

**MINUTES OF THE ANNUAL GENERAL MEETING OF OLD RUTLISHIANS'
ASSOCIATION (Charity no. 1184886)**

HELD BY VIDEOCONFERENCE AT 19.45 hrs ON

FRIDAY 1ST MAY 2020

1. In Attendance:

Peter Stokes
David Doerr
Peter Day
Jason Besant
Lucy Trevelyan
Mike Stallard (part)
Angus Litster
Kevin Wilde
Clive Ardley
Gavin Lennard
Zak Dowdall
Steve White
Ian Lambert
Nick Vaughan-Barratt (part)
Stuart Atkins
Andrea Atkins
Sandy Pfeifer

2. Apologies for Absence:

Craig Wellstead
Richard Slatford

3. Chair

The Treasurer explained he had been appointed by the Board of Trustees to chair this meeting.

4. Quorum

The Constitution requires a quorum of 20 members "whether in person or by proxy". The Treasurer reported that 187 proxy votes had been registered, and that both he and the Membership Secretary had independently examined the proxy votes, effectively acting as scrutineers on the voting process. He therefore declared the meeting quorate.

5. Proxy Voting

Several attendees had already expressed their voting preference for the proxies that they held however others had not signalled their intention. Therefore, at each vote, the Treasurer advised he would ask, via the Membership Secretary, for members to express the voting intention for the proxy votes that they held.

6. Meeting Format

The Treasurer explained the limitations of holding the AGM via videoconference. As it has not been possible to make the meeting open to all members, it would not be appropriate for any vote to be taken on any matters outside the agenda, where members had the opportunity to cast a vote by proxy.

The Treasurer confirmed that a Q&A had been circulated to members responding to all questions that had been tabled in advance as part of the proxy voting questionnaire. He confirmed that follow-up questions would be taken under Any Other Business at the end of the meeting unless questions related directly to a matter being voted upon, in which case members in attendance would have the opportunity to raise a question before the vote was taken.

7. Trustees Report & Accounts to 31st March 2020

The Treasurer explained that the charity was registered on 13th August 2019 and had adopted a 31st March year end so it needed to produce a report and accounts for the period from registration to 31st March. There had been no activity as the charity only took over the assets and undertakings of the club on 1st April via a Deed of Transfer. Accordingly, a very restricted Trustees report and nil accounts will be drawn and lodged with the Charity Commission. The Treasurer reported that our auditors and accountants Hartley Fowler LLP have confirmed that this report and accounts does not require an independent examination.

Members noted that the Treasurer will prepare and submit accounts from incorporation to 31 March 2020.

8. Amendments to Rules

The Treasurer summarised changes to the CIO Rules since the initial Rules were approved by members at the EGM of the Unincorporated Association on 25 July 2019.

- (i) Addition of a full Sub-Committee structure, (rule 4)
- (ii) inclusion of Diversity in the list of Trustees' responsibilities, (rule 8.9)
- (iii) Addition of the annual appointment by Trustees of a President (rule 12)
- (iv) recognition of the status of Vice-Presidents. (rules 13-14)

The Treasurer asked the Membership Secretary to confirm the votes registered. The Membership Secretary asked those members in attendance who had not yet registered their voting intention, including the Proxy Votes they held for other members. The amendments to the Rules were approved as follows:

FOR	AGAINST	ABSTAIN
164	2	0

9. Election of Trustees

The Treasurer explained that the Trustees had recommended 5 candidates to fill the 5 vacancies on the Board, and the proposed candidates had been put forward on the basis of the very significant and diverse skills and experience they could offer to strengthen the management and governance of the charity. He acknowledged feedback from members that a more open process was preferred and future vacancies would be advertised, highlighting the skills and experience sought. There had been a number of questions about the trustee nomination and election process which had been covered in the Q&A and the Treasurer asked if these answers had covered the concerns. No further questions were raised.

On behalf of members, the Treasurer thanked the outgoing Trustees (Angus Litster, Colin Walsh, Graham Mills) for their service to the charity and the precedent unincorporated association.

The Treasurer confirmed that there had been no alternative nominations or recommendations for Trustee positions. The Treasurer then asked the Membership Secretary to confirm the voting for each of the 5 proposed candidates. The Membership Secretary asked those members in attendance who had not yet registered their voting intention, to advise of their votes, including the Proxy Votes they held on behalf of other members. The Trustees' recommendations were approved as follows:

NAME	FOR	AGAINST	ABSTAIN
Zak Dowdall	165	1	1
Steve White	162	2	3
Lucy Trevelyan	162	2	3
Richard Slatford	163	2	2
Peter Stokes	164	1	2

On behalf of members, the Treasurer congratulated the new Trustees on their appointment.

10. Appointment of President

The Treasurer handed over to Chair of Trustees Peter Stokes for announcement of the new President.

The Chair of Trustees firstly wished to express thanks to the outgoing President Craig Wellstead for his outstanding service during 2 annual terms as President. Craig had represented the Club superbly, had organised several events himself, and more recently had set up and run the Foodbank operation during the (still ongoing) Coronavirus lockdown.

The Chair of Trustees then announced that the Trustees were delighted that Peter Day had accepted the role of President for the coming year and briefly summarised Peter Day's involvement with the Club, as Chair of the Executive for 3 years: 2010 to 2013, serving on the Dinner Committee for the past 8 years, implementing the EPOS system in the bar, and it being Peter's 31st cricket playing season (if any cricket is played this year), having been 1st and 2nd team captain for circa 15 years, plus Sunday 1's captain during that time, and presently 3rd team vice-captain.

All members in attendance wished Peter well and thanked him for taking on the role.

Peter thanked members and his predecessors in this role, especially Craig Wellstead, who Peter commented had “set the bar very high”.

11. Any Other Business

The Treasurer asked members attending, in turn, whether there was any other business.

Gavin Lennard read out a request received from Graham Mills, asking Trustees to consider documenting, either in the Rules or Constitution, the process for appointing Trustees and proxies. The Treasurer agreed to take this to the Board of Trustees in conjunction with the action to advertise future vacancies.

MEETING CLOSED AT 20.15 HRS