

Proposed changes to the Watlington Memorial Club

24th July 2014

Agenda

- Welcome and Introduction of the Committee
- Proposed transfer to a new constitution and legal status
- Questions and Answers
- The Vote
- Next steps
- Proposed change to branding of the Charity

Welcome and Introduction of Committee

Committee

- Dave Parkes - Vice-Chair
- Graham Smith – Treasurer
- Helen Batten – Secretary
- George Bruce – Bowls Chair
- Mike Staples – Tennis Chair
- Howard Griffiths – Squash Chair
- Pam Mundy – General committee
- Gordon Britton – General committee
- Robin Holmes Smith – General committee
- Paul McKnight – General committee
- Chris O’Sullivan – General committee
- Richard Stillwell – Affiliate member for the Royal British Legion Chair

Proposed transfer to a new constitution and legal status

High level Overview

- There are a number of reasons to transfer to the new Charity Commission “Charitable Incorporated Organisation” that we will explain in the coming slides.
- These mainly relate to the legal structure, model constitution, limited liability and ease of running the charity.
- In terms of the continued running of the charity post these changes:
 - The same people will be on the main WMC committee
 - Our overall aim to serve the local community will be the same with the intention to increase usage of our facilities
 - There will be no changes to the way the sports sections operate
 - There are no hidden plans to sell off any of the aspects of the club

Background

- The Committee has wanted to change its legal status for many years
- The Government and Charities Commission have finally agreed the new legal status and it became available to us in July 2012
- We have widely consulted on these changes and have agreement from:
 - The WMC committee
 - Tennis, Squash and Bowls sections
 - The Royal British Legion
- In advance this meeting, we have notified Members & interested parties
 - Added information to our website
 - Advertised in The Watlington Times
 - via Posters and E-mail

Current Constitution – from 1923 updated in 1985

- Since then the world has moved on
- The Charity Commission regard it as out of date
 - Previous attempts to update it have failed (last time 2002)
- Bespoke and Unique to Memorial club
 - Need specific legal advice for any issue we have and this is expensive
- Assets are owned by Trustees of behalf of club and not by club itself
 - Causes problems as and when Trustees leave/retire
 - Leases and land Registry titles are under individual trustees and not the club
- Loans cannot be in name of charity but by named Trustees who have to personally guarantee debt
- Unlimited Liability
 - All committee members & trustees are personally liable

What is a CIO?

- A Charitable Incorporated Organisation, or CIO, is a new legal form for a charity run by the Charity Commission
- A CIO:
 - is an incorporated form of charity which is not a company
 - only has to register with the Charity Commission and not Companies House
 - is only created once it is registered by the Commission
 - can enter into contracts in its own right and its trustees will normally have limited or no liability for the debts of the CIO
- The CIO was created in response to requests from charities for a new structure which could provide some of the benefits of being a company, but without some of the burdens.
- **The CIO makes it very clear how a charity should be run**

What does this mean for us?

- Enables us to exist in today's modern legal and operational world
- Uses standard constitution which can be tailored for our needs
- Approved by the Charity Commission
- More substantial document covering a greater area (38 pages)
- Designed to be more business-like
- Limited Liability
 - Trustees and members have limited liability of £1 provided they undertake their role with 'good intention'
- Our assets/property/liabilities will be owned by the Charity
- Easier to attract new Trustees

How we have created our new Constitution

- The CIO consists of a standard document (Model Constitution) that we have completed as appropriate
- Contains various options that we have selected
- On the next few slide we will compare what we have now with what we are recommending
- **By changing our constitution and legal structure, this will help us to improve the way we run the club**

The Objective:

- Current Object:

The object(s) of the charity shall be the provision in the interests of social welfare, without distinction of sex, or of political, religious or other opinion, of facilities for the recreational and leisure-time occupation of the inhabitants of Watlington and neighbourhood (hereinafter called the area of benefit) with the object of improving the conditions of life for the persons for whom the facilities are primarily intended.

- Proposed Object

The object(s) of the CIO shall be the provision of facilities for the recreational and leisure time primarily for the inhabitants of Watlington Parish and neighbourhood, without distinction, with the aim of growing the membership and improving the conditions of life of those who wish to use the Charity.

Number of Trustees/Committee - Current

- 4 Property Trustees
 - The Official Custodians of all freehold and property belonging to the club
 - One elected each year at AGM for a term of four years, can be re-elected
- General Committee
 - Responsible for maintaining the facilities of the Club and organising its management
 - 4 Officers – Chairman, Vice Chairman, Secretary and Treasurer
 - 5 Representative from the club to take on specific responsibilities
 - Elected at the AGM for a term of two years, 50% change a year and can be re-elected
 - In addition
 - The Chair of each section (Tennis, Squash and Bowls)
 - The Chair of the Watlington Memorial Bar Club

Number of Charity Trustees - Proposed

- To have 3 Elected Trustees voted in by members at AGM, we are proposing
 - Chairman – Dave Parkes
 - Secretary – Helen Batten
 - Treasurer – Graham Smith
- The Chair from each section (currently 3) will automatically become an Ex Officio Trustee of the Charity and are elected by their section
- The above 6 Trustees can then elect up to 4 more Nominated Trustees
- A minimum of 6 and a maximum of 10 Trustees
- Each Elected and Nominated Trustee must step down after three years and can be re-elected up to a maximum of three terms(nine year continuous term)
- Only Trustees have voting rights but others can attend meetings and contribute

Notice and Quorum of General Meetings

- Notice period will remain unchanged at 21 days
- Communications will be done via approved channels e.g. notice board, website, email and potentially new methods such as Facebook
- Simple majority of those members present over 18 years old
- Currently Quorum
 - is 15 members for AGM and 30 for EGM
 - or one third of the total membership, which ever is the lesser
- Proposed Quorum
 - For both EGM & AGM shall be the greater of 4% or 20 members.
 - Based on membership four weeks prior to meeting date

Voluntary winding up or dissolution

- Should we wind up the charity, our current constitution has provision for the Parish Council to have first refusal to buy certain assets
 - The 1923 Declaration of Trust words are "... premises known as the Watlington Lecture hall and message or shop adjoining or any part thereof"

6. In the case of the Cinema premises and shop the Trustees are not to dispose of the property without first giving the Parish Council an opportunity to purchase and must not sell for the purpose of repaying any mortgage on the Club premises.

- This only applies to No 18 and the Squash Club.
- After discussions with the Parish Council, they have requested this clause be incorporated in to our new CIO.

Questions and Answers

The Vote

The Vote

- **This change is strongly recommended by the committee and we need your support to make it happen!**
- This is the first step we are taking in making the Club more modern
 - We already have a new look website
 - We are looking at ways to use our assets to generate more income to fund continuing expansion and improvements
 - We are looking at how to better look after our building /assets with preventative rather than the more expensive reactive maintenance
 - We are looking at better ways to handle
 - Memberships
 - Function Room booking
 - Advertising
- We welcome your suggestions

The Vote – what we are voting on?

- Agree to create new Charity
 - With legal status of CIO
 - With standard CIO constitution
- We need to transfer our existing Charity into the new CIO
- This was already approved in 2002 but was never actually done
- In theory we do not need to vote again but would like to reaffirm the decision
- The vote will be a two thirds majority decision per our constitution of those here today (both members and interested parties)
- **The Vote:**
 - **Do you agree create a new Charity CIO and transfer our existing one into it?**

Next steps

Timetable

- Vote 24 July 14
- Submit CIO application to Charities Commission 01 Aug 14
- Open new CIO bank account
- Launch of New Charity 01 Oct 14
- Transfer assets/leases from existing Charity
- Notify suppliers of changes
- Dissolve existing charity 31 Dec 14

Proposed Branding change

Our Charitable Objective

- Part of the objective and constitution of the club is to attract more and more local people to use the facilities.
- In order to do this we need to ensure the following:
 - To appeal to different age groups within the community.
 - Our aim, in particular, is to attract younger people
 - we house the scouts
 - we have recently agreed a long term lease with Performanze, the dance studio.
- But... feedback from a poll of the younger age group is that we need to modernise and have new functions to attract them.

Why change the branding?

- We asked many people aged between 17 and 45 what the words “Watlington Memorial Club” make you think of and they all replied with negative comments.
- When asked if they would like to join a club like this 100% said “no”.
- The word ‘Memorial’ refers to the past
- We are also referred to by many names (War and Working) and this makes it hard for us to have one identity in the community .
- There are many people in Watlington who have never heard of us
- Of those that have, most do not know what we have to offer

Why change our Name?

- So to attract more people we feel that a name change, combined with other modernisation developments, will help to increase our younger membership and enable the club to strengthen and grow in the coming years.
- The name change was also suggested when we discussed expansion and marketing opportunities as we need a more modern brand.
- The creation of our new legal entity is the ideal time to launch our new identity
- We have discussed this change at length with the British Legion and they support it.

New Name Proposal

The Watlington Club

Remembering the past: looking to the future

- This modernises the name which will encourage a younger and wider range to join
- It acknowledges the roots of the club and that 2014 is the centenary of the start of the First World War. In respect of this, we will not change name until 2015
- It allows greater flexibility for the Committee to bring the club into the 21st Century
- The Club is a unique facility for the people of Watlington and it needs to be modernised if it is to thrive in the 21st Century

Questions and Answers

The Vote – what we are voting on?

- The new branding and naming of the Charity
- The vote will be a majority decision of those here today (both members and interested parties)
- In respect of the anniversary of the start of WW1 and given our history, we would only make the change at the start of 2015
- **The Vote:**
 - **Do you agree with the proposed branding changes?**

End of Presentation