p>
<b>How will membership work?</b>	Currently members pay an annual subscription to be a member of the TSC to play sport or be social member. In addition, some sports sections levy additional fees to support the cost of delivery their sport.	Everyone will need to become a member of TSC Ltd and pay a one off £1 fee for a share in the Club. The £1 will be taken from your first annual subscription paid to TSC Ltd.

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	<p>The TSC membership year is 1<sup>st</sup> May to 30<sup>th</sup> April – which is different from the Financial Year (1<sup>st</sup> January – 31<sup>st</sup> December).</p> <p>Annual Subscription (Subs) rates are recommended to the AGM for approval by the Executive after taking feedback from Section Chairs and giving section committees the opportunity to review and feedback as part of the annual review of subs.</p> <p>Annual Subscriptions go towards the cost of running and investing in TSC's clubhouse, playing facilities and grounds and form an important part of the Club's income.</p>	<p>Once a member of TSC Ltd, to benefit from the club's facilities and activities members will pay an annual subscription. This includes a range of annual fees for Playing and Non-Playing members. (see Proposed 2019 -20 Subscriptions)</p> <p>The membership year for annual subs will change to 1<sup>st</sup> April to 31<sup>st</sup> March to tie in better with the playing seasons and be the same as the Financial Year of the Club.</p> <p>Annual Subscriptions (Subs) rates will be set by the Board following a process of consultation with the section committees working through the new Membership Sub Committee who will report to the Board.</p> <p>There will be no change, annual subs will continue to go towards the running and investment in the facilities that members benefit from using.</p> <p>A new Membership Sub Committee of the Board will be set up to support implementing the new membership and Subs processes and sections will appoint representatives to this Committee.</p>
<b>What will the 2019 -20 annual subs be?</b>	<p>The TSC Executive has recommended to the TSC Ltd Board that there should be no change to the annual full playing subscription for 2019-2020 (see Agenda Item 4), to support as smooth a transition as possible over to the new structure.</p>	<p>TSC Ltd Board will approve the Subs for 2019 – 2020 based on the recommendation and guidance received from TSC Executive and TSC EGM. (see Agenda item 4)</p> <p>The Board will also ask the new Membership Sub Committee to further review the payments options and processes and if there is a requirement for any minor changes to reflect any additional fee categories and ways to spread the cost of membership. Sports sections representatives will be fully involved in this process.</p>
<b>What about my sport section?</b>	<p>Sections Committees are elected and run their own sport. Section Chair's sit on the Executive Committee. Sections are responsible to Executive Committee via the section Chair</p>	<p>Sections will still elect committees to run their sport's at their AGM's. Section Officers must be members of TSC Ltd. TSC Ltd Board will approve the appointment of sport section committees to be a sub committee of the Board .</p> <p>The sport section committees will be Sub Committees of the TSC Ltd Board and each section will put forward a suitable person to be considered and appointed as a Director of TSC Ltd and sit on the Board.</p> <p>Full details will be available on the responsibilities of being a Director to assist sections in identifying a member who could take on the role. This person does not need to be the section chair, but if not the chair they must be a member of the section committee to aid and support communication.</p>
<b>Staff team</b>	<p>Small staff team employed by TSC reporting into the Club Manager who reports to the Executive.</p>	<p>Staff will transfer to TSC Ltd under TUPE regulations, including continuity of service and benefits. The Club Manager will report to the Board.</p>

# TIMPERLEY SPORTS CLUB

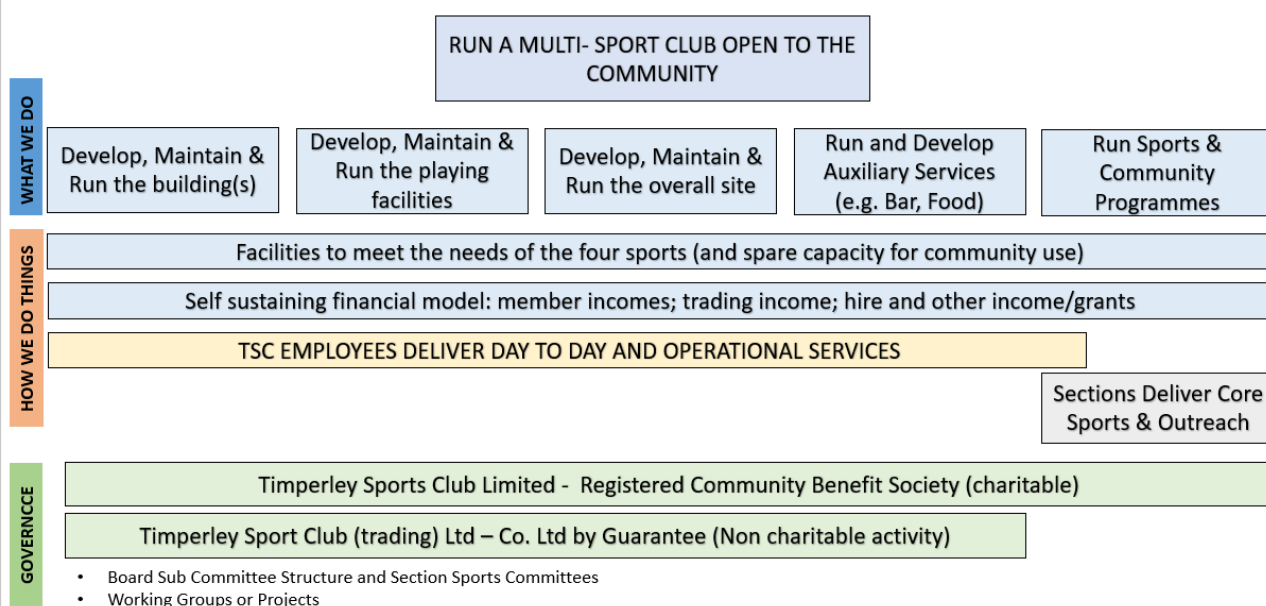
## AGENDA ITEM 2.3

### Proposed Operating Model, Structure, Sub Committees and Role of the Board

#### a) Operating Model

Agenda  
Item 2.3

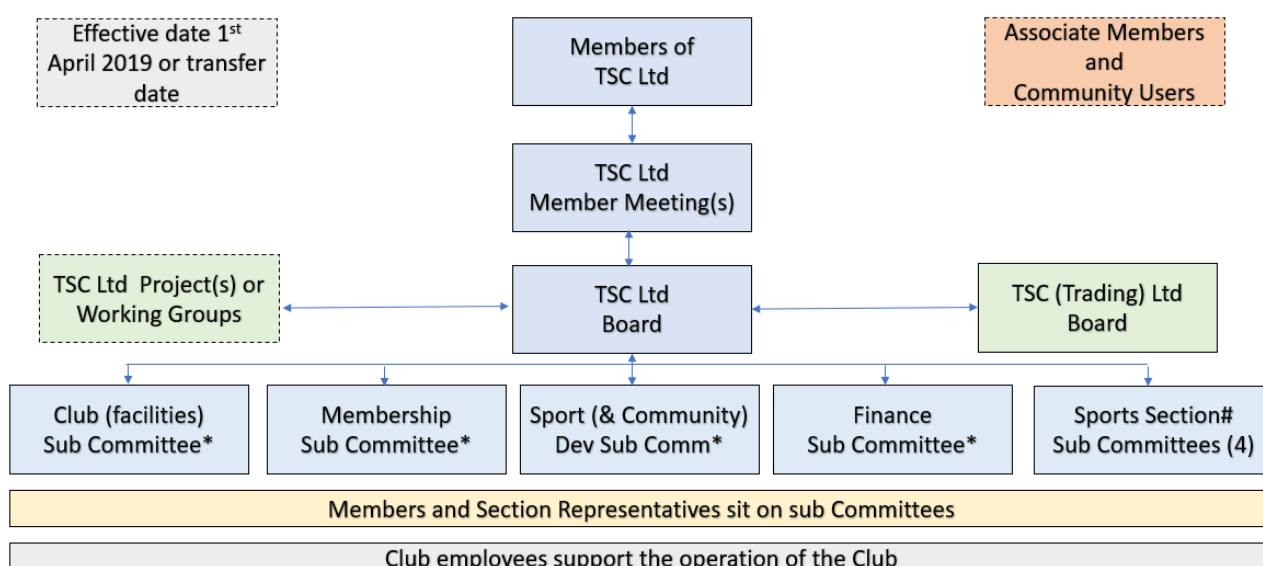
#### Timperley Sports Club Limited (Community Benefit Society) WHAT WE DO AT TSC (OPERATING MODEL) Working Draft



#### b) High Level Committee Structure

Agenda  
Item 2.3

#### Timperley Sports Club Limited (Community Benefit Society) HIGH LEVEL COMMITTEE STRUCTURE



\* The Board will appoint one of the Directors to Chair each Sub Committee.

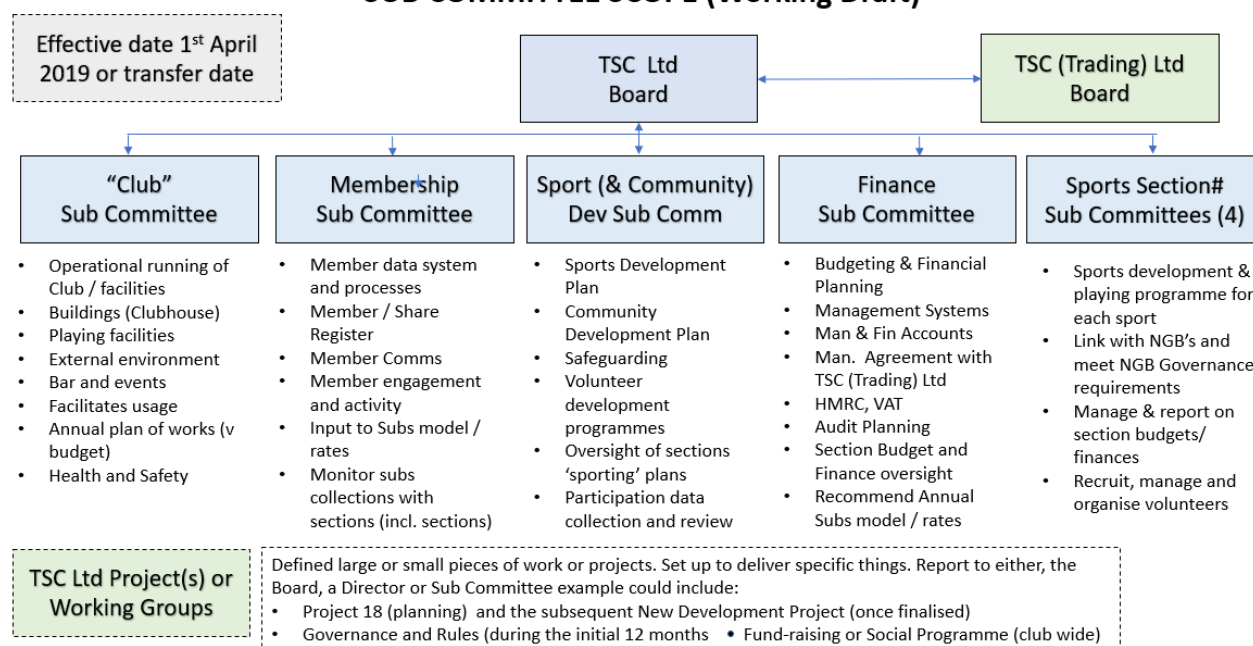
# Sports sections will continue to hold AGM's to elect Officers to their Committee including a Chair, Treasurer and Secretary.

# TIMPERLEY SPORTS CLUB

## c) Sub Committee Scope

### Timperley Sports Club Limited (Community Benefit Society) SUB COMMITTEE SCOPE (Working Draft)

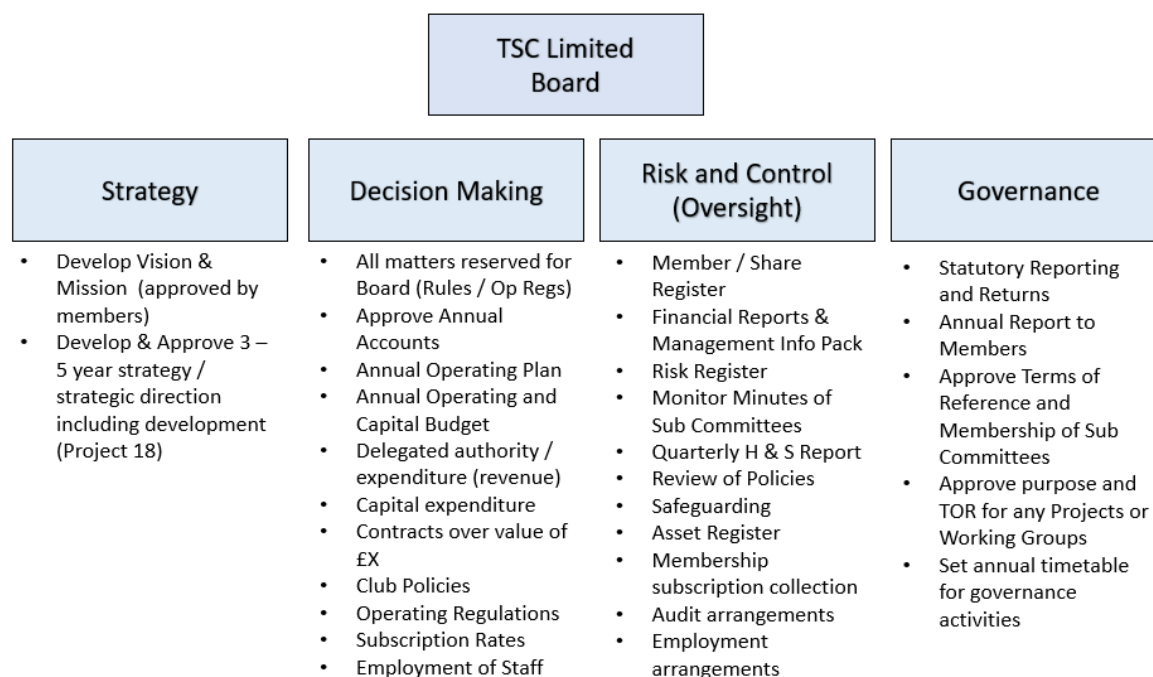
Agenda  
Item 2.3



## d) Role of the Board

### Timperley Sports Club Limited (Community Benefit Society) - working draft ROLE OF THE BOARD

Agenda  
Item 2.3

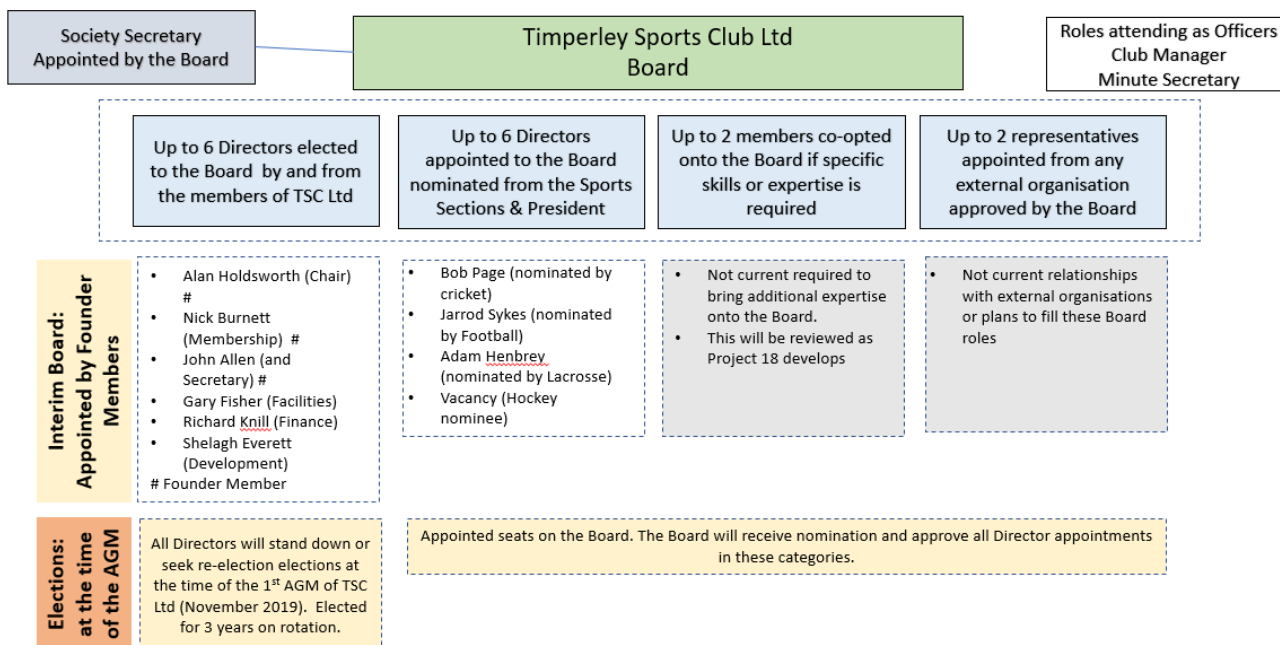


# TIMPERLEY SPORTS CLUB

## AGENDA ITEM 2.4 Board Composition and Interim Board

Timperley Sports Club Limited (Community Benefit Society)  
BOARD COMPOSITION (as set out in the Rules)

Agenda  
Item 2.4



## AGENDA ITEM 3 Resolutions

See page 13 - 14

# TIMPERLEY SPORTS CLUB

## AGENDA ITEM 3

### **Extraordinary General Meeting of Timperley Sports Club** **Thursday 28<sup>th</sup> March 2019**

#### **RESOLUTIONS**

Further to the resolutions passed at the last club AGM on the 26<sup>th</sup> April 2018, the unincorporated organisation known as Timperley Sports Club (TSC) was formally registered as a Community Benefit Society (CBS) (an incorporated organisation) under the name of Timperley Sports Club Ltd (TSCL) with the Financial Conduct Authority (FCA) on the 17<sup>th</sup> October 2019, with registration number 7857.

An application to request tax exempt charity status as a CBS was made to HMRC in early January 2019, this being the final step in the transition to TSC's objective of becoming a fully incorporated members organisation.

In order to now finalise this transition from TSC (unincorporated) to TSCL, a CBS (with tax exempt charity status) the Executive Committee of TSC proposes the following resolutions to all members for their approval;

#### **Resolution 1 – Legal Structure Implementation**

Proposed by the Executive Committee

- a) That in accordance with Clause L of the Club's Constitution and Rules 16.1 and 16.2 of the Club Rules (both dated 28th April 2016), the unincorporated organisation known as TSC (formerly Timperley Cricket, Hockey, Lawn Tennis and Lacrosse Club) since 1877, will cease trading and all operations and be dissolved on the 31<sup>st</sup> March 2019, or on such other date as the Executive Committee may decide, following successful receipt of exempt charity status from HMRC relating to the new Society known as TSCL.

This date to be known as the 'transfer date'.

*NOTE: This Dissolution Resolution, in line with the TSC Rules, requires the support of 75% of voting members attending a quorate EGM.*

- b) That all assets, liabilities and employees of TSC together with its shares in Timperley Sports Club (Trading) Ltd (TSCTL) be transferred to TSCL on the transfer date.

*NOTE: The TSC 2018 AGM has already approved this Resolution and it is included for ratification now that the name of the new legal entity is known.*

- c) That all trading and operations previously carried out in the name of TSC be carried out from the transfer date under the new CBS, trading and operating in the name of TSCL, under the new Rules as approved by the FCA on the 17<sup>th</sup> October 2018.

## TIMPERLEY SPORTS CLUB

*NOTE: The principles set out in this Resolution were approved by the 2018 TSC AGM and this Resolution is proposed to this EGM for completeness, now the name and registration date of the new legal entity are known.*

- d) That the existing powers of the former Executive Committee and Trustees of TSC be delegated to the new Board of TSCL with effect from the transfer date, in order to review and complete any final and outstanding matters relating to the previous trading and operations of TSC, including:
- i) The setting of subscriptions for the year 2019/2020
  - ii) The appointment of Club Auditors
  - iii) The final reporting to members as would have been expected during a normal TSC AGM
  - iv) Approval of TSC financial accounts up to 31<sup>st</sup> December 2018 and from 1<sup>st</sup> Jan 2019 to the transfer date

### **Resolution 2 – Honorary Club Positions**

Proposed by the Executive Committee

- a) that John Wood is re-elected to the honorary position of Patron until the 1st AGM of TSC Ltd, when the honorary role will be put forward for election in the normal way
- b) that Nick Burnett is re-elected as TSC Club President until the 1st AGM of TSC Ltd. AT the point of transfer the President will become an honorary role and will be up for re-election at the 1st AGM of TSC Ltd
- c) that Alan Holdsworth and Nick Burnett are re-elected as TSC Trustees until the transfer to TSC is complete. This is a precautionary measure in the event of any administration delays with the transfer
- d)that all current TSC Honorary Life Members and Section Vice Presidents continue to be recognised for their contribution to the Club by TSC Ltd and past contributions to the running and development of the club
- e) that the 1st AGM of TSC Ltd will consider any nominations and election of new Club Honorary Life Members and Section Vice Presidents



# TIMPERLEY SPORTS CLUB

## AGENDA ITEM 4

### Schedule of Individual Subscriptions for the period to 31<sup>st</sup> March 2020

Membership category		Future Pro-rata % formula	2019-20 Sub (£)	2018-2019 Sub (£)
Playing - Senior	Full all sports - Age 18 & over	-	170	170
Playing - Senior	Unemployed - Age 18 & over	50%	85	85
Playing - Student	Student in full time education Age 18 & over	50%	85	85
Playing - Youth	All Sports - Age 16 & over	40%	65	65
Associate* Playing	Junior participants - Under 16	40%	65	65
Non-Playing	Age 18 & over	30%	53	53
Non-Playing	Age 65 and over	20%	30	30
Non-Playing	Life Membership	NP X 7.5	380	380
Associate*(Non-playing)	Senior participants - 16 & over	20%	30	30
All categories	Country member (>20 miles) discount deducted from all listed subscription		20% reduction on sub	35

\*Associate members do not have voting rights

#### NOTES:-

- In respect of any membership category, the age of a member or associate shall be determined at the start of the Club year, namely, the 1<sup>st</sup> April.
- Annual subscriptions in all categories shall be for the period commencing on the 1<sup>st</sup> April each year. The due dates for payment of all subscriptions shall be as follows:  
CRICKET, NON-PLAYING and seasonal ASSOCIATE members - 1<sup>st</sup> MAY  
HOCKEY, LACROSSE, FOOTBALL and seasonal ASSOCIATE members - 1<sup>st</sup> OCTOBER
- The previous season's membership lists will be advised to all Sport Section sub-Committees, two months before the above due dates. All Sections' Subscription Secretaries MUST advise the Membership Sub Committee and Club Secretary of all members who have left the club, no later than 2 months after the above due dates.

All Sections will become liable to pay any outstanding subscriptions of all active playing members that remain on their membership lists, 2 months after the above due date, i.e.

CRICKET, NON-PLAYING  
and seasonal ASSOCIATE members

Lists provided by 1<sup>st</sup> MARCH  
(Section Liability from 1<sup>st</sup> JULY)

HOCKEY, LACROSSE, FOOTBALL  
and seasonal ASSOCIATE members

Lists provided by 1<sup>st</sup> AUGUST  
(Section Liability from 1<sup>st</sup> DECEMBER)

- Sports section may have additional charges to cover training fees, levy's or match fees to support funding the delivery of playing, coaching and training activities. The fees are set by the Sports Section Sub Committee and approved by the Membership Sub Committee annually.
- Where additional sports section charges apply to Junior Participants or Youth Members a Gift Aid option will be available, where relevant, based on a voluntary donation for the basic membership element of any fees due.

# TIMPERLEY SPORTS CLUB

## AGENDA ITEM 5 Outline Timeline for Future Meetings



### Agenda item 5 Outline Timeline

#### *Future Annual General Meeting cycle*

The Future TSC Ltd reporting cycle will be linked to the Financial Year 1<sup>st</sup> April to 31<sup>st</sup> March and the Rules of the Club.

TSC (Trading) Ltd Financial Year is Currently 1<sup>st</sup> January to 31<sup>st</sup> December and will be adjusted to 1<sup>st</sup> April to 31<sup>st</sup> March as soon as practicable. TSC (Trading) Ltd AGM's will be held in line with its AGM and Rules



**Pre-EGM drop in sessions at the Club (in the function room) on the following dates:**

Tuesday 26 <sup>th</sup> February 2019	7.30pm – 9.00pm
Thursday 7 <sup>th</sup> March 2019	7.30pm – 9.00pm
Wednesday 20 <sup>th</sup> March 2019	7.30pm – 9.00pm

## EXTRAORDINARY GENERAL MEETING of TIMPERLEY SPORTS CLUB

### IN THE CLUBHOUSE ON

**THURSDAY 28<sup>th</sup> MARCH 2019 AT 19.30 HOURS**