

DRAFT UNTIL RATIFIED AT THE NEXT AGM

PNECC Minutes 20211127

29<sup>th</sup> November 2021

**PORTSMOUTH NORTH END CYCLING CLUB**

**MINUTES OF THE 2021 ANNUAL GENERAL MEETING**

Held at 4.00pm on 27<sup>th</sup> November 2021 at the Mountbatten Centre, Portsmouth.

1. Apologies for absence

Apologies for absence were accepted from Tracie French, Harry Jackson and Simon Littler.

2. Minutes of the 2020 Annual General Meeting

Proposed by Peter MacLellan; seconded by Mark Williams. Carried unanimously.

3. Chairman's Report

Proposed by Alan Collins; seconded by Ken Houlberg. Carried unanimously.

After a vote it was agreed that the post of General Secretary would be retitled 'Secretary'.

4. General Secretary's Report

Proposed by Ben Allen; seconded by Karl Benfield. Carried unanimously.

5. Treasurer's Report

Proposed by Ken Houlberg; seconded by Mark Williams. Carried unanimously.

- To clarify a question from the floor, it was clarified that assets such as the track bikes were not depreciated as they were considered to have intrinsic worth to the Club to achieve its aims; also that clothing was not treated as a capital asset meaning that write-down / write off action was not required if surplus unsold clothing needed to be disposed of.

6. Election of Officials

Retiring Officer

Elected Officer

Honorary President

Sheila Martin

Sheila Martin

Honorary Vice President

Harry Jackson

Harry Jackson

Committee

Chairman

(vacant)

Peter MacLellan

Vice Chairman

Peter MacLellan

Mark Williams

Secretary

Paul Martin

(to be appointed)

Treasurer

Raymond Gregory

Mark Mitchell

Time Trials Secretary

Dave Knight

Dave Knight

Road Secretary

Ken Houlberg

Ken Houlberg

Track Secretary

Alan Collins

Alan Collins

Cyclo-Cross Secretary

Gordon Richardson

Alan Collins

Social Secretary

Alan Collins

Karl Benfield

Coaching Co-ordinator

(vacant)

(to be appointed)

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Club Kit Provider	Beth MacLellan	Beth MacLellan
Media and Public Relations Officer	Ben Allen	Ben Allen
Club Captain	Peter MacLellan	Tim Lawn
Ordinary Members' Representatives	Fran Marshman	Fran Marshman
	(vacant)	Simon Littler

After a vote it was agreed that the Executive Committee would be retitled 'Committee'.

After a vote it was agreed that the post of General Secretary would be retitled 'Secretary'.

It was agreed unanimously that the post of Coaching and Youth Development Officer would be retitled 'Coaching Co-ordinator'.

It was agreed unanimously that the post of Membership Secretary would be retitled 'Membership Co-ordinator' and become a non-Committee post.

It was agreed unanimously that the post of Welfare Officer would become plural and be non-Committee posts.

It was agreed unanimously to delete the vacant post of Funding Officer.

Non-Committee Officials

Examiner of Accounts	Kevin Brackstone	Kevin Brackstone
Examiner of Asset Register	(new post)	(to be appointed)
Examiner of Social Media and Digital Asset Register	(new post)	(to be appointed)
Membership Co-ordinator	Lizzie Jenner	Graham Coleman
Welfare Officers	Dave Swaffer	Dave Swaffer Emma Houlberg
Club Archivist	Paul Martin	Paul Martin
Timekeepers	Graham Coleman Paul Martin Raymond Gregory	Graham Coleman Paul Martin Raymond Gregory
Assistant Timekeepers	Neil Panter	Neil Panter
CTT Risk Assessor	Paul Martin	Dave Knight
Cycling Time Trials Delegates	(to be nominated by the Time Trials Secretary)	
BC Coaches	Gordon Richardson Joanna Lovell	Gordon Richardson Joanna Lovell
Go-Ride Contact	Graham Coleman	Peter MacLellan
British Cycling Delegates	(to be nominated by the Road Secretary)	

It was agreed unanimously to delete the vacant post of Assistant Social Secretary.

It was agreed unanimously to delete the vacant post of Assistant Time Trials Secretary.

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It was agreed unanimously to delete the vacant post of Time Trials Handicapper.

It was agreed unanimously to delete the vacant post of BC Risk Assessor.

It was agreed unanimously to delete the vacant post of Assistant Welfare Officer.

### 7. Proposals

#### a. To delete Rule 9

It was agreed unanimously to delete Rule 9 (Jersey Membership Scheme).

#### b. To change Rule 10

The proposal to change Rule 10 (Membership Renewal) to apply to 1<sup>st</sup> April instead of 1<sup>st</sup> January was withdrawn.

#### c. To change Article 2 of the Constitution

It was agreed unanimously to change Article 2 to read

##### **2. The purpose of the Club is**

- a. To actively promote and represent the sport and pastime of Cycling in the local community.
- b. To continuously enable and encourage inclusive participation throughout our activities, group riding, competition, coaching.
- c. To conduct all matters in a way that is inclusive, fair, transparent and in the best interests of the membership and local community.
- d. To ensure due diligence and a duty of care to all members and to all non-Club members who participate in Club activities.

#### d. To change Article 4 of the Constitution

It was agreed unanimously to change Article 4 to read

##### **4. Standards, Conduct and Equity**

- a. The Club is committed to the highest standards of conduct and transparency, and effective checks and balances, which are reviewed and updated regularly.
- b. The Club shall exercise a duty of care to all participants involved in Club activities.
- c. The Club representatives, Committee members, role holders, members and those associated with the Club on its behalf, shall act in the best interests of the Club and fellow members. Ethically, fairly and with full transparency.
- d. Conflicts of interest shall be declared and registered to ensure decisions are presented in full and made in the best interest of the Club and not to the benefit of an individual or any external organisation.
- e. The Club is committed to ensuring that equity is incorporated across all of its activities. In doing so it acknowledges and adopts Sport England's definition of sports equity.
- f. The Club respects the rights, dignity and worth of every person and will treat everyone equally within the context of cycling, regardless of age, ability, gender, race, ethnicity, religious belief, sexuality or social/economic status.
- g. The Club is committed to everyone having the right to enjoy their sport in an environment free from threat of intimidation, harassment and abuse.

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- h. All Club members have a responsibility to oppose discriminatory behaviour and promote equality of opportunity.
  - i. The Club will deal with any discriminatory, ethical or conflict of interest behaviour seriously and in accordance with the Club's disciplinary procedures.
  - j. The Club shall deal with Conduct or behaviour likely to bring the Club or sport into disrepute seriously and in accordance with the Club's disciplinary procedures.
- e. To change Article 5 of the Constitution

It was agreed unanimously to change Article 5 to read

### **5. President and Committee**

- a. The Club will be led by an elected President and an elected Vice President and managed by a Committee of elected officials.

(Articles 5.b to 5.g were unchanged.)

- h. Club Committee meetings shall be conducted once every calendar month, and not more than 7 weeks after the last Committee meeting. The format of Committee meetings shall be face to face round table in person or, by exception, Committee members may request to join by video or phone call. Regular participation of Committee members is essential to fulfil the expectations of the position; namely, active engagement, support, listening and cooperation between role holders.
  - i. The quorum required for a Committee meeting to be able to conduct the affairs of the Club is a simple majority of the above elected officials. No such meeting is valid unless all officials have been notified 15 days in advance.
  - j. Committee agendas shall be distributed to members no less than 15 days prior to a Committee meeting by the Secretary or (in their absence or non-availability) another member chosen by the Committee. Matters important to members shall be submitted directly to Committee members, or directly to the Secretary/Chairman's mailbox (for onward distribution) no less than 4 days before the meeting.
  - k. Committee meetings are open and any paid-up Club member may attend. Only elected officials may vote on matters at these meetings. Such officials shall be confirmed by the Chair of the meeting. Any member occupying more than one role may only have one vote.
  - l. Whenever a Committee member has a personal interest in a matter to be discussed, he/she must declare it and withdraw from that part of the meeting, unless asked to stay; his/her presence is not be counted in the quorum for that agenda item and should withdraw from any vote on the matter concerned.
  - m. The Chair of the meeting shall not vote for any motion unless there is a 50/50 split between all other voting members; only then will the Chair have the casting vote.
  - n. The Chair shall ensure Committee Meeting Minutes are distributed to members no more than 7 days after closure of a meeting by the Secretary or, in their absence or non-availability, another member chosen at the meeting.
- f. To change Article 6 of the Constitution

It was agreed unanimously to change Article 6 to read

### **6. Property, Physical Assets and Finances**

- a. All Club property is the responsibility of the Trustees, namely Chairman, Secretary and Treasurer during their terms of office.

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- b. The property, registered name Portsmouth North End Cycling Club and funds of the Club shall not be used for the direct or indirect private benefit of members. Any permitted exceptions shall be published in full to members; conflicts of interest shall be stated and safeguards shall be applied.
  - c. The Club's Asset Register shall be maintained and readily available, preferably via direct access online, for the convenience of all members, with the express objective to maximise use and benefit of assets for all members.
  - d. Each Asset shall have an Asset Custodian assigned according to specific committee role Terms of Reference.
  - e. The Asset Custodian is responsible to promote and maximise the use of the asset within the Club, maintain the asset in a usable condition, propose replacement if appropriate or dispose of an asset not fit for use. Asset disposals shall be recorded and communicated as appropriate. Conflict of interest safeguards shall be applied.
  - f. Assets may be issued into the care of Full Members only with approval of the principal asset custodian or Club Secretary.
  - g. Any changes to the Asset Register shall be published to members within 5 working days and either distributed or made available directly online.
  - h. Reasonable use of an asset by a Club member shall be supported, where use cannot be permitted within the Club rules, a fair, timely and transparent reason shall be provided with the purpose of resolving and supporting future use.
  - i. The Asset Register and Asset valuation shall be provided by the secretary to the Treasurer as part of the Club annual accounts.
  - j. Persons proposing to request or receive money on behalf of the Club shall do so with the prior agreement and approval of the Treasurer.
- g. To insert new Article 7 of the Constitution

It was agreed unanimously to insert new Article 7 which reads

### **7. Social Media and Digital Assets**

- a. All Social Media and Digital Asset property is the responsibility of the Club. The Club Media and Public Relations Officer is by virtue of appointment directly accountable to the Committee for actions in those Media and Digital Assets which, for the purposes of this document refers to digital accounts or online/digital tools/processes/platforms and content created within such assets on behalf of, or for the purposes of the Club or role holders/officials.
  - b. All Social Media and Digital Assets and use thereof shall be conducted in accordance with Social Media and Digital Policy of the Club.
  - c. The Social Media and Digital Assets registered, operated or created in the name Portsmouth North End Cycling Club shall not be used for the direct or indirect private benefit of members. Any permitted exceptions shall be published to members. Conflicts of interest safeguards shall be applied.
  - d. The Club Media and Public Relations Officer is responsible for the security and maintenance of the Social Media and Digital Asset register, supported by the Club Secretary.
  - e. Social Media and Digital Assets may be issued into the care of Full Members only with approval of the Digital Asset Custodian or Club secretary.
- h. To renumber and change Article 7 of the Constitution to be Article 8

It was agreed unanimously to renumber and change Article 7 to read

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**8. Annual and Extraordinary General Meetings**

- a. Annual General Meetings (AGMs) are the means by which the members of the Club exercise their democratic rights in conducting the Club's affairs.
- b. The Club shall hold the AGM within 60 days of the end of the financial year:
  - Approve the Minutes of the previous year's AGM.
  - Receive reports from the Chairman and Secretary. [\[Footnote\]](#)
  - Receive a report from the Treasurer and approve the annual accounts.
  - Receive a report from the person nominated to examine the accounts.
  - Elect the President and Vice President as required.
  - Elect the officers of the Committee.
  - Vote on any proposed changes to the Rules, including approval of the membership fees.
  - Consider any proposed changes to the Constitution.
  - Deal with other relevant business at the discretion of the Chairman.
- c. Notice of the AGM will be notified by email to all members 21 days beforehand and additionally via members' forums or social media. Reports and proposed changes to the Constitution or Rules shall be sent to the Secretary (or other nominated member assigned by the committee) no less than 14 days beforehand, after which time the Reports will be promulgated, accompanied by an Agenda.
- d. An Extraordinary General Meeting (EGM) shall be called by the Secretary (or other nominated member assigned by the Committee) in response to an application in writing supported by at least 10% of the membership, excluding 'Associate' members. The Secretary (or other nominated member assigned by the Committee) shall also call an EGM within 14 days by decision of a simple majority vote by all Committee members or in response to a deferment by the presiding officer at an AGM. The format shall be as for an AGM, tailored to suit the matter in hand.
- e. All members shall be eligible to vote at AGMs/EGMs. Associate members may attend AGMs/EGMs, but are not eligible to vote.
- f. A resolution, approved in writing by every Committee member, shall be valid without the requirement for a meeting.
- g. The Chair of the meeting shall not vote, unless, for any motion, there is a 50 / 50 split between all other voting members, only then will the Chair have the casting vote.
- h. The Chair shall ensure AGM/ EGM Meeting Minutes are distributed to members no more than 7 days after closure of a meeting, or by the Secretary or (in their absence or non-availability) another member chosen at the meeting.
- i. Whenever a member has a personal interest in an AGM matter to be discussed, he/she must declare it, withdraw from that part of the meeting (unless asked to stay); his/her presence is not to be counted in the quorum for that agenda item and should withdraw from any vote on the matter.

[\[Footnote\] While the purpose of the Treasurer's Report is self-evident, the Chairman's Report assesses the general wellbeing of the Club and provides a sense of direction; the General Secretary's report summarises the acquisition, use and disposal of Club assets during the past year.](#)

- i. To renumber and change Article 10 of the Constitution to be Article 11

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It was agreed unanimously to renumber and change Article 10 to read

### 11. Dissolution

a. A resolution to dissolve the Club can only be passed at an AGM or EGM if at least 75% of those present (and eligible to vote) support that proposal. The Executive members of the Committee (Chair, Vice Chair, Secretary and Treasurer) will then be responsible for the orderly winding up of the Club's affairs, whilst ensuring conflict of interest safeguards are observed.

b. In the event of dissolution, all debts shall be cleared, firstly, from existing Club funds and, secondly, by monies raised by the sale of tangible assets. Any remaining monies and assets shall be disposed of by the Trustees thus:

- To another local British Cycling registered club with similar aims and not for profit status and/or
- To another local cycling organisation with charitable or not for profit status and/or
- To another local community sports organisation with charitable or not for profit status and/or
- To another local publicly-funded organisation of charitable status.

j. To change Rule 1

It was agreed unanimously to change Rule 1 to read

1. Portsmouth North End Cycling Club (hereinafter referred to as 'the Club') shall adhere to its Constitution. The Constitution can only be amended by a ballot of eligible members at an Annual General Meeting (AGM) or at an Extraordinary General Meeting (EGM) called specially for that purpose. [\[Footnote\]](#) The Committee has no power to override the Constitution.

[\[Footnote\]](#) As mandated in the Constitution itself.

### Item 3

k. To change Rule 3

It was agreed unanimously to change Rule 3 to read

3. The Committee shall have the power to decide all questions not provided for by these Rules or by the Constitution.

l. To change Rule 4

It was agreed unanimously to change Rule 4 to read

4. No member of the Committee is to hold office or serve on a committee of any other cycling club. There is no restriction regarding participation on a committee of a National or Regional Governing Body. However, the Committee reserves the right to disbar such participation if a conflict of interest is perceived, or could be perceived by members which is detrimental to the Club's constitutional purpose and objectives.

m. To change Rule 5

It was agreed unanimously to change Rule 5 to read

5. The maximum term of office in the same role (upon annual AGM re-election) will be four consecutive years, with a minimum of 2 years out of office. Role holders shall support a succession plan and a cooperative handover to new appointees. The Chair of the Club is responsible to lead and support a diverse, competent and motivated Committee focussed commonly on the Club's purpose, its future and in the interests of its members.

n. To change Rule 6

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It was agreed unanimously to change Rule 6 to read

6. In addition to the Committee positions mandated by the Constitution, an Examiner of Accounts, Examiner of Asset Register, Examiner of Social Media and Digital Asset Register be elected by ballot at the AGM. [Footnote] Supporting positions within the Club shall be appointed and recorded/communicated as required by Committee members within the scope of their TORs, to include Mountain Bike Representative, Ride Leaders, Social Media Community Leaders and necessary Delegates, Coaches, Timekeepers and their Assistants.

[Footnote] Only the Examiner of Accounts; Examiner of Asset Register, Examiner of Social Media and Digital Asset Register positions are mandatory and must not be conducted by an existing Committee member; any other supporting positions vacant and deemed to be required at the time of the AGM will be recorded as 'to be appointed', as distinct from 'vacant'.

o. To change Rule 7

It was agreed unanimously to change Rule 7 to read

7. Any member of the Committee shall be considered to have resigned their appointed role, in the event of non-participation in round table meetings on three consecutive occasions without a satisfactory explanation, or is unable to fulfil the expectation of their role towards members and Committee peers without satisfactory explanation for three consecutive Committee periods.

p. To change Rule 8

It was agreed unanimously to change Rule 8 to read

8. A prospective member must complete an application form and present it with the appropriate fee to the Membership Co-ordinator. If deemed necessary by the Membership Secretary, the application may be presented to the Committee for approval. The grounds for such referrals shall be stated in writing.

q. To delete Rule 9 as above

It was agreed unanimously to delete Rule 9.

r. To renumber and change Rule 16

It was agreed unanimously to renumber and change Rule 16 to be Rule 15 and read

15. The Committee may sanction limited use of Club funds by a member or members directly representing the Club and its purpose. Club funds shall not be used for the direct or indirect private benefit of any member not relating to the purpose of the Club. Funding requests shall be proposed by Committee Members to support the scope within their TORs. Where the Club pays for the training or qualifications of an individual, it does so in good faith, and on the basis that the skill or qualification shall be used to benefit Club members, for a period of no less than 3 years. All exceptions to this period shall be approved by the Club committee.

s. To renumber and change Rule 17

It was agreed unanimously to renumber and change Rule 17 to be Rule 16 and read

16. Club property shall not be used for the direct or indirect private benefit of a member not related to the purpose of the Club. All exceptions shall be proposed by a Committee Member consistent with their TORs and specifically approved by the Committee and for a fixed max period when the approval request shall be resubmitted. Conflict of interest safeguards shall be applied. [Footnote]

[Footnote] For example if the Club has a CB radio and its custodian wishes to use it for a worthy cause e.g. a Scout Association day hike at a time when it was not needed by the Club for a cycle race or similar. Any damage incurred must be paid for by the individual signing for its use.

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t. To renumber and change Rule 18

It was agreed unanimously to renumber and change Rule 18 to be Rule 17 and read

17. On cessation of membership the Membership Co-ordinator shall inform all Committee members, and relevant post holders. All Club property must be returned to the Club Secretary, or asset custodian delegated by the Club Secretary; any returns should be acknowledged as such. All Club Social Media and Digital Asset responsibilities, information shall be divested/ transferred/ updated/ returned to the Media Secretary. Such divestments, transfers/updates/ returns shall be acknowledged to the Club Secretary. All former member-specific benefits, privileges, authorities shall be updated.

u. To renumber and change Rule 19

It was agreed unanimously to renumber and change Rule 19 to be Rule 18 and read

18. These Rules and the Club Constitution shall be available to view or download on the Club website in Read Only Format. On request the Club Constitution shall be available by electronic copy to any member through their registered email correspondence address on request to the Club Secretary. By exception, a hard copy may be available on request to the Club Secretary.

The Annual General Meeting concluded at 5.55pm.

Minutes submitted by Paul Martin (acting Secretary) .....

Approved by Peter MacLellan (Chairman) .....

Enclosures:

Vice-Chairman's 2021 Annual Report

General Secretary's 2021 Annual Report

Treasurer's 2021 Report