

Minutes of the Wheel Easy Leisure Cycling Ltd Annual General Meeting held on Thursday 25th October 2018 at Harrogate Cricket Club

Present: John Hackett, James Grimshaw, Michael Inglis, Gia Margolis, Monica Webber, Richard Leake, Jean Battison, Jill Jackson, Helen Bevis, Alan Simpson, Justin Locke, Sue Couture, Sue Threadgold, Terry Smith, Alison Noble, Tim Rhodes, Colin Broadbank, Debby Hollings, Liz Pugh, Peter Lawley, Chris Bishop, Chris Rogers, Bob Johnson, Ian Newall, Lesley Sacre, Richard Sacre, Paul Blackham, Declan Malone, Eric Waters, Di Waters, Malcolm Margolis, Andy Clarkson, David Murphy

Apologies: Mike Bissell, Sarah Cross, Martin Weeks, Yvonne Skelton

1. Minutes of the General Meeting held on 8th February 2018

These were agreed as correct and accepted as an accurate record of the meeting.

Passed. Proposer - Gia Margolis, Seconded – Jean Battison

2. Company Report

This was presented by John Hackett who confirmed that as indicated at the February General Meeting he had retired as Chair with effect from the August directors' meeting. Under the company Articles, James Grimshaw was appointed as Chair by the Directors, but it was felt that this should be a decision of all the members and so it was proposed that the Articles should be changed to provide that the members, appoint the Chair. Articles are the formal document registered at Companies House, and they replace the old WE Constitution and they define how WELC must be run. They can be changed if the members approve the changes. So, in the context of the Chair, the proposed changes to the Articles and the proposal to appoint James as the new Chair, are be the subjects of special resolutions 1 and resolution 5.

Membership stands at 256, including 26 new members who have joined this year; so the year-on-year membership is very stable.

Thanks were expressed from the Chair, the committee and members to all members who give their time, knowledge and skills to support the running of WELC, especially those who step in at the last minute as ride leaders, so that everyone can enjoy their rides.

Helen Bevis has joined the committee and there are now 7 directors plus 3 members on the management committee.

Christmas lunch and Travellers' Tales are being organised with details circulated in the newsletter.

A group of members is addressing the risk of the now unsupported website falling over and are currently making good progress with a new website.

The external accounts are being prepared for Companies House and HMRC.

Members will have the opportunity later in the meeting to express views on several matters, namely:

- Future uses for the company financial surplus
- The ongoing problem with getting enough ride leaders and the rota.
- Seeking a prospective Vice-Chair
- The date for the 2019 AGM

3. Presentation and adoption of the accounts

The accounts, covering the period January – March 2018, had been circulated in advance of the meeting and no questions were raised. The accounts were adopted.

Passed. Proposer – Sue Threadgold, seconded – Malcolm Margolis

4. Special Resolution 1 - “To introduce a new Article 11 so as to provide the directors with the power to appoint an interim chairman; to amend Article 25 so as to provide the Members with the power to appoint the chairman at the AGM; and to make consequential amendments to Articles 27.1 and 27.2”.

Passed. Proposer – Eric Waters, seconded – Jean Battison

5. Special Resolution 2 - “To delete Article 25.1(c), and introduce a new Article 23, so as to address the appointment of the Examiner”.

Passed. Proposer – Sue Threadgold, seconded – Ian Newall

6. Special Resolution 3 - “To amend Article 25.1(e), so as to enable the Members to approve the membership fees for the “subsequent” year, not the current year”

Passed. Proposer – Eric Waters, seconded – Sue Threadgold

7. Resolution 4 – Reappointment of director – Ms Jill Fellerman

Passed. Proposer – Helen Bevis, seconded – Malcolm Margolis

8. Resolution 5 – Reappointment of director – Mr James Grimshaw

Passed. Proposer – Helen Bevis, seconded – Malcolm Margolis

9. Resolution 6 – Reappointment of director – Mr Michael Inglis

Passed. Proposer – Ian Newall, seconded – Malcolm Margolis

10. Resolution 7 – Reappointment of director – Mr Richard Leake

Passed. Proposer – Eric Waters, seconded – Malcolm Margolis

11. Resolution 8 – Reappointment of director – Mrs Virginia Margolis

Passed. Proposer – Ian Newall, seconded – Jean Battison

12. Resolution 9 – Reappointment of director – Mrs Monica Webber

Passed. Proposer – Jean Battison, seconded – Malcolm Margolis

13. Resolution 10 - Appointment of Chair – Mr James Grimshaw

Passed. Proposer – John Hackett, seconded – Gia Margolis

James Grimshaw took over as chair of the meeting.

14. Resolution 11 – Reappointment of director – Mr John Hackett

Passed. Proposer – Eric Waters, seconded – Sue Threadgold

James then proposed a vote of thanks to John Hackett - “Not only did he step up to the plate when a new chair person was needed to follow on from Gia, he has lead the Club through some very challenging times when the whole basis of the constitution of the Club

has changed to meet the needs of the twenty first century and in particular to ensure that members interests are protected, not least so that any liability they may have as members is minimised as much as possible. Initially he undertook a wide ranging consideration of the structure of the Club, concentrating particularly on the succession to the chair and produce a report outlining a strategy to try and ensure that this was not done on a hand to mouth basis but followed a defined pathway with appropriate timelines. This was accepted by the Committee who then promptly persuaded him to start the ball rolling by taking on the chair without the benefit of a reasonable period on the Committee or time spent as Vice-Chair. With his usual whole hearted commitment to the Club he agreed to undertake this and almost immediately embarked on a process of trying to sort out a major problem that had vexed the Club for some time as to the extent of members liability for claims that might be made against the Club. He spent a considerable amount of his own time researching the general insurance position and having come to the conclusion that there were circumstances in which members might face liability that may not be covered by insurance, he then, with the backing of the Committee and thereafter the Club in general, set about converting the Club into a company limited by guarantee. He then steered the Club through the somewhat tortuous process of conversion including the time consuming task of getting every member signed up individually and setting out a pattern and timetable for the external reporting requirements to Companies House and HMRC. As Vice Chair I have seen just how much time and effort has gone into all this and I can say without exaggeration it has been very substantial. In addition John has found time to deal very ably with all the usual Club matters that fall to the Chair and I hope you will agree with me that in his own quiet way he has made an excellent job of all this. So although it doesn't seem quite adequate somehow, can I say, John, on behalf of all the members of Wheel Easy a very big thank you and present you with this small token of the Club's appreciation."

A presentation was made to John Hackett.

15. Resolution 12 - Approval of Membership fees – It is proposed to maintain the Membership fees at £5 for the year commencing 1st April 2019

Passed. Proposer – Jill Jackson, seconded – Sue Threadgold

16. Resolution 13 - Approval of £500 expenditure on a feasibility study for extending the Nidderdale Greenway

Malcolm Margolis presented background information and spoke in support of the resolution. Since Sustrans first study for the Nidderdale Greenway in the 1990s it has always been the intention to extend to Pateley Bridge and ideally further into Upper Nidderdale. Sustrans are now working on a feasibility study to confirm the preferred route from Pateley Bridge back to Dacre. Approaches have been made to a number of potential funders to enable Sustrans to continue the study from Dacre towards Harrogate. The Harrogate based Brammall Foundation have agreed to donate £2,100 and Harrogate Borough Council have agreed to contribute £2,600. With the additional contribution of £500 from WELC, if agreed, this would enable Sustrans to complete their study from Pateley Bridge to Clint, determining the complete Greenway from Harrogate to Pateley Bridge. This would include negotiating with landowners on the route and making agreements with them wherever possible. If there were instances where agreement was not possible bridleway creation orders would be required. Construction costs are likely to be achieved through various funding sources

possibly including crowdfunding which would benefit from the public support for the project.

A question was asked by Eric Waters regarding the timescales for the feasibility study. A report is due in late November although there are no timescales set yet for final report although it is likely to be by Spring.

Passed. Proposer – Chris Bishop, seconded Sue Threadgold.

17. Reappointment of committee members

Helen Bevis, Jean Battison and Jill Jackson have been reappointed by committee members.

18. Discussions

18.1 Future uses for the company financial surplus

None decided. There was a question about which charities had previously been given donations. They included Open Country, Resurrection Bikes and bikes for midwives in Africa.

18.2 Ride leaders and the rota

Justin Keen will be giving up organising the rota as he will be moving away from the area. A new ride leader coordinator is needed. More ride leaders are also needed. Malcolm Margolis will also be retiring from producing the newsletter and a volunteer is needed to take this on.

18.3 Prospective Vice-Chair

There is currently no Vice-Chair. A volunteer is needed to join the committee with a view to becoming Vice-Chair and then taking over as Chair when James steps down after his two year period.

18.4 Date for 2019 AGM

The second half of May was agreed as suitable time.

19. Any Other Business

None received.

20. Announcements

- There were some hand warmers available for members to take. These had been given to WELC by Sue Oliver's sister.
- Numbers are now being taken for both Christmas lunches, Spa Gardens on Wednesday 19th December (names and deposits to Paul Tindle) and the Hockey Club on Sunday 16th December (names and cash payments to Jill Fellerman, or payment by BACS). Volunteers are needed to help with the Hockey Club lunch, names to Helen Bevis.
- James welcomed back Sue Couture and congratulated her on her completion of her walk along the Camino de Santiago.