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Motorsport UK recognised. No.120522

# British Motorsports Marshals' Club

THE marshals' club

Website: [www.marshals.co.uk](http://www.marshals.co.uk)

**Extraordinary General Meeting**

**7-9 pm 5<sup>th</sup> September 2023**

**TEAMS**

## 1.0 Introduction

Nadine Lewis (NL) – Chair - introduced the meeting, thanked everyone for attending. NL confirmed the purpose of the Extraordinary General Meeting (EGM), and the background to the Governance review. NL explained the meeting rules for the EGM.

It was confirmed that the meeting was being recorded for the purpose of producing the minutes of the EGM only.

Minutes of the meeting will be published on the BMMC website together with the EGM pack.

The meeting noted as being quorate – see attendance list below.

## 2.0 Governance Working Group (Slides 4-5)

John Edwards (JE) – National Secretary- advised that all attending should have received copy of the presentation deck, with some minor amendments that would be presented during the EGM.

JE described the structure of the Governance Working Group (GWG) and confirmed that the approach had been very collaborative with representation from all elements of the club formed this Group. Workstream leads were appointed, highlighted in bold on slide 4.

JE described the timeline of meetings, leading to publication of drafts in June to the Directors and after approval of the Directors, the EGM

## 3.0 Changes during the Consultation Period (Slide 6)

JE described the questions received during the consultation period and amendments made to the published draft Articles of Association and Club Rules accordingly.

## 4.0 Key Changes – refer to deck slides (7-11)

JE reviewed the key changes to the Governance documentation.

JE noted there was a clause by clause amendment schedule in slides 12-16 of the EGM deck for the Articles of Association and the Club Rules

## 5.0 Questions

Dave Smithson: Can a Director who cannot attend a Board meeting appoint a proxy to vote on their behalf? Elizabeth Anderson responded that as Directors have legal responsibilities under the Companies Act 2006, they are not allowed to devolve these. There is a legal process to establish Alternate Directors however this is not appropriate for BMMC due to size of club.

Alan Tyson: Queried the insurance provision for "mixed" meetings? JE confirmed that for such meetings a marshal would need to sign on twice, once for cars and once for bikes. Steve Woolfe added that this is due to the different classes being held under different permit arrangements.

## 5.0 Voting

Votes were collected via:

- Show of hands at EGM
- Online Evote premeeting
- Paper voting slips returned to National Secretary

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
To approve the Articles of Association	95.35%	2.33%	2.33%
To approve the Club Rules	95.35%	3.49%	1.16%
To approve the Standing Orders for BRMC	89.66%	3.45%	6.9%

As such all 3 proposed documents were accepted by the membership.

JE confirmed that these would now be finalised and submitted to Companies House for registration.

JE thanked everyone for attending, the members of the GWG for their work in completing this review, with particular thanks to Elizabeth Anderson.

NL echoed JE comments.

Meeting closed at 19:37

Signed

Nadine Lewis  
BMMC Chair  
Date 5/9/23

John Edwards  
BMMC National Secretary  
5/9/23

## **Attendance List**

John Edwards  
Rory O'Neill  
Alan Tyson  
Malcolm Flippance  
A Liddiment  
Michael Broadbent  
Jayne Poston  
Marion Quarrington  
Duncan Fitz-Gibbons  
Andrew Pratt-Fryer  
Paul News  
Ian Ashcroft  
Steve Woolfe  
Andrew Palmer  
Dave Smithson  
John Brownlie

Lewis, Nadine  
Bill Grey  
Derek Murphy  
Thanasis Politis  
Andy Bumstead  
Elizabeth Anderson  
Rob Lee  
Andrew Le Hegarat  
Alex Hodgkinson  
John Jones  
Robert Coursey  
Pete Lawton  
Tim Bendelow  
Lorna Murphy  
Sarah Smithson

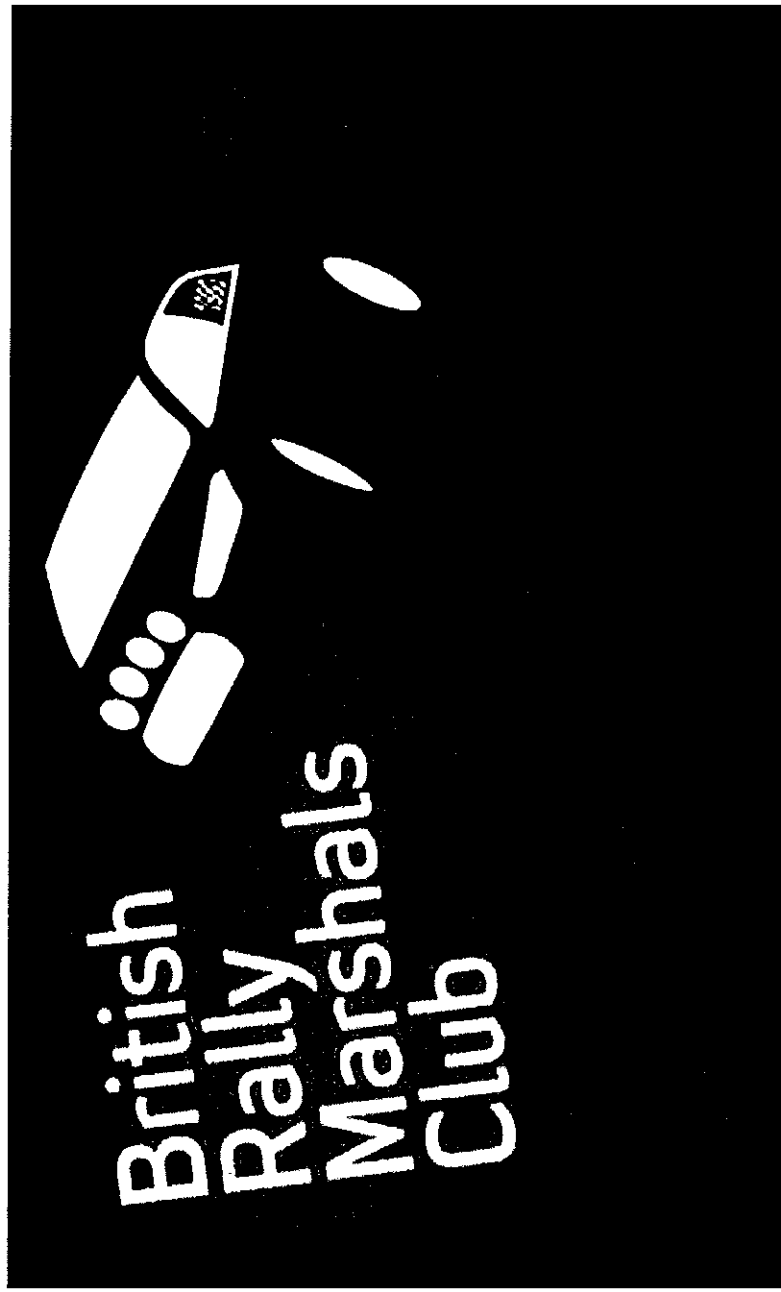
## **Apologies**

The following members offered apologies:

C Hobson  
M Sargeant  
M Charlesworth  
Graeme Fowler

M Cadwallader  
Bob Rae  
A Farrimond





# **BMMC Extraordinary General Meeting**

**5<sup>th</sup> September 2023**

# Meeting Rules

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Meeting is being recorded

Microphones on mute and cameras on please

Please raise hand to ask questions after presentation - will be responded in order

For voting, please use raised hand

Minutes will be published on BMMC website



# Background to the Governance review

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After the 2022 Annual General Meeting, an independent review was commissioned by the National Secretary into the existing Articles and Club Rules

This review was prepared by Elizabeth Anderson, a charity leader and governance professional with nearly 20 years' experience working in non-profit organisations, including with and for well-known bodies within the UK such as the Royal College of Surgeons of England – where she led the College's biggest governance shake up in its 200 year history. As well as being employed as COO of a national campaign supported by one of the UK's most famous retailers, she holds Trusteeships and Directorships including in heritage and culture.

The findings of the review were that the BMMC Governance documents had been amended and added to in isolation over the years, and thus the alignment of the documents had become disjointed

As such a BMMC working group, with representatives of all regions was set up to establish a revised suite of governance documentation under the guidance of Elizabeth Anderson



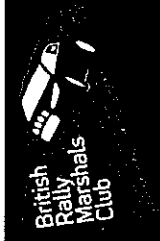
# The Governance Working Group (GWG)

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The Governance Working Group consists of:

• <b>Elizabeth Anderson</b>	Independent Consultant	Review of Directors / Council
• John Edwards	National Secretary	Review of Directors / Council
• <b>Chris Whitlock</b>	South Mids	Review of Regional Structure
• Marion Quarrington	South Mids	Review of Regional Structure/National AGM
• <b>Bridgette Broadbent</b>	North West	Review of Membership
• Tim Bendelow	North East	
• Mike Sargeant	South West	Review of Regional Structure
• <b>Andrew Lehegarat</b>	South East	Review of National AGM
• <b>Derek Murphy</b>	Midlands/BRMC	Review of BRMC
• Rory O Neill	Northern Ireland	Review of BRMC

NOTE: Working group leads denoted in **Bold**





# The Governance Working Group –meeting schedule

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Initial Meeting	10/01/2023
Workbreakdown meeting	26/01/2023
Review 1	09/02/2023
Review 2	20/02/2023
Briefing Paper for March Council update	28/02/2023
Review 3	16/03/2023
Review 3a	06/04/2023
Review 4	11/04/2023
Review 5	25/04/2023
Review 6	10/05/2023
Review 7	23/05/2023
Review 8	01/06/2023
Prep for June Council update - final drafts	02/06/2023



## Changes During Consultation period

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- Articles of Association – Liability of Members
  - “within one year after he” amended to “within one year after they”
  - “before he ceases” amended to “ before they cease”
- Appendix 1
  - C11(e) “marshaling” amended to “marshalling”
  - C13(c) “marshaling” amended to “marshalling”
- Club Rule D.1.2
  - “Copies of their Motorsport UK registration number and certificate confirming” amended to “Copies of their Motorsport UK registration number and evidence (e.g., screenshot of MUK number or scanned copy of MUK card) confirming”
- Article 36 and Club Rule D.1.1
  - “(b) the directors have approved the application” amended to “the Regional directors – or their designate (e.g., Regional membership Secretary) have approved the application.”



## Key Changes – Directors and Council

- Only Directors to have a vote in Board meetings (aka Council meetings) Deputies can represent but do not get a vote on matters
- Executive officers to be re-named co-ordinators for clarity
- **Each officer/ director will serve a maximum of 3 terms of 3 years as per President and VP.**
- Proceedings of meetings – Regional/ BRMC meeting minutes need to be shared with Board
- Declaration of interests / conflicts – this needs to be an agenda item
- Delegation of authority to regions and BRMC to be formalised
- Election of Officers – will sit in Club rules generally
- **Officers need to have relevant experience** e.g., Treasurer needs to be able to have financial experience, Chair – leadership and ability to communicate etc. as they represent club externally
- Directors to be fully paid-up member, including retired members
- Prospective candidates for key National/ Regional roles may not necessarily be “race”. It was agreed that candidates should be “*active participants in motorsport*” giving a wide opportunity for all. It was also agreed that they need to be a BMMC member for a minimum of 3 years. Up to date on fees, no disciplinarys etc.
- Removal of director automatically removes them as Regional Chair.
- **Resolutions do not go to Regional AGMs. They should go directly to Board.**
- Club rules agree by Board of Directors and shared with members and must align with Articles.
- **Decisions to be on a majority basis**



## Key Changes – National AGM

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- Notice 2 months before but papers etc. only 21 days before AGM
- **Online E-voting to be built into AGM process with appropriate timescale**
- Nominations template to be formalised
- Quorum should be number that can be achieved, to **exclude** Directors. Co-ordinators can form part of quorum hence exclusion is Directors only.
- **It was agreed regulation change, changes in law etc. need to be dealt with at the time**, depending on materiality, and therefore sit outside of resolution process
- It was agreed recommendation for membership fees should be covered in Treasurer report, approved at a Board meeting, and then rationale for this included in AGM report
- EGM – Can only be called by Directors (majority) or by 5% of membership (c125 members)
- **Paper notices / voting papers required for members with no email address**
- **Governance email server established for notices**



## Key Changes – Regional Structure

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- Regional AGM to take place min 4 weeks before National AGM
- Minutes of Regional AGM to be posted to regional pages of website.
- **Notification to all members of regional AGM s needed even if a member has unsubscribed from MAILCHIMP**
- Regional resolutions deleted
- Regional Chairs to be directly elected into post at Regional AGM. Other roles e.g., Secretary etc are elected on to the Committee.
- It was agreed that Treasurer role is National only, if a committee has a regional role this is more akin to bookkeeper for keeping local records . No rotation of roles – defined terms only
- **Regional Chair elected for period of 3 years (max 3 terms of 3)**
- **Regional Committee members are appointed for 3 years – no rotation required.**
- Regional Committee members – 3 terms of 3 years for each role to encourage new members on to the committee and bring fresh thinking.
- **Quorum agreed at 3%- rounded up to next whole number- of membership as of 30<sup>th</sup> September – Regional Committee members not to be included in quorum.**
- Draft minutes to be made available from Regional Committees should go to the Directors
- Core list of roles for Regional Committees agreed.
- All regions to have a rally representative



## Key Changes – Membership

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### Appendix to address categories of membership added to Club Rules:

Applicable % of annual membership fee:

- |                       |   |
|-----------------------|---|
| • Full membership     | 100%  |
| • Cadet               | 50 %  |
| • Joint               | 150% restricted to 2 people, and at the same address. |
| • Friends' membership | 50% - this is a new category.                         |

Fees to be agreed and can be amended by Directors.

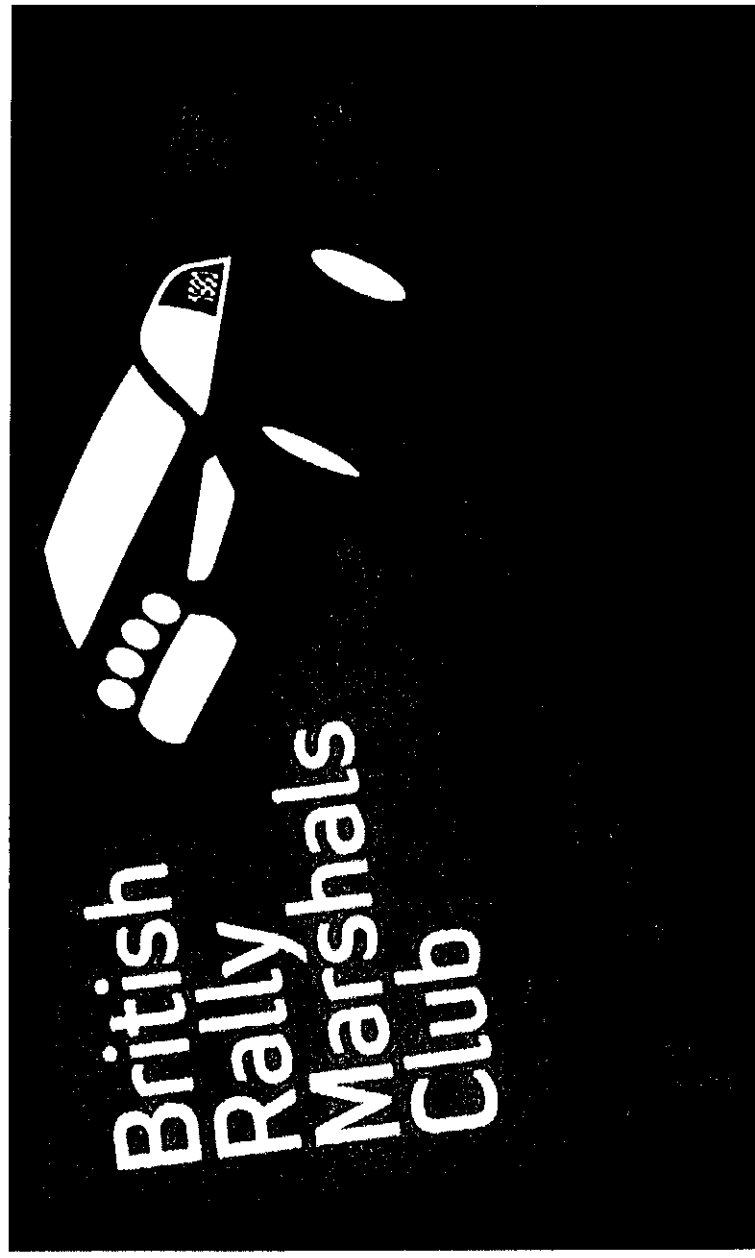


## Key Changes – Club Rules

- Definitions are to be as per articles
- Chairman is a defined term under Companies act and therefore is defined
- **Standing orders for BRMC sit below Club rules.**
- Circuits to be amended to venues
- **Insurance provision cover clarified** – does **NOT** include bike meetings
- BMMC/ BRMC can “veto” potential members if needed.
- Name of subsidy scheme clarified - **BMMC Subsidy Allowance Scheme**
- **Election of Directors /Officers –if an incumbent has done 3 terms of 3 and the process has been followed, with no suitable candidates, it was agreed that Directors can approve an incumbent extending their term beyond 3 terms of 3.**
- As above but to Regional /BRMC timetable and process
- It was agreed that notification of vacancies for Officer roles to be 6 months from National AGM to allow the process to be concluded before the Regional AGMs
- Change of Executive Officers to coordinators for clarity agreed.
- Regional treasurer removed as mandatory role – to be left as optional if region requires
- Register of regional committee members to be held
- Regional committee meetings – minimum number of meetings set, one person one vote irrespective of number of roles held, quorums agreed
- Members who are co-opted during the year- at next AGM they are appointed for 3 years from the AGM



# *Questions?*





# List of changes to the Articles of Association by Clause

Articles	Current version	Proposed version
<b>Part 1 - Interpretation and Limit of Liability</b>		
1 - Defined Terms		Additional defined terms added for clarity
2 Liability of members	Liability of members moved to Article 4	2 New article defining Objects of the Club 3 New article added defining powers of the company 4 Article 2 from existing - no change to wording
<b>Part 2 - Directors Executive officers , Non executive officers</b>		
3 Directors General Authority		5 Wording extended for clarity
4 Members reserve power		6 - no change to wording
5 Directors may delegate		7.1.a Co-ordinator added
6 Directors may appoint Executive Officers	Clause deleted	7.1.5 new article added re appointment of co-ordinators
7 Directors may appoint Non Executive Officers	Clause deleted	
8 Council may employ agents	Clause deleted	8 new article relating to Committees added
9 Council may elect a President and Vice		9 Article expanded for clarity
10 Committees	see proposed Article 8	
11 Directors and Executives to take decisions collectively	see proposed Article 10	10 Directors and Executives to take decisions collectively - clause expanded for clarity
12 Unanimous Decisions	see proposed Article 11	11 Article expanded
13 Force Majeure	Clause deleted	
14 Council	Clause deleted	
15 Calling a council meeting	Replaced by new article 12	12 Calling A Board meeting - new clause added
16 Participation in a Council meeting	Replaced by new article 13-15	13-15 Participation in Board meetings - new articles added for clarity
17 Quorum for Council meetings	Replaced by new article 16	16 revised quorum requirements added
18 Chairing of Council Meetings	Replaced by new article 17	17 revised wording for clarity
19 Casting Vote	Renumbered as 18	
20 Conflicts of Interest	Renumbered as 19	19 Article expanded
21 Record of Decisions to be Kept	Renumbered as 20	
22 Director discretion to make further rules	Renumbered as 24	21-23 Decion making outside of Board meetings - new clauses added
23 Directors	Renumbered as 27	24 - Wording amended
24 Executives	Clause deleted	27 wording expanded
25 Method of Appointing Directors	Renumbered as 28- 29	28-29 - wording expanded
26 Termination of Directors appointment	Renumbered as 31	30 Terms of Office - new clause added
27 Directors and Executives remuneration	Renumbered as 33-34	31 Article expanded
28 Expenses	Renumbered as 33-35	32 Removal of directors by full member - new clause added 33-34 new clauses added 35 wording amended





# List of changes to the Club Rules by Clause

Club Rules	Current version	Proposed version
<b>A The Club</b>		
A1	Clause deleted	A1 DEFINITIONS CLAUSE INTRODUCED
A2	Clause deleted	A2 Hierarchy of documents clause introduced
A3	Clause deleted	
<b>B THE CLUBS AIMS AND OBJECTIVES</b>		
B1 AIMS	Renumbered as A2	B1 new clause on the Clubs objects
B2 Objectives	Clause deleted	B2 Aims
C Territory of the Club	Amended to include Insurances	C1 wording amended for clarity C2 New clause to cover insurance C3-C4 new clause added for clarity
<b>D Membership</b>		<b>D Membership</b>
D1 Admission	Amended	D1-D1.10 - wording amended plus additional clauses added
D2 Subscriptions	Amended	D2.1-D.2.3 wording amended , additional clause D2.3 added
D3 Termination of Membership	Amended	D3.1-D3.3 wording amended , additional clause D3.3 added
E Grading	amended	<b>E GRADING</b> - Amended to include mandatory Motorsport UK registration
F Members under 18	Amended	<b>F Members under 18</b> - Amended for clarity
G conduct of members	Amended	<b>G Conduct of members</b> additional clause added at G5 to address reporting of breaches
H Regalia	Amended	<b>H Regalia</b> - wording added for clarity
<b>J NATIONAL COUNCIL</b>		<b>J BMMC DIRECTORS AND BOARD</b>
J1 Mandate	Clause deleted	J1.1- J1.4 The Directors - clauses added
J2 Powers and Functions	Clause deleted	J2.1- J2.12 Election of Officers - clauses added
J3 Constitutions and Elections	Clause deleted	J3.1- J3.12 Election of Regional Chairs - clauses added
J4 Council meetings	Clause deleted	J4 Appointment of Presidents and Vice Presidents - J4.1- J4.6 clauses added
J5 Council Voting Power	Clause deleted	J5 Appointment of Co-ordinators - J5.1- J5.9 added
	New clause	J6 Board meetings



# List of changes to the Articles of Association by Clause

<b>K Regional Committees</b>			<b>K Regional Committees</b>
K1 Mandate	amended		K1 Role -wording amended
K2 Regional Power and Functions	amended		K2.2.2 wording amended
K3 Constitution and Election	amended		K3 Regional Committee Structure and Elections - new clauses 3.1.3.19 added
K4 Meetings	amended		K4.1-4.7 - wording amended
K5 Regional Committee voting powers	Clause deleted		
<b>L Special Interest Groups</b>	amended		L1-L4 words - amended - introduction of Standing orders for SIG
<b>M General Meetings of Members</b>			<b>M General Meetings of Members</b>
M1 - The Clubs AGM			M1 - The Clubs AGM
M1.2 notice of AGM	amended		M1.2 cross reference to Articles 42-54
M1.3 Notice	amended		M1.3 Quorum amended to exclude Directors
M1.4 Quorum	renumbered as M1.3		m1.4-M1.5 additional clauses added
M2 Regional and SIG AGMs			M2 Regional and SIG AGMs
M2.1-M2.3	amended		M2.1-2.9 - wording amended for clarity
M3 Extraordinary General Meetings			M3 Extraordinary General Meetings
M3.1 - M3.2	amended		M3.1-M3.19 - additional clauses added
<b>N FINANCIAL</b>			<b>N FINANCIAL</b>
N1	amended		N1 - wording amended
N2	amended		N2 - wording amended
N3	amended		N3 - wording amended
N4	amended		N4 - wording amended
N5	amended		N5 - wording amended
N6	amended		N6 - wording amended
N7	amended		N7 - wording amended
N8	amended		N8 - wording amended
N9			N9 - no amendment
<b>P Observance of rules and Articles</b>			<b>P Observance of rules and Articles</b>
P1	amended		P1 wording amended
P2	clause deleted		
<b>R Alteration of Club rules</b>			<b>R Alteration of Club rules</b>
R1 Amendment to rules by GM	amended		R1 - R5 wording amended to allow amendment by Directors
<b>S Dissolution of Club</b>	clause deleted - escalated to Articles		
<b>T President / Vice President</b>	clause deleted - escalated to Article 9		



	EGM ONLINE VOTE			PAPER VOTE			EVOTE			TOTAL			TOTAL %		
	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN
TO APPROVE THE ARTICLES OF ASSOCIATION	28	0	0	9	0	0	45	2	2	82	2	2	95.35%	2.33%	2.33%
TO APPROVE THE CLUB RULES	28	0	0	9	0	0	45	3	1	82	3	1	95.35%	3.49%	1.16%
TO APPROVE THE STANDING ORDERS FOR BRMC	27	1	0	9	0	0	42	2	6	78	3	6	85.66%	3.45%	6.90%

