

**Minutes of Ipswich Sports Club AGM
held at the Club House, Henley Road, Ipswich
on Thursday, 15th June 2017**

Present: 43 members entitled to vote plus 6 persons unable to vote (all as per the signed schedules of attendees held in the Club Membership Secretary's office).

Apologies: Ian Head, Ali Livingston, Claire Millar, Wendy Palmer, Dick Partridge, Geoff Sheldrake, Mike and Heather Stiff, Ray and Marjorie Wand, Karen Watling and Louise Woods.

1. Welcome, introduction to the meeting and apologies for absence

Club President Maggie Lipscombe (ML) welcomed to all attending

ML advised that membership of the Club has continued to grow. We have a loyal membership who benefit from many section activities put on by our enthusiastic volunteer committees.

Junior membership is going well in the sports sections, whilst adult membership has been strong in the gym and studio section.

ML thanked the caterers for their dedication and commitment to the Club and of course the great food.

Financially, whilst last year was challenging, in the end it turned out to be a strong performance. Mark Ledger stepped down as Treasurer at the end of 2016 and we are delighted that Nick Banks has now taken over. ML thanked all for the staff for their hard work.

2016 was a busy year for a number of Council members with many items including planning, Charitable Incorporated Organisation and introduction of the new subsidiary company.

The various section committees worked very hard to support their members and on behalf of you all we thank them.

ML went on to mention those members no longer with us, John Smith, Martin Cook, David Staines, Phil Shaw and Sheelagh Norman.

ML thanked all members for attending this evening's AGM.

Apologies: Apologies above were read out.

2. Minutes and matters arising from the minutes of the last AGM

Keith Palmer (KP) asked the meeting if anyone had noted any errors or sought any corrections? Nothing was raised from the floor. KP asked for the minutes to be amended in 2 respects:

- 1) In para 3 under 'Chairman's report' the line stating that the Club was moving ahead with the planning application for 'the sale of the hockey pitch' should read 'for housing on the hockey pitch' at Henley Road.
- 2) In para 4 under 'Treasurer's report' the reference to 'the disastrous 2013' should read 'the large deficit in 2013'

Both changes were agreed by the meeting and the minutes as amended duly approved.

KP also mentioned one matter arising namely that at the last meeting Gill Muncaster had raise an issue about music in the bar. AY informed the meeting that this was now managed via him and his team and base the policy on respecting the majority of members' wishes. Music at the moment was focused on key events and at very quiet times to add some atmosphere.

3. Chairman's report

Vanessa Penn (VP) advised that the finances were showing a strong surplus at £40k. She thanked Mark Ledger for all his hard work, Tony Cookson for his management accounts support and our new treasurer Nick Banks.

VP advised that our sports teams have also done well with a good mix of seniors and juniors. She thanked the team Captains who run teams for and on behalf of the Club to ensure others have opportunities to play.

VP went on to highlight that Tennis has had a good year and paid special thanks to AY for his efforts in turning the budgets around through the restructure in the coaching department.

Squash had a good year thanks to the drive of the committee especially Alec and Ali Livingstone for the various well organised tournaments. She also thanked to Emily Ison for her hard work on the coaching side especially with the Juniors.

The Club put new equipment in the gym, installed a new extraction fan in the kitchen and created a new working partnership with the EBAT Foundation. A big 'thank you' went to Nino who has been working hard with our existing team. Our outreach programme is ever growing.

Bar and catering provide a good service and thanks to the bar team especially, with a special mention for Jenny who was promoted to Bar Supervisor as a result of all of her hard work and great service to the members.

A new hockey committee was formed with new Chairman Kate Wingar (KW) – VP thanked KW for all her hard work in her short time with the Club Council and also highlighted her recent success with her studies. KW's style with the Council was welcomed and the Council are happy to be supporting Kate and the hockey members.

The Community programme is also growing with the club being a key provider across numerous activities including VI Tennis and Wheelchair Tennis and hopefully Flyers Hockey.

VP thanked Chris Yeates of Larkin Gowen and Petra Sharp of Gotelee for all their professional help in relation to the formation of the CIO. Lastly VP thanked all senior Club staff for their help and support.

4. Treasurer's Report (including budget adopted for 2017 and mid-term Financial Report) and Financial Statements for 2016

Nick Banks (NB) presented the accounts.

NB highlighted he had been working with the staff on the implementation of the new Zero accounting system and thanked both Andy and Cheryl for their patience. NB thanked the Executive and Council for their support and patience too as he became familiar with the Club's workings.

NB explained the Club operates in a complex way including operating as a Community Amateur

Sports Club (CASC) with a trading arm 'Ipswich Sports Club Services Ltd' which receives certain trading income e.g rents. This was required due to changes in CASC regulations and the need to stay within the maximum non-member income threshold.

The new accounts mean the Services accounts show a significant surplus and the ISC Club accounts a far less positive result. However the 2 figures should be added to give the overall picture. He reported that a £41,000 surplus had been achieved in 2016 including some notable increases (Bar 2% increase on revenues, Membership 1% increase on revenues)

Costs were also very well controlled.

Professional fees were £28,000.

At the time of completing the accounts a decision was taken to 'hold' the professional fees in relation to the planning application etc pending a decision on the sale of Henley Road.

Squash and Racketball show a deficit of £7,400 but sponsorship was held in the trading company and therefore the deficit was really only £3,300

Tennis has grown revenue by 9% with a surplus of £35k

The surplus of Hockey was £6k, slightly down from £8k the year before

The Gym & Studio deficit was £47k versus £37k in 2015 but this takes no account of the large subscription income which is shown elsewhere

NB identified that whilst we want to invest the Club needs to be clear on what is manageable.

The budget put forward for 2017 anticipates £25k deficit for the Club but a surplus in Services Ltd of £43k totalling a £18k overall surplus.

NB highlighted that early this year we had incurred £22.5k against a budget of £4k in repairs due to the need to replace boilers, but it is believed that by the year end the Club we should be close to budget.

5. Becoming a Charitable Incorporated Organisation

KP introduced Chris Yeates from Larkin Gowen and thanked him for his professional support through the application process.

KP confirmed that charitable status had just been granted by the Charity Commission to the Ipswich Sports Club's CIO application after the Council has agreed to the application being submitted. KP advised that the charity is not yet active until the whole undertaking of the Club is duly transferred to it and then starts becoming active.

He referred to the explanatory note that had been made available to the membership with the AGM notice and explained that currently ISC is an unincorporated CASC with personal liability attached to members. This was one reason why the Club needed to incorporate. In addition CASC status is now restrictive as Gym and Fitness activities are not regarded as 'eligible sport'. After investigation and professional advice attaining some kind of charitable status as with a CIO was seen as the best solution and therefore pursued by the Council. This would retain good tax advantages and may help the Club in receiving funding grants in the future.

The approach adopted when making the application and adopting a new constitution had been to try to 'mirror' the Clubs current constitution as far as practicable and retain a 'members' style organisation. The submitted draft constitution to the CIO was approved by the Charity Commission as submitted without change or objection except for one change sought by the Club to reduce the maximum number of trustees to 11 and for the Commission's suggested improved wording to the objects clause which now reads:

'the promotion of community participation in healthy recreation for the benefit of the inhabitants of Ipswich and the surrounding area, in particular by the provision of facilities for the playing of tennis, squash and racketball, hockey and/or other sports and participation in general fitness activities'

KP advised that going forward the CIO will be subject to a statutory regulated regime it may have more technical requirements to satisfy. Social membership of the Club will no longer be possible because social activities are not a charitable activity as such and they and the bar revenues etc. will come under the trading subsidiary in future. This is common in many charitable organisations such as ours.

KP formally proposed to the meeting the following resolutions on behalf of the Council:

i. Registration of a CIO

'That the members hereby resolve that it is in the interests of the Club to register a new entity as a CIO.'

The resolution was duly carried with Members voting unanimously in favour.

ii. Adoption of the Constitution

'That the Constitution for the new CIO is approved in substantially the same form annexed and that this will become the governing document of the new CIO (New Constitution)'

The resolution was duly carried with Members voting unanimously in favour.

iii. Appointment of Trustees

'That those persons who are listed in the New Constitution are confirmed as the first trustees of the CIO (Charity Trustees)'

The resolution was duly carried with Members voting unanimously in favour.

iv. Authorisation of Transfer of the Assets of the Club to the CIO

'That, upon registration of the CIO, The Club's Council is hereby authorised and directed to transfer as soon as reasonably practicable the entire undertaking of the Club to the CIO on substantially the same terms as set out in the draft Transfer Agreement annexed'

The resolution was duly carried with Members voting unanimously in favour.

Tony Cookson questioned Chris Yeates if the cost of the transfer was likely to be expensive – Chris

Yeates identified a number of areas that will need to be managed but hopefully it would not be onerous or expensive to complete.

6. Proposed amendment to Rule 6.1 of the current constitution

KP advised that this proposal from the Council amounted to a reversal of what the AGM had agreed to last year. He explained then 14 Council members was appropriate but that until the Club transferred to the CIO 12 was now considered better number and would match up with the new constitution of the CIO (11 trustees with AY not being a charity trustee).

Resolution

‘That Rule 6.1 be amended by the substitution of the word ‘two’ for the word ‘four’ in the first sentence and the word ‘six’ for the word ‘seven’ in the second sentence which will then read ‘...together with not more than two other members of the Club elected to the Council. Six members of the Council present shall form a quorum’

The resolution was duly carried with Members voting unanimously in favour.

7. Election of President and Council Officers for 2017/2018 and any additional Honorary Vice President(s)

KP advised as the resolution above had been passed there are no vacancies for and no nominations have been put forward, the existing non Executive members of the Council remain in office and the Executive members are duly elected.

KP requested however for those on the Executive, as is the tradition, for members by way of a show of hands to confirm they are happy to re- elect the Executive (Vanessa Penn as Chairman, Tony Cookson as Vice Chairman, Nick Banks as Treasurer and Keith Palmer as Secretary).

Members raised their hands unanimously in favour.

8. Update on planning application

VP advised that consideration of planning issues was started 2 years ago. In October 2016 a planning application was submitted for 30 dwellings on the hockey pitch site at Henley Road and later was scaled back to 28 dwellings. VP advised that the planning consent had been granted by Ipswich Borough Council.

VP thanked Rob Marsh Fieley (RMF) from Hollins for all his hard work in representing the Club along with Leslie Short.

The Club also submitted an application for permission to add a first floor studio to which planning consent was also forthcoming. Another application for outline permission for a swimming pool was declined mainly due to its impact on a tree protected under a Tree Preservation Order. However if that issue can be addressed it is thought another plan could succeed.

VP advised that an EGM would be called to put forward a plan including numerous areas being considered for development / investment.

VP highlighted that the Martlesham Club had just expanded with a proposed housing development

of 2000 homes on its doorstep. ISC will also have 8,000 houses on its doorstep as part of the Northern Ipswich Garden Suburb Development.

VP put up a slide to outline the terms of the planning application granted for Henley Road::

“On May 31st A resolution to grant planning permission was granted for the demolition of fencing, associated structures and redundant synthetic turf hockey pitch, the erection of 28 dwellings and associated residential car parking spaces and alterations to site access.

Subject to the completion of a S106 Agreement listed obligations:

1. Section 106 will be completed 6 months from 31st May 2017
2. PP will last 3 years from date S106 is completed
3. None of the commercial terms of the S106 have to be paid by ISC unless the club develops the site itself
4. The obligations run with the land and the eventual developer who purchases the site
5. **The replacement facilities are required to be provided ONLY on commencement of the residential development i.e. not on disposal of the land but the date development commences”**

VP replied to a question from the floor asking to give an idea of the value of the sale, VP advised that the value of the land is expected to be circa £1.5m.

VP highlighted the need to invest and unless a sale is agreed the current loan ability of the Club as highlighted by the treasurer would be expected at circa £170k.

Brian Fisher asked a question regarding parking, RMF highlighted that parking was not on the first set of plans but within the new 28 dwelling there has been an allocation of extra parking for the Club

Peter Knight asked if the developers can change the scheme? VP advised that a developer could apply to the Borough Council to change the scheme.

Mike Watling asked if the car park was sufficient for future needs. RMF advised that the current car park should manage, however that there were some extra land areas for addition parking.

Mike Downey said once the land is sold that would be final and asked would some of the money be reinvested to provide a long term solution e.g. could a piece of land be purchased?

NB advised that whilst a good point it does not change the fact that the Club has to pay back debt and money was required to improve facilities. In terms of a sinking fund, the Club has a significant depreciation charge and in theory the value of depreciation needs to be put aside for all sinking funds.

Wendy Hicks, suggested that a deal could be struck with the developer over retaining some land or purchasing houses.

Klaus Morch stated he was in full support of Mike’s point that a piece of land could be sourced.

Kate Wingar suggested that a sale was key as the Club needs to invest now as we might not have a club in 3 years let alone 30 years especially from a hockey point of view.

It was suggested that the Council/Steering committee look into a separate piece of land for possible

future expansion.

TC advised that we have to do more to achieve a higher membership fee and revenue but people wouldn't be prepared to pay anymore unless good investment is made.

The current borrowing is £170k, NB advised that currently this is the maximum based on bank lending policy.

Mily Ison asked about current membership rates and whether this may change. Andy Yorke advised as a community club prices would need to remain competitive although prices had been held for some time, however.

Mike Downey asked about the strategy. VP advised that there was a steering group looking into the way forward.

9. Appointment of Club auditors

NB recommended Francis Clarkes to be retained.

Members voted unanimously in favour.

10. Any other Business acceptable to the Chairman

MD requested paperwork to be set out prior to the anticipated EGM. KP confirmed this would be the normal requirement.

Kate Wingar asked about what was included in the section 106. VP responded and highlighted that the section 106 in the main covers transport, library and the replacement of the lights, fence and pitch at Tuddenham Road.

There being no other business or questions raised VP concluded the meeting at 8.58pm.