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**The Motor Cycling Club Virtual AGM 18<sup>th</sup> July 2020**  
**Period from 1<sup>st</sup> December 2018 to 30<sup>th</sup> November 2019**

**Agenda**

**EXECUTIVE REPORT**

Dick Peachy was elected the Chairman for this period from December 2018 to 30<sup>th</sup> November 2019, but was taken ill after the July 2019 AGM where Simon Woodall assumed the role of Chairman for the rest of the year.

The club ran its three big trials during the year, and whilst entries remained depressed there were signs towards the end of the year that things were starting to improve.

The annual awards based on these events were as follows.

Baddeley Awards: Greg Warren & Mike Tizard

Triples (4) Greg Warren, Mike Tizard, Derek Walter and Emma Wall

The Motorcycle Team was won by Danny Haste, Patrick Lloyd-Jacob and Alan Ross

The Car Team was not awarded as no team completed intact.

The club also ran the Testing Trial which had a good, varied entry and the Somerset Scatter which was less popular but well loved by the group that competes regularly.

The club thanks all those who willingly gave their time and effort in the organization of events and the background administration.

Barbara Selkirk was the Club's Treasurer and paid accountant from December 2018 to November 2019. Her accounts form a part of this report. The Executive embarked on a major hill repair programme in May 2019 but the expenditure of £12,000.00 is not shown in the accounts and therefore will be carried over to 2020. Phil Tucker was co-opted in December 2019 as the Club's Treasurer and subsequently engaged a professional firm of accountants who will be preparing the accounts in future.

Simon Woodall continued to fill the Chairman's role for 2020, but sadly is standing down from the Executive in July after many years of invaluable service to the club. He will be a hard act to follow and difficult to replace. Roger Ugalde will be taking on the News of the Week and Dave Middleditch has been extremely busy setting up a new membership and event entry system. These are two small elements that Simon has been dealing with over the last few years along with a plethora of other club related tasks. As the old phrase goes "You don't know what you've got until it's gone" is most apt in this case. Tim Whellock has also decided to stand aside after several years of dedicated service to the club and in his words, 'it's time to let the youngsters in'. We think that remark was directed at Lee Peck, who has been nominated to fill the Chairman's Post, and Dave Middleditch, who is standing as a member of the Club's IT Group. Peter Batty is yet another casualty, who has developed some health issues over the last few months and is reluctantly standing down as Equipment Officer, unfortunately we do not have a volunteer to fill this important post. Volunteers please!

## REVENUE ACCOUNT FOR THE YEAR ENDED 30<sup>TH</sup> NOVEMBER 2019

|                                     | 2019   |           | 2018   |            |
|-------------------------------------|--------|-----------|--------|------------|
|                                     | £      | £         | £      | £          |
| <b>INCOME</b>                       |        |           |        |            |
| Subscriptions                       | 25,945 |           | 20,598 |            |
| Profit on Regalia Sales             | 279    |           | 15     |            |
| MSA & ACU rebate                    | 0      |           | 0      |            |
| Competition Fees                    | 62,171 |           | 51,516 |            |
| Refunds                             | -668   |           | 329    |            |
| TSB Refunds & Bank Interest         | 205    |           | -84    |            |
|                                     | -----  | 87,931    | -----  | 72,474     |
| <b>COMPETITION EXPENSES</b>         |        |           |        |            |
| Event Authorisation & Insurance     | 16,867 |           | 13,977 |            |
| Printing & Stationery               | 8,086  |           | 9,008  |            |
| Equipment                           | 4,111  |           | 5,060  |            |
| Postage                             | 1,818  |           | 2,239  |            |
| Competition Organisation            | 15,332 |           | 19,737 |            |
| Awards                              | 6,781  |           | 6,459  |            |
| Hill Repairs                        | 1,500  |           | 1,500  |            |
| On Line entry charges               | 1,280  |           | 1,274  |            |
| Marshals                            | 1,910  |           | 1,718  |            |
|                                     | -----  |           | -----  |            |
|                                     | 57,684 |           | 60,972 |            |
|                                     | -----  |           | -----  |            |
| <b>EXPENSES</b>                     |        |           |        |            |
| Printing, Postage & Stationery      |        |           | 3,491  |            |
| Triple & Newsletters                | 5,845  |           | 5,385  |            |
| Supplementary Regulations           | 0      |           | 369    |            |
| Affiliations incl. LARA             | 545    |           | 540    |            |
| Insurance Blue Hills & Directors    | 2,336  |           | 2,312  |            |
| PR incl. leaflets                   | 1,739  |           | 445    |            |
| Meeting Room AGM & training         | 859    |           |        |            |
| Committee mileage                   | 1,323  |           |        |            |
| General Expenses                    |        |           | 3,583  |            |
| Website & marketing development     | 4,094  |           | 0      |            |
| Banking & IT costs                  | 5,164  |           |        |            |
| Accountancy                         | 750    |           | 750    |            |
| Investment Fees & Commission        | 84     |           | 84     |            |
| Depreciation                        | 160    |           | 160    |            |
| Corporation Tax Note 3              | 0      |           | 5,352  |            |
|                                     | -----  |           | -----  |            |
|                                     | 22,520 |           | 22,470 |            |
|                                     | -----  |           | -----  |            |
| <b>TOTAL EXPENSES</b>               |        | 80,204    |        | 83,442     |
|                                     |        | -----     |        | -----      |
| <b>NET PROFIT/ (LOSS) AFTER TAX</b> |        | £ 7,727   |        | £ (10,968) |
|                                     |        | -----     |        | -----      |
| <b>ACCUMULATED PROFITS</b>          |        |           |        |            |
| Brought Forward                     |        | 113,320   |        | 124,288    |
| Profit & Loss Account               |        | 7,727     |        | -10,968    |
| Terry Hall Memorial Fund 1998       |        | 35,000    |        | 35,000     |
| Chris Denehan Memorial Fund 2017    |        | 114,000   |        | 114,000    |
|                                     |        | -----     |        | -----      |
| Carried Forward                     |        | £ 270,047 |        | £ 262,320  |
|                                     |        | =====     |        | =====      |

**Note 1** 2018 Investment gain £5,974 per Stafford House Investments.

**Note 2** New £114k Legacy was invested with existing MCC wealth management investors Rowan Dartington.

**Note 3** HMRC state The MCC is a trading company & accordingly subject to corporation tax on 2017 profits.

## BALANCE SHEET AS AT 30<sup>TH</sup> NOVEMBER 2019

|  | 2019<br>£           | 2019<br>£ | 2018<br>£ | 2018<br>£ |
|--|---------------------|-----------|-----------|-----------|
| <b>TANGIBLE FIXED ASSETS</b>               |                     |           |           |           |
| Freehold Property At Cost                  |                     | 6,408     |           | 6,408     |
| Leasehold Property At Cost                 | 5,282               |           | 5,282     |           |
| Aggregate Depreciation                     |                     |           | 3,082     | 2,200     |
|  | -----               | 2,360     | -----     |           |
| Equipment At Cost                          | 24,063              |           | 24,063    |           |
| Aggregate Depreciation                     | 24,063              |           | 24,063    | 0         |
|  | -----               | 0         | -----     |           |
| Gold Cup Donated                           | 27,200              |           | 27,200    |           |
| Aggregate Depreciation                     | 27,200              | 0         | 27,200    | 0         |
|  |                     | -----     |           | -----     |
| Total Fixed Assets NBV                     |                     |           |           | 8,608     |
| Investments At Cost £30k invested Nov 2017 |                     | 264,000   |           | 264,000   |
| Market Value for information               |                     |           |           |           |
| £298,810 (2019)                            | £258,158 (2020 Apr) |           |           |           |
| £161,952 (2017)                            | £269,974 (2018)     |           |           |           |
| £130,994 (2016)                            | £117,276 (2015)     |           |           |           |
| £118,392 (2014)                            | £104,492 (2013)     |           |           |           |
| £107,298 (2012)                            | £ 98,645 (2011)     |           |           |           |
|  |                     | -----     |           | -----     |
|  |                     | 272,608   |           | 272,608   |
| <b>CURRENT ASSETS</b>                      |                     |           |           |           |
| Debtors                                    |                     | TBC       |           | 3,030     |
| Cash at Bank and in Hand                   | 35,219              |           |           | 34,122    |
| Cash Legacy                                | 114,000             |           |           | 0         |
|  | -----               |           | -----     |           |
|  | 169,867             |           |           | 37,152    |
|  | -----               |           | -----     |           |
| <b>CREDITORS</b>                           |                     |           |           |           |
| Amounts falling due within one year        |                     |           |           |           |
| Sundry Creditors                           |                     | TBS       |           | 16,279    |
| Amounts Received in Advance                |                     | 24,342    |           | 31,161    |
|  |                     | -----     |           | -----     |
|  |                     | 53,884    |           | 47,408    |
|  |                     | -----     |           | -----     |
| <b>NET CURRENT ASSETS</b>                  |                     |           |           | (10,288)  |
| <b>NET ASSETS</b>                          |                     | £ 270,715 |           | £ 262,320 |
|  |                     | =====     |           | =====     |
| <b>REVENUE RESERVES</b>                    |                     |           |           |           |
| Profit & Loss Account brought forward      |                     | 113,320   |           | 124,288   |
| Profit & Loss for year                     |                     | 7,727     |           | (10,968)  |
| Terry Hall Memorial Fund 1998              |                     | 35,000    |           | 35,000    |
| Chris Denehan Memorial Fund 2017           |                     | 114,000   |           | 114,000   |
|  |                     | -----     |           | -----     |
|  |                     | £ 270,047 |           | £ 262,320 |
|  |                     | =====     |           | =====     |

For the year end 30 November 2017 the MCC was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006. Directors acknowledge their responsibility for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of the accounts. These accounts have been prepared in accordance with the micro entity provisions and delivered in accordance with the provisions applicable to companies subject to the small focused management team

(signed)

B A Selkirk

(Former Director & Treasurer)

### NOTES TO THE ACCOUNTS

- 1) The company is limited by guarantee and does not have a share capital. The amount of the guarantee is 25p
- 2) The accounts reproduced here are extracts from the formal statutory accounts which are available on request.

## THE EXECUTIVE STRUCTURE

The original Articles of Association were approved and registered at Companies House on 6<sup>th</sup> February 1902. The arrangements for the Management of The Motor Cycling Club Ltd are set out at Articles 17 – 23

Article 17 was amended in July 1992 by Special Resolution to increase the Officers and Executive from 7 to 10 Officers and 14 other members – 21 in total.

*Article 17. The Management of the Club shall be vested in an Executive ~~consisting~~ of Members consisting of the following Officers: The President, Vice Presidents, Chairman, Vice Chairman, Treasurer, General Secretary, Competition Secretary and fourteen other Members*

Under *Article 18* there exists provision to increase or diminish either the number of Offices or the number of the Executive.

*Article 19* gives the Executive power to elect Presidents and Vice Presidents (which contradicts 1992 Article 17) and power to fill Officer and Executive vacancies that may occur over the year. Article 19 also states that any member failing to attend at least four out of six meetings shall cease to be a member of the Executive.

Under *Article 21* the Executive have full power of management and control over the conduct and affairs of the club.

The articles do not mention Directors or give them authority, but as a limited company we must have at least one Director listed at Companies House (CA2005 Clause 156).

Because of the wording of Article 17, all Executive Members act as Directors. However, not all the Executive have been formally registered at Companies House and some registered directors do not attend meetings. So why have we this miss match? We need to reset the practice to comply with our Articles of Association and the law.

The attendance and activity record over recent meetings of the Executive, the development of new roles over the past 28 years and the need to conduct business effectively would suggest that there is a need to review the Officer roles that should be contained within the Executive.

Seeing that the executive are deemed directors, there is no need to have them all registered at Companies House. You may be aware of the difficulties we experienced in opening a new bank account and appointing a new Accountant with a huge number of Directors registered at Companies house.

For simplicity and legal requirements, we suggest in future that the three bank signatories are appointed Directors at Companies House. We all need to understand and be clear that these three Directors have the same liabilities/responsibilities as the active Executive Officers, who in the eye of the law are de facto directors. These Director appointments are necessary for us to comply, but all Executive officers must be aware of their responsibilities and liabilities as de facto Directors, which are the same as Directors Registered at Companies House.

### **Vice Presidents**

Currently we have, John Alley, Les Bowler, Ron Butcher and John West who are elected annually. It is felt these members years of dedicated service should be recognised with a life appointment and thus are recommending that the Executive appoint them as Honorary Life Vice Presidents.

## ELECTION OF THE EXECUTIVE 2020/21

| <b>Role</b>                               | <b>Nominee</b>   |
|---|--|
| President                                 | Jonathan Laver *   |
| Chairman                                  | Lee Peck Co-opted March 2020. Nominated for Chairman by Jonathan Laver, seconded by Paul Khambatta |
| Treasurer                                 | Phil Tucker Co opted December 2019   |
| Company/General Secretary                 | Paul Khambatta*  |
| Competitions Secretary                    | Dick Peachey*  |
| Membership Secretary                      | John Childs *  |
| Equipment Officer                         | Vacant   |
| Triple Editor                             | Celia Walton *   |
| Archivist                                 | Barrie Kirton *  |
| Safeguarding and Child Protection Officer | Peter Lawley   |
| CofC Exeter                               | Keith Johnston*  |
| CofC Land's End                           | Bill Rosten*   |
| CofC Edinburgh                            | Mark Gregg*  |
| IT Steering Group member                  | Dave Middleditch Co Opted March 2020   |
| Newsletter Editor                         | Roger Ugalde*  |
|   | * Denotes Executive member 2019/20   |

**PROPOSED ARTICLES OF ASSOCIATION AMENDMENTS**

**Special Resolution 1 – Executive Structure**

|                       |   |
|-----------------------|---|
| 17<br>existing        | <i>The Management of the Club shall be vested in an Executive consisting of Members consisting of the following Officers: The President, Vice Presidents, Chairman, Vice Chairman, Treasurer, Secretary, Competition Secretary and fourteen other Members.</i>  |
| 17 Proposed amendment | The Management of the Club shall be vested in an Executive consisting of the following Officers: The President, Chairman, Treasurer, General Secretary, Competition Secretary and up to fourteen others. Available Executive roles shall be notified by the Executive prior to the nomination deadline for the AGM.   |
| 18<br>Existing        | <i>Officers and Executive shall retire and be elected annually at the Annual General Meeting of the club, and it shall be competent for such General Meeting from time to time to increase or diminish either the number of Offices or number of the Executive, all retiring Officers and Executive shall be eligible for re-election. No candidate for election on the Executive shall be on the committee of any other Motor Cycle Club.</i>  |
| 18 Proposed amendment | Executive Officers shall retire and be elected annually at the AGM of the club. All retiring Executive Officers shall be eligible for re-election.  |
| 19 Existing           | <i>The Executive shall have the power to elect Presidents and Vice Presidents, to fill up vacancies in the Officers and Executive which may occur during any year and the Executive may act notwithstanding such vacancies. Any Member of the Executive failing to attend at least four out of every six Meetings of the Executive shall forthwith cease to be a member of the Executive unless he shall show some reason for non-attendance to the satisfaction of the Executive</i> |
| 19 Proposed amendment | The Executive shall have the power to appoint Honorary Vice Presidents and to fill up vacancies in the Executive that may occur during any year. Any Member of the Executive failing to attend at least four out of every six Meetings of the Executive shall forthwith cease to be a member of the Executive unless he shall show some reason for non-attendance to the satisfaction of the Executive.   |

**Special Resolution 2 – Not for Profit statement**

|   |  |
|---|--|
| To be added to the Articles of Association. | <p>The income and property of the club must be applied solely towards the promotion of its objects. No portion can be paid or transferred, directly or indirectly, to members of the club. No director can be paid by salary or fees, or receive any remuneration or other benefit from the club for discharging his duties as such.</p> <p>If upon winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having objects similar to those of the company.</p> |
|---|--|

**VOTING**

If you are a full member and have your email address registered with the Motor Cycling Club Limited, you will receive an email from Choice Voting with a link to an on line voting facility. Please follow the link and vote between the 11<sup>th</sup> and 18<sup>th</sup> of July2020.

Thank you for your time  
The Motor Cycling Limited.  
2<sup>th</sup> July 2020