



Battersea Ironsides RFC Ltd

MINUTES OF THE ANNUAL GENERAL MEETING

Held on Wednesday, 30<sup>th</sup> September 2020

held by Zoom Call

The meeting was opened at 7:45pm with Rob Newman welcoming everyone to the Zoom webinar and pointing out that under Rule 8.1, the general meetings are usually chaired by the President but on this occasion with the agreement of the Management Committee, he would take the chair.

There being no objections, the meeting proceeded with the chair briefing on both the recent hijacking of the Ironsides Rugby Facebook Account and the placing of a document on the internet containing confidential and sensitive information about Battersea Ironsides Sports Operations Limited (BISOL), which is part of Battersea Ironsides Sports Club (BISC), and about the Rugby Club (BIRFC).

Members were reminded that the release of the document was in breach of BISOL's contract with the author of the document, fiduciary duties, duties of confidentiality and a breach of copyright and were briefed that action was being taken against the individual concerned and that members should not forward nor circulate the document.

The chair shared with the meeting the belief that the individual behind these actions had been recently expelled from BIRFC, with the full knowledge of the RFU and Surrey Rugby, for their manner and behaviour, which was found to be in breach of the RFU's values of 'Teamwork' and 'Respect', the Junior Code of Conduct and the Club Committee's own procedures and processes.

Having concluded his statement on these unfortunate events, the chair briefed how the AGM would be conducted, including voting, and introduced the panellists [Richard Smith (Club President), Alan Wilkins (Interim Club Secretary and Youth Chair), Antony Legge (Interim Treasurer), Dan Addis (Men's Chair), Tania Nadarajah (Ladies Chair) and Dave Watson (Minis Chair)] before moving to the business of the AGM.

**Receive and Approve the Minutes of Last Year's AGM:**

The meeting was reminded that the minutes of the meeting were circulated before the meeting and will be taken as read, before the chair invited comments on the Minutes. There being none raised the meeting moved to a vote. The results being:-

For	71
Against	3
Abstain	1
Total Votes Cast	75

As such the chair declared the minutes of the BIRFC AGM 11<sup>th</sup> September, 2019 approved.

**Receive and Approve a Report from the Club's Management Committee:**

The report being taken as read, having been circulated before the meeting, the chair invited comments before the vote. There being none raised the meeting moved to a vote. The results being:-

For	69
Against	1
Abstain	4
Total Votes Cast	74

As such the chair declared the Battersea Ironsides RFC 2019/2020 Report of the Management Committee approved.

**Receive and Approve the Accounts:**

The chair invited questions and comments on the pre-circulated accounts, with the following being raised.

Q: Why are the Sports Club loans treated as a current asset? A: This was because at the time of preparing the accounts there was sufficient reason to believe the loans may be repaid within a year.

Q: Do the Sports Club loans have a repayment schedule? A: significant progress was made this year, by the Junior Treasurer, through the signing of two loan agreements between BIRFC and BISC and the formal recognition of the loans. We are awaiting the formal publication of the report being concluded by SA Ledgers into the financial health of the Sports Club before agreeing a loan repayment schedule.

Q: Are their mirror loans from the other constituent bodies within Battersea Ironsides Sport Clubs to those made by BIRFC? A: BISOL & BISC Accounts are in the processing of being finalised for filing at Companies House. The other constituent bodies do not appear to have leant monies to either BISOL or BISC

Q: Are there loans with Hornsby House? A: The AWS was funded by a loan from HH to the Sports Club, this is currently being repaid through deferred pitch rental as part of the repayment agreement.

Q: Are BIRFC subsidising the other constituent bodies of the Sports Club? All constituent bodies pay an annual management fee to the Sports Club. We are awaiting the SA Ledgers Report before meeting with the other constituent bodies to address the future financial needs of the Sports Club and agree an appropriate action plan.

The meeting then moved to a vote. The results being:-

For	68
Against	5
Abstain	6
Total Votes Cast	79

As such the chair declared the BIRFC Accounts for the year ending 30<sup>th</sup> June, 2020 approved.

### **Election of the Club President:**

The election for the role Club President was managed by the interim Club Secretary, the results being:-

Dave Holtom (aka Smuggler)	25
Rob Newman	63
David Wright	2
Total Votes Cast	90

The interim Club Secretary thanked all candidates for standing and congratulated Rob Newman on his election to the role of Club President.

### **Club Officers:**

The Chair noted that only one nomination had been received for each of the following roles & declared the appointment of Alan Wilkins for Club Secretary and Antony Legge as Club Treasurer, before asking members to vote for the other four Committee Members for the ensuing year. The results being:-

Mike Crofts	67
Kathleen Frost	56
Zoe Goodwin	85
Ross Lynham-Carter	71
Simon Wardley	62

As such the chair declared that Mike Croft, Zoe Goodwin, Ross Lynham-Carter and Simon Wardley were elected as Committee Members for the ensuing year.

The chair informed the meeting that the Management Committee (MC) was completed by the three Section Chairs – Dan Addis (Men’s), Alan Wilkins (Youth) and Dave Watson (Mini’s), to which the Committee intended to co-opt Tania Nadarajah as the inaugural Ladies Chair.

The Chair then requested members to give their full support during the coming year to the Committee before moving to requesting a vote on the two proposed resolutions.

### **Resolution not have the Accounts Audited:**

The members were briefed that the accounts:

- a) are independently examined but that is not as rigorous, or as expensive, as a full audit;
- b) the accounts have never been audited historically and the Committee recommend that this practice continues.

The membership were invited to vote to disapply the obligation to have the Financial Statements of the Club audited.

For	54
Against	19
Abstain	2
Total Votes Cast	75

As such the chair declared the BIRFC Accounts for the year ended 30<sup>th</sup> June, 2020 would not be audited.

**Resolution to Approve the New Proposed Rules for the Club:**

The chair reminded the membership that the Cub came into existence by the merger of what we call the senior and junior sections in [2007]. However, administration was left with the two sections and little was done to manage the Club as a single entity. Over the last few years, the Committee has worked on combining some of the administrative tasks, to allow the Sections to focus on the provision of rugby.

The Chair stated that the MC believed that adoption of the proposed new Rules was a step along the path of bringing the club together and removed a number of inconsistencies between a couple of the existing Rules and amended those that were no longer appropriate. Most importantly, it allowed the creation of a Ladies Section with its own section Chair, recognising the Club's commitment to female rugby.

Finally the Chair reminded members that the details of the changes were circulated via email prior to the AGM and that the vote was on the whole package due to some interdependencies within the current rules, before inviting comment and question from the floor.

Q: was the title ladies chair approved? A: the ladies section had discussed and were happy with the name.

Q: why are the girls not within the Youth Section? A: The logic behind joining the Youth Girls Age Groups with the Ladies is that, if numbers drop off and either fails then there will still be someone sat on the MC representing ladies & girls youth rugby. Admin for the girls will remain with the Junior Club. The proposal is also consistent with the recent decision to hire a coach, who will look after the ladies development players & help coach the youth girls.

Q: why are we not voting in parcels of proposed changes? A: the current rules and regulations have conflicting and contradictory clauses that need to be addressed. The nature of the interdependencies between clauses means that changes cannot be voted on as independent packages.

Q: what financial safeguards will be put in place to safeguard the current surplus? A: The Committee will need the approval of the membership to spend any sum, either > 10% annual turnover, or 20% of total reserves.

For	75	91%
Against	3	4%
Abstain	4	5%
Total Votes Cast	82	100%

Before the vote, the Chair had stated that this was a special resolution and required the support of two thirds of those voting. As such the resolution to adopt new rules for the club was approved.

Following the membership vote on the resolutions, the chair invited Richard Smith, for his final address as President, expressing his sincere thanks to Richard for his tireless work and support for the Club over many years.

### **Presidents Address by Richard Smith**

In a notable & heartfelt speech the President expressed both his gratitude & thanks to those who he had work with over the years, through both the good & bad times, in what upon reflection has been an exciting and rewarding period in the club's history.

Highlights being:-

- the exponential growth of the junior section;
- the 1<sup>st</sup> XV's triumph at Twickenham in the RFU Junior Vase;
- the celebrations at both Twickenham & the Harlequins Stoop;
- establishment of a healthy & vibrant ladies section;
- the 1<sup>st</sup> trophy & competition win by the Junior section, at U9's.

Before finishing his speech with a thank you to the Chair and departing Committee and wishing the new MC the best of luck for the future and the next stages in the club's development.

### **Questions from the Floor**

The Chair thanked the membership for the questions submitted to the MC prior to AGM, for which answers were circulated prior to the meeting, and opened the meeting to questions from the floor.

In answer to questions:

- 1) concerning the posts on Face Book, the chair thanked Mike Croft & Zoe Goodwin for their efforts to date in regaining control of the Ironsides Rugby's Face book account and reiterated that he believed a disgruntled member of the MC was responsible;
- 2) on the re-opening of the Club House, the MC responded that the #1 responsibility of the BIRFC MC was to receive assurance that the Club House was safe to open and that appropriate COVID-19 safeguards are in place for the use of all facilities at Openview by all of the constituent bodies and any hires to 3<sup>rd</sup> parties;
- 3) on Junior representation on BISC & BISOL, the MC stated that the Rugby Junior Management Committee (JMC) have nominated candidates, who both have children & are themselves coaches for the Rugby & Cricket Club, and are awaiting a formal response from BISC/BISOL;
- 4) that the RFU were at Stage D on the Return to Rugby Road Map: Community Game vs the Ironsides Junior Section at Stage C, the MC responded that this would be reviewed at the October JMC, it being a deliberate decision to establish ways of working to support NHS: Test & trace before moving to player physical contact & inter-club fixtures permitted within Stage D. The move to Stage D would take on board learnings and best practice from both the men's and ladies senior teams plus other junior rugby clubs in Surrey;
- 5) on how the club could improve the links between the youth & senior sections. The MC noted that progress had been made (most notably between the ladies and youth girls teams and the COLTS team joining the men for preseason) but that this had been hampered by the COVID-19 crisis. Action prioritised for the 2020/21 season is both stronger coaching links between the older youth age groups and the senior teams, plus a more pro-active approach to talent spotting and encouraging our young men & women to join the senior teams.

There being no further questions the chair declared the meeting closed.