

Minutes of the Annual General Meeting Saturday 13th June 2009

The meeting commenced at 13.30hrs there being the following present:

D Gershlick, T Brownsell, D Connell, M Harber, Hitchman, JP Cremin, D Cowie, P Short, R Daly, D Morgan, M Watts, L Lennon, S Gaukrodger, N Foley, S Chogley, R Patten, D Hayes, J Connolly, D Connolly, K Mutumba,

Apologies for absence had been received from:

E Butler, B Edwards, C Jenkins, K Gent, J Fone, C Williams, L Linale, T Connor, JP Shanahan, J Curry, L McEnemy, F Light, A Doyle, T Gilbride, M Alleyne, C Silver

1. The minutes of the Annual General Meeting held on 14th June 2008 were taken as read.

2. **Treasurer's Report**

The Treasurer presented the attached financial report and accounts for the year ended 30th April 2009. It was proposed and seconded that the accounts be adopted and this was agreed unanimously. The Treasurer explained that following the Committee's review of the Clubhouse facilities nearly £29,000 had been spent on completely bringing the showers up to date and installing new floodlights for training. Despite this the Club made a deficit of less than £5000 and ended the year with some 315,000 in Cash and Bank. We had only been able to do this because of the generosity of some of the Club members, the receipt of a grant from the RFU, the proceeds of the RFU Grand Draw and the successful collection of subscriptions by E Hitchman.

As for next season, further work on the clubhouse was planned and as it was becoming harder to maintain the level of sponsorship income and donations from members we had to maintain the subscription income levels and through upgrading the bar facilities increase substantially the bar turnover and profit.

3. **Director of Rugby's Report**

M Harber reported that this had been a very good playing season for the 1st XV winning the League for the first time in our history but with two disappointing final games particularly the Cup Final loss against O Grammarians. He was also very disappointed by the failure to participate in the Middlesex Club Sevens. He paid tribute to the coaching team and to Eric Butler taking on the role as Captain half way through the season

Playing results for all 1st team games were Played 26 Won 21 Lost 4 Drawn 1 with Points For at 693 and Against at 287. In all 101 tries were scored with Jamie Connolly and Joel Curry both getting 13 each.

The 2nd XV had again shown great spirit and had coped really well having been promoted at the start of the season. They had lost their semi final in the Merit Table Cup to Ruislip Thirds who had won the Table and had been the only side to beat us twice in the Table..

Playing results for 2nd XV games were Played 25 Won 15 Lost 10 Points For 618 Points and Against 363.

He thanked in particular Evan Hitchman for his work as Membership Secretary.

For next season the players meeting had selected Eric Butler as 1st XV Captain with John Ryan taking over as Head Coach. Paddy Short was elected as the new captain of the 2nd XV. Laurence Lennon would be Captain of the Third XV, which he was determined to have playing regularly by December 2009. Formal training would begin in the first week of July.

4. **President's Report**

The President reiterated M Harber's comments on the playing side and wished the coaches and teams well for the forthcoming season which would again be tough but which they had the capability to make a successful one.

He thanked the Committee, particularly those members, who had come forward last year and had so successfully taken on much of the day to day management of the Club.

He explained that there were plans to create a Trust Fund to support those Hendon members who were in financial or physical difficulties and more detail of those plans would come out during next season.

5. **Subscriptions**

It was agreed that there should be no change to annual subscription rates for the forthcoming season. The Playing management had agreed that the weekly subscription would be maintained at £6 and that there would be a one off levy of £10 towards the cost of medical support. The Playing management were given the authority to offer discounted rates to Students

6. **Appointments**

The following Committee appointments were agreed unanimously:

President	D Gershlick
Deputy President	Laurence Lennon
Chairman	M Watts
Secretary	T Brownsell
Treasurer	D Connell
Fixture Secretary	C Silver
Director of Rugby	M Harber
Bar Secretary	D Daly
House Secretary	D Daly
Membership Secretary	N Foley
Ladies Secretary	Nominations required
Social & Fund Raising Secretary	J Ryan - Fund Raising and Danny Hayes - Social
Chairman, Disciplinary Committee	To be filled by one of the Club Officers as necessary
Press & Records Secretary	David Gershlick

The President thanked all those who had put themselves forward for responsibility and in particular welcomed back Dick Daly after an absence of nearly 20 years who had great plans for the bar and clubhouse.

7. **Key Objectives for 2009-2010**

The following Key Objectives were agreed:

- 1st XV to be competitive in Herts Middlesex 1 and to finish in the top 3
- 2nd XV to win their Merit Table
- 3rd XV to be playing regular friendlies and to win games by Christmas and plan for Merit table rugby in 2010-2011
- Restart the relationship with St James's and have at least two or three games played by them at the Club. Then plan and find volunteers for Youth Rugby in 2010-2011. **D Hayes undertook to start the process and to contact our Middlesex RDO for models of good practice.**
- Further improve the Clubhouse facilities. **D Daly said that he intended to serve draught beer and discussions were under way with Fullers. The bar would be refurbished and would be opened on training nights providing there was sufficient demand. The kitchen thoroughly cleaned and brought up to date. Both toilets would be refurbished and the possibility of installing a new disabled toilet would be considered if grant money was available. After that if funds permitted the interior of main clubhouse would be modernised. The possibility of bringing in Sky tv would be investigated.**
- Maintain the existing level of sponsorship income.

8. **Incorporation of the Club**

The Secretary explained that the Committee had agreed to recommend to the membership that the club become a Company Limited by Guarantee. This was in line with recommended policy from the RFU and from Middlesex and would provide protection for Committee Members in this litigious age.

The following eight Resolutions were therefore Proposed by the Secretary and Seconded by the President:

Resolution 1

That the Club delete current Rule 10 (b) of the Rules and substitute therefor with immediate effect as Rule 10 (b) the following rule:

"10 (b) Distribution of Assets by way of Reconstruction

A proposal that the Club distribute its assets by way of a scheme of reconstruction to limited company with similar objects to the Club and then dissolve, shall be passed if supported by two thirds or more of those members present and voting at an annual general meeting."

Resolution 2

that this meeting authorises the Club Officers to execute any documents required to effect the formation of "Hendon Rugby Football Club Limited" as a limited company limited by guarantee and to effect the implementation of the new Rule 10 (b). This will include drafting new Rules and the Memorandum and Articles of Association in accordance with the RFU guidelines. Further that the committee shall have full authority to amend said Memorandum and Articles of Association as appropriate to the Clubs circumstances.

Resolution 3

pursuant to new rule 10 (b), subject to obtaining the necessary tax clearances, the Club will convey, transfer, assign and/or deliver with effect from 1st September 2009 ("the Effective Date") to Hendon Rugby Club Limited ("the Company") and the Company would acquire and take over:

- (a) all equipment, stationery, books, publications and other stocks, furniture, fixtures and fittings of the Club;
- (b) the leasehold premises described in Schedule 1 hereto ("the Premises");
- (c) the cash in hand and at banks in the name of or held on behalf of the Club;
- (d) the benefit of any policies of insurance existing up to the Effective Date covering any liabilities of the Club taken out by the Club and of any claims pending thereunder;
- (e) all other assets liabilities and undertakings;

Resolution 4.

completion of the transfer of assets and undertaking shall take place on the Effective Date or at such later date as the Club and the Company may agree whereupon the Club shall:

- (a) cause to be delivered to the Company all the assets hereby agreed to be transferred which are capable of passing by delivery and a duly executed assignment of all the other assets to be transferred hereby not capable of passing by delivery;
- (b) cause to be delivered to the Company a duly executed conveyance, transfer or assignment (in terms mutually agreed) vesting title to the Premises in the Company together with all deeds and documents relating to the title of the association to the Premises and shall give full vacant possession of the Premises to the Company;

Resolution 5.

the Club will warrant that with regard to the property and assets herein agreed to be transferred, all documents of title shall on being requested be produced to the Company and insofar as the title to any of the property or assets is as a result of such inspection found not to be properly vested in the Club the Club shall procure the execution of all such other documents and do or procure the doing of all such other things as may be necessary to vest the same in the Company;

Resolution 6.

the assets transferred in accordance with this Resolution are being transferred in their present state and no warranty, condition, term or representation, express or implied, statutory or otherwise, as to the condition, quality, accuracy, performance, merchantability or fitness for intended purpose of the said assets or the existence or extent of any third party rights or claims in relation thereto is given or assumed by the Club and all such warranties, conditions, terms and representations are excluded to the fullest extent permitted by law;

Resolution 7.

the Club shall take all necessary steps and co-operate fully with the Company to ensure that it obtains the full benefit of the assets and undertaking of the Club and shall execute such documents and take such other

steps (or procure other necessary parties so to do) as are reasonably necessary or appropriate for vesting in the Company all their rights and interests in such assets and undertaking;

Resolution 8.

on completion of the transfer of the assets and undertaking to the Company, the Club would thereupon dissolve.

All eight resolutions were passed unanimously.

9. **Any Other Relevant Business**

D Cowie asked that the new committee contact the Council in regard to the “swamp” which appeared to be growing ever larger near the 1st XV pitch.

J P Cremin asked if it would be possible to put some free weights in the “spare” third home dressing room.

D Hayes said that he wanted to agree at least one date when the Middlesex bus could be used for recruitment.

There being no other business the meeting closed at 14.30hrs.

Minutes Prepared by: T E Brownsell Hon Secretary