

THE BOB GRAHAM 24 HOUR CLUB

Minutes of the annual general meeting of the members of the Club held at the Hawkshead Brewery Function Room, Hawkshead Brewery, Mill Yard, Staveley, Cumbria LA8 9LR on 17 July 2011 at 5.00 p.m.

Present: Selwyn Wright (SW) (Chairman)
Brian Covell (BC)
Martin Hudson (MH)
John Brockbank (JB)
Wendy Dodds (WD)
Morgan Williams (MW)
Bob Wightman (BW)
Lindsay Harrod (LH)

Prior to starting the meeting SW noted that this was the first annual general meeting since the mid-1980s and welcomed those members present to the meeting.

1 Apologies

1.1 Apologies had been received from Anne Johnson.

2 Introduction to resolution 3

- 2.1 SW noted that MW, the Club Secretary, had discovered that there were certain constitutional issues that required the attention of both the committee and latterly the membership. SW asked MW to outline the process that had led to the convening of the meeting and the resolutions on the agenda.
- 2.2 MW said that he had become concerned that the Club had moved away from acting in accordance with its constitution in the mid-1980s. This had been verified with Fred Rogerson who had confirmed that, because of poor attendances, the Club had ceased to hold AGMs around that time. Whilst this was a reasonable decision, it meant that the Club had operated outside its constitution since that time. In particular, the regime of AGMs and the election of officers had been abandoned. A paper outlining the issues and solutions for those issues had been prepared by MW and discussed at the April 2011 committee meeting.
- 2.3 As well as regularising the position as regards meetings and elections, MW had proposed that the Club's constitution be updated in a number of respects on the basis that this document had last been amended in 1978.
- 2.4 MW also noted that the issues and the solutions had been discussed at length between himself, SW and Fred Rogerson back in July 2010, and Fred had agreed that these steps were appropriate.

3 Adoption of a new Club constitution

- 3.1 SW asked MW to outline the principle points of interest as regards the draft new constitution, which was placed before the meeting.
- 3.2 MW outlined the following points:

- (a) Rule 5: the Club was a not for profit body and no financial benefit would ever pass to the members from membership.
 - (b) Rule 5: surplus income and any surplus assets on winding up would be donated to the Charitable Beneficiaries, as defined in the Rule.
 - (c) Rule 9: gives power to dissolve the Club by a resolution of 75% or more of those attending and voting on a resolution to do so.
 - (d) Rule 10: gives power to amend the constitution.
 - (e) Rule 14: outlined a regime for annual meetings of the members.
 - (f) Rule 15: this rule had been referred to specifically in the letter from SW to all members dated 1 June 2011 enclosing the notice and meeting and papers. If attendance at three consecutive AGM s did not produce a quorum, then the annual meetings regime could be suspended. There was provision for this to be re-activated if 20 or more members wished.
 - (g) Rule 18: provided for a committee of 8 (and MW noted that the committee was currently 7 and needed supplementing).
 - (h) Rule 20: provided for 3 year terms for committee members.
 - (i) Rule 21: provided a schedule of committee retirements so that all of the current committee came up for re-election, if they so wished, between 2011 and 2013.
 - (j) Rule 23: gives all usual and necessary powers of management to the committee.
- 3.3 MW noted that it was for the meeting to debate and approve the draft. He reminded the meeting that if members wanted to propose amendments to the draft from the floor of the meeting, that was acceptable. Any amendments could be voted on as and when they were proposed, prior to approval of the final draft.
- 3.4 WD raised the matter of Rule 8 and the quorum, currently set at 15 members. Judging by the attendance at today's meetings, it might not be long before Rule 15 took effect. All present agreed this would be shame. After some discussion about possible thresholds it was proposed by WD, seconded by MW and approved unanimously that Rule 8 be amended and that the quorum be 8 members present in person.
- 3.5 BW raised an issue relating to Rule 26. If something was to happen to the President (for instance he was to die), that would leave the Club without its figurehead. It was proposed by BW, seconded by MW and unanimously approved that Rule 26 be amended by providing that the Club have a Vice-President who would be the current holder of the ladies 24 Hour Fell Record.
- 3.6 JB raised a concern about the words "written notice" in Rule 9. After some debate, it was proposed by JB, seconded by MW and unanimously approved that Rule 17 would be amended so that it referred to notice of meetings of members

being given either by email or via the website. Dinner invites would be treated in a similar manner.

- 3.7 SW noted that the draft before the meeting has now been amended by resolutions 3.4, 3.5 and 3.6 above. He then asked the meeting to approve the draft included with the notice of the meeting and placed before the meeting, as varied by these resolutions. It was proposed by MW, seconded by BC and unanimously approved that the amended draft be approved as the new constitution of the Club.
- 3.8 MW confirmed that he would make the necessary changes approved above and would ensure that the new constitution was placed on the Members' Information pages of the Club website as soon as was appropriate.

4 Presentation and approval of the Club's accounts for the period ended 30 April 2011

- 4.1 The accounts which had been circulated with the notice were briefly explained by MH. The principle points for members to note were that income was generated from two sources; the 42 Peaks booklet and the Bi-annual Dinner. Expenditure largely related to the Dinner but also to some minor administration costs. The plan with each Dinner was to break even or make a small profit. Surplus funds were given as donations to charitable beneficiaries of the type mentioned in Rule 5 of the constitution. Over the years, donations had been made to Bendrigg Lodge and to the Calvert Trust.
- 4.2 There being no questions on the accounts, it was proposed by WD, seconded by JB and unanimously approved that the accounts be approved.

5 Election of officers

- 5.1 There being no other candidate for the office of Chairman, SW was re-elected to that office for a period of 3 years. He would come up for retirement and re-election at the annual members meeting in 2014.
- 5.2 There being no other candidate for the office of Secretary, MW was re-elected to that office for a period of 3 years. He would come up for retirement and re-election at the annual members meeting in 2014.
- 5.3 SW noted that if there were any proposals from the floor in connection with the vacancy on the committee he would be happy to take a proposal now to avoid filling the vacancy in accordance with rule 22. No proposals were forthcoming.

6 Any other business

- 6.1 There was a discussion about publicity for annual meetings. SW outlined the steps taken to publicise this meeting. It was agreed that for 2012 greater steps would be taken. Notice via *The Fellrunner* would be placed earlier in the year. MW would also seek permission to include an early notification on the FRA website, as well as the Club's own website. The FRA Forum would also be used as a communication channel for the meeting.

- 6.2 It was also agreed that setting a regular date for the AGM might help it become established in members' minds. It was agreed that the date of the Kentmere Horseshoe Fell Race be that regular date and MW would seek to confirm with the race organiser the date for 2012.
- 6.3 MW indicated that the Club's member address data included few email addresses, probably less than 5%. There was little prospect of being able to email all members for some time. MW suggested that a further debate at the 2012 committee meeting on the topic of how to best collect email addresses for members.
- 6.4 There being no further business, the meeting closed at 6.30 pm.
- 6.5 SW thanked those members present for their attendance and the collective work done on the newly adopted constitution.

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Selwyn Wright - Chairman