Old Wilsonians' Association

Minutes of the Annual General Meeting of the Old Wilsonians' Association, held on Thursday, 15th December 2022 at the Clubhouse Hayes and by video link, 19:30

Attendees:
Actual: Mark Mace, Nick Mole, John Drabwell, Mike Pike, Chris Gurr, Steve Millward, Chris Kingshott, Toni Junge, Adam Stone, Andrew French, Andrew Turner, John Cornish and Roger Matthews.
Zoom: Neil Kendrick, Mick Pilgrim, Jasper Gundry-White and James Sparrow.

1. Apologies for absence
Clive Peckover, Bill Hartley, Clive Prince, Malcolm Taylor, Stuart Paton, Neville Spencer, Bob Bevan, Pete Davis, Les Wilkes, Alex Forbes and Jamie Parkinson (Who made his voting intentions known to the Council prior to the meeting.)

2. Minutes of previous meeting (Tuesday, 7th December 2021)
Mark Mace asked if it was agreed that the Minutes of the 2021 AGM were an accurate record.
Acceptance of the Minutes was Proposed by John Drabwell, Seconded by Mike Pike and approved by the meeting.

3. Matters arising
None were raised.

4. Report of the President/Chairman of Council *Mark Mace*

It is very pleasing to be able to report that things have well and truly got back to normal at the club following the COVID challenges of the previous couple of years. It's heartening to see everyone back at the club using the facilities to the fullest and all sections of the clubs thriving as reflected in the respective reports from the subsidiary chairs.

For the OWA itself, by far the most significant achievement of the previous year has been the successful completion of our application to become a Charitable Incorporated Organisation. We received final confirmation of this from the Charities Commission as recently as Friday 9 December – perfectly timed ahead of the AGM. I'd like to extend my thanks to everyone who has helped with this initiative over the last 3 years or so. It was very much a team effort, but in particular I must say a huge thank you to Roger Matthews who has tirelessly supported me through the many, many conversations and document exchanges with the solicitors who were advising us through the process. It has taken much longer than expected, but it's the most significant change to our organisation since its inception nearly 120 years ago. It was important to make sure that we got the new structure exactly right to ensure we reflect the changing make up of our membership and ambitions for the future, whilst honouring our history. I am confident that we've achieved this. There is still a lot of work to be done in terms of formally transitioning to the CIO from changing the land registry records, to opening new bank accounts. Most importantly we need to get the new 'OW Sports Club Council' up and running to take over more of the day to day running of the club. I will continue to work with the subsidiary clubs to find volunteers for the roles and to hone the "Old Wilsonians Sports Club Management Framework" which will define how the OWSCC operates under the stewardship of the CIO trustees whose role will become more one of oversight. The various

documents defining the new structure are available to all members. They will be shared again with all the documentation relating to this year's. In short, formally achieving CIO status is a momentous achievement of which I'm very proud.

Another positive to be able to report is the completion of a new 30 year lease with one of the telephone mast operators. My thanks to Nigel Jordan for all his help in this regard. In a change from previous leases, we've opted for a longer term lease with a large lump sum rental of £45k to be paid half now and half in 12 months. It was felt by the OWA Council that a large injection of funds would be more useful than continuing to receive small amounts on a regular basis. Especially with a couple of expensive priorities that need to be considered in the short term – a revamp of the club house interior and improvements to car parking.

The first of those is my next priority – it is imperative that we undertake a full and professional revamp inside the club house. It is looking very tired and dated and is way beyond a lick of paint over a club force weekend. Jasper and I have already engaged with a number of interior designers and are considering the proposals received. Broadly speaking, we will engage an interior designer to come up with the overall design, work with them to define the specification in detail, i.e., which furniture, flooring, wall finishes, lighting etc and then have them project manage the work through to completion. The various workstreams involved will be put out to tender to ensure we get the best value we can. My aim is to try to do as much of the work as possible during the crossover between Football and Cricket to minimise the impact on the bar. However, it's unlikely that we'd be able to complete the work in that timeframe, so will consider how to best handle the disruption as part of the planning.

As agreed at last year's AGM, my term as president was extended by a year and will end at the next AGM in Dec 2023. I'm very pleased to announce that Stuart Paton has agreed to take on the honour of being the next OWA President. Stuart is a stalwart of the football club. He has played well over 500 games, scored countless goals and held just about every council position there is, including being chairman over the clubs 125th anniversary a few years back. He still works hard behind the scenes producing the weekly football newsletter. Once we have the new structure fully in place, the role of OWA President should become much more an honorary position, with responsibility for oversight of the new OW Sports Club Council (OWSCC), which should take over dealing with the day to day running of the club. That will also free the up the role of OWA President to focus more on building relationships with the School and Old Wilsonians' Alumni outside of those who participate in sports at the club. An area in which the OWA has been somewhat neglectful in recent years. I will be working with Stuart over the next 12 months to continue to develop our strategy in that regard.

However, in order for our transition to the new structure to be successful, we must put in place the new OWSCC. In the coming months I will work with the rest of the current OWA Council to create some Heads of Terms for the proposed roles and then liaise with the subsidiary clubs and the wider OWA membership to identify candidates to fill the roles. So, during 2023, we will slowly transition to the new structure as the OWSCC positions are filled, with the current OWA council continuing to fulfil the vacant roles, thus ensuring that the club continues to run effectively. So, if you'd like to get involved more in the running of the club, or just get some insight of what it might entail, please get in touch with your subsidiary club chairperson, or contact me directly.

Here's to another hugely successful year for the club in 2023 and hopefully the completion of more significant development projects.

In response to a question from JGW, MM confirmed that as far as possible the views of the Subsidiary Clubs would be taken into account with regard to the refurbishment of the clubhouse.

5.Resolutions regarding status and structure.

1. Resolution regarding status and structure of the OWA

   The members attending this AGM are asked to approve the following resolutions:

   a. Proceed with the transition of the Old Wilsonians' Association (OWA) to become the Old Wilsonians' Association Charitable Incorporated Organisation (OWA CIO), in accordance with the OWA CIO Constitution v1.0 once it is approved by the UK Charities Commission.
   b. To take all steps necessary to effect this, including taking any further legal advice as required.
   c. Transfer of all the assets and liabilities from the OWA to the OWA CIO and proceed to dissolve the OWA in accordance with the provisions of its constitution.
   d. Appoint the following as the first trustees of the new CIO:
      i) Michael John Pilgrim
      ii) Mark Andrew Mace
      iii) Nicholas Mark Mole
      iv) Alexander Forbes
      v) Neil Michael Kendrick

   e. Creation of the Old Wilsonians' Sports Club Council (OWSCC) and appointment of its postholders;
      i) Chairperson
      ii) Secretary
      iii) Treasurer
      iv) Estates Manager (buildings and grounds)
      v) Marketing and Communication Representative
      vi) Health, Safety and Safeguarding Representative
      vii) Subsidiary Clubs' Spokesperson

   f. Adoption of the OWSCC Management Framework v1.0

John Drabwell asked what benefits CIO status would bring to the Old Wilsonian Association and MM explained that:

1) Becoming a CIO gives the club a more formal legal structure than it had previously as an unincorporated Association. The Charities Commission would also require trustees to serve for a specific period of time and then be changed on a regular basis.
2) The trustees would benefit from reduced personal liability exposure for possible shortcomings at the Club, which currently are covered by additional insurance.
3) Financial benefits may also be expected, with regard to taxation and rate relief. It is also anticipated that the new status would bring greater access to and success in applying for available grants and funding.

Clarification was asked for, in respect of the question as to whether Honorary Old Boys, could be Trustees. MM confirmed that they could, if elected fill one position, this applies to both male and female HOB's.

The resolutions were Proposed by Steve Millward and Seconded by Adam Stone and passed unanimously

6. Treasurer's Report
Nick Mole's Report

NM went through the income and expenditure figures for 2021-2022 referring to the balance sheet where necessary. He reported that the Association had seen light and heating costs increase compared to last year, but that was to be expected as those services were used more since Covid restrictions were lifted. An increase in the cost of insurance was the result of a revaluation of the Associations assets resulting in a higher premium.
Income and profit from the Bar had returned to pre Covid levels and the balance at the Bank remains healthy robust.

Mark Mace said that over the coming year he would be comfortable in spending in the region of two thirds of the balance currently in the bank, on one or more of the major projects that were under consideration.
The one area where a review would have to take place, is Subsidiary Club rents, as this had not been looked at for some time. The Association works on the basis that the rents received from the Clubs, should be sufficient to cover its day to day running costs and currently, this is not the case and an adjustment will be required. What is being proposed in future, is that the Association will say how much is required in total, and the Clubs will be given an opportunity to work out amongst themselves, how that is split. If a resolution cannot be reached by the Clubs, then the Association will step in and apportion the split.

Chris Kingshott, encouraged the Association to consider having one person responsible for researching the availability of grants and funding. An example was quoted of another local sports club, which was considerably smaller than the Association, which had successfully applied for £187,000 of grant money from the Football Association. The view is, that it is available but has to be sought out and knowledge and experience of how to seek funding and make a successful application is better directed through one person than a piecemeal approach.

Overall, the finances of the Association were seen to be in good order and acceptance of the Accounts was Proposed by Chris Kingshott, Seconded by Jasper Gundry-White and passed unanimously by the meeting.

7. Bar Report
Jasper Gundry White's Report

This has been our 1st full year since Covid and we have had no closures except for the Christmas period of 5 days. We will close over the Christmas period this year again as in previous years.
Overall, the introduction of our new provider Greene King has gone well, a few teething problems with the coolers but nothing major that needs reporting.
One of our major issues in previous years was a somewhat inconsistent quality of beer, especially the Guinness, this I now believe has been rectified by the purchase of a new glass washer and drying device. In addition to that we now have implemented a glass cleaning routine that should ensure the quality of beer is maintained.
This has been a learning curve for myself and we will endeavour to maintain the standard and continue to improve.

As for numbers, the turnover on wet sales this year up to September, has been £242,854, this is an increase of over £80K from last year. Once costs are factored out we are looking at a profit of £52,369.
As our wet sales have increased our cleaning of the cellar has become a larger time factor to ensure that the quality is provided. We all do this on a part time basis and lot of voluntary hours are involved to ensure we keep our costs down.
Next year we are looking to develop the catering aspect of the service that we provide and will be liaising with experienced local advisers in this respect.
I have to say thank you to all our bar staff who have been great over the past year. I hope they all continue next year.

A vote of thanks was passed for all the hard work that JGW and his team have contributed throughout the year.

8. Clubhouse report
Anton Snowsill's report
Clubhouse hirings are now back to pre-pandemic levels.

We have not increased the hire charge this year, as in the current financial climate, everyone is looking at the bottom line. We are very good value in the local area.
Jasper and Steve have done brilliant work behind the bar and in the kitchen, keeping everything running smoothly.
The decor and furnishings in the bar are now beyond tired. It would be great to attack 2023 with a concerted effort to remedy these issues.

Neil Kendrick mentioned that the cleaning contract has been changed and asked to be kept advised of the standards that were being maintained.

9. Sports Club report
The Clubhouse report, is reflected in MM's President's report, which outlines the preparation and planning which has gone on this year and will translate in 2023, into an implementation programme to ensure that the Clubhouse is decorated and modernised to the required standard.

10. Ground report
Steve Millward's Report

Whilst 2022 has seen a full schedule of sporting activities, maintaining the grounds to a good standard has been particularly challenging due to the extremes of weather that have been experienced and I believe Ian Muir has coped well throughout.

Main Ground
Football – the main pitches, particularly the goalmouths, were well worn when the usual renovations were carried out, with the ground disc seeded and 60 tons of rootzone spread over the pitches. With little rain and low temperatures during the rest of April and beginning of May, deploying sprinklers for over two weeks before cricket started and then continually during a long dry hot summer, with a record amount of water spread over the outfield, the pitches were not in the best condition before the start of the 2022-23 season. Whilst the OWFC has maintained the number of teams it runs on Saturday at seven, the number of 11-a-side junior teams on Sunday has increased further from 12 to 15, as well as the Vets and Super Vets teams playing more frequently. The number of matches being played over the weekend has therefore increase again and is now well beyond what should be considered as acceptable. As a result, I expect the pitches will deteriorate at a faster rate, especially the goalmouths. Again, some junior footballers are still unwilling to keep out of the goal mouths, removing the stake and rope in front of the goals and continuing shooting practice if not watched over. The bars securing the nets have also been damaged and two will need to be replaced before next season.
Although car parking on Saturday afternoons and Sundays is being monitored, the potential for gridlock on Sundays during winter months has greatly increased.

Please note that our current expectations are, that the main ground will be available for football up to the weekend after Easter, the 15th/16th April 2023. Renovations will then take place over the next 19 days prior to commencement of cricket on Saturday 6th May.

Cricket – The roller's diesel engine suffered a major breakdown during pre-season rolling. Fortunately, the roller continued functioning with reduced power until a new engine was fitted. In spite of the extremely dry weather, very good pitches were once again produced throughout the season. Although sprinklers were deployed 24/7, parts of the outfield remained very dry and rough, with small patches dying off. We achieved pitch markings of 86.3% (90% in 2021) from the Kent League panel umpires (4th of ten for Div 1 and 8th of thirty for the three top divisions).
The usual renovations were carried out to the square after the season ended and we should be able to maintain a similar level next year.
Repairs to or replacement of the covers are long overdue and the nets are in a very poor condition. Unfortunately, few if any of the post season jobs that are normally carried out by the cricketers have been completed. Once again, with none of the slats removed, the sight screens were toppled during the first strong winds of the autumn, with many of the slats now damaged.

Mike Pike apologised on behalf of the Cricket Club for these regrettable failings.

Tennis – Courts one to four were renovated at the end of the summer and a large quantity of sand added. This is causing a considerable problem with the wet weather as the leaves start falling. If the Billy Goat is set low to suck up wet leaves, it also starts to bring up the sand. And when the brush is deployed, it too brings up sand if set low enough for the leaves. I have had to purchase a more powerful leaf blower that can clear the courts of any wet leaves and

other debris. Ian Muir now spends even more time on the courts. Additional spraying of the courts has also been required to kill off any moss.

Hawes Down
Football – there continues to be significant wear in the goalmouths of the 7-a-side and 9-a-side pitches and renovations of these areas will be required at the end of the season. Previously renovated areas remain in good condition and drainage does not seem to be a particular issue in these areas now. However, due to the increased rainfall during November, HD is currently very wet and soft. I am therefore arranging for both 11-a-side pitches at HD to be verti-drained during the Christmas break.
Some of the junior football goal nets are very worn and patched up and will need to be replaced.

Please note that HD will be available for 11-a-side football up to and including Sunday 1st May 2022, with junior 9/7-a-side football guaranteed to Sunday 8th May.

Cricket – The roller was serviced early in the year and, with its weight again increased, the square was continually rolled pre-season and pitches rolled as required during the 2022 season. As a result of the extensive rolling and renovations carried out at the end of the previous season, there was an improved condition in all pitches provided. In order for this standard to be maintained next year, post-match renovations included scarifying, seeding and dressing with more Ongar loam. Extensive pre-season rolling will again be required.

General
A new irrigation system for the main ground still remains a top priority. It was extremely difficult to combat the drought-like conditions of the summer, with the grass dying off in some areas of the outfield near the fir trees.
Ian Muir continues to be contracted to carry out all ground maintenance. Work is back to pre-pandemic levels and the amount paid to Ian Muir was increased in March by just over 8%.

On Sundays, although the OW Juniors have been employing a car parking monitor and the number of parking issues has dramatically reduced, capacity continues to be a problem since on occasion the league schedule too many 11-a-side junior matches at home. In spite of pitches being hired at a separate ground, this situation will only deteriorate in the 2022/2023 as there are now fifteen 11-a-side junior teams as well as the Vets and Super-Vets.
Also, the ground along the edges of the driveway around from the main gates towards the bungalow and tennis courts continues to be worn away due the amount of parking required on these previously grassed areas.
Additional hard surface parking spaces at the main ground are a now an absolute priority.

The maintenance contract for HD will again come up for renewal on the 1st March next year. The contract is subject to approval by both the OWA and the schools. I will be seeking the approval of the Heads for any new terms as well as going through any other issues that are included for discussion. Maintenance costs are now shared 50/50 between the schools and the OWA. Note that costs to outside contractors for verti-draining and large one-off renovations are paid 100% by the OWA.

The Gardening Team continues to regularly meet every second Tuesday of the month. Unfortunately, one of the memorial trees did not survive the dry hot summer and so a replacement has been planted, together with a fourth memorial tree in memory of Mike Harris.

Neil Kendrick said he believed that the groundsman's contract should be put out to tender in 2024, as it has not been done for some time.
NK also advised the meeting that £33,000 of grant money had been secured for Hawes Down and £5,000 for Hayes in respect of irrigating the pitches. The greater amount for Hawes Down was because they are viewed as in poor condition, while Hayes are viewed as good. This money will be received over the next six years.

Chris Kingshott acknowledged the difficulties that existed regarding demand for parking spaces, particularly on a Sunday with the Junior Football Teams. In this respect the Junior Football Committee will be meeting in January to see how best to manage the numbers involved.

11. Confirmation of President for 2022/2023
Mark Mace advised the meeting that as discussed, the previous year he would be pleased to serve as President for the third year, of his extended period of office. He also said that as mentioned in his report he was pleased that Stuart Paton had agreed to become President in Waiting and will succeed Mark in the role of President for 2023/2024.

The proposals that Mark should undertake a third year as President and that Stuart should become President in Waiting were Proposed by Nick Mole, Seconded by Mick Pilgrim, and passed by the meeting.

12. Election of Vice Presidents
Mark Mace said that the Association wished to recognise the efforts of two of its members and was putting their names forward for consideration as Vice Presidents.
Firstly, Nick Mole who in his role as Treasurer has greatly improved the provision of financial information to the Associations and the maintenance of its accounts.
Secondly, Barnes Clanachan, who has for a number of years, been responsible for organising and running the annual golf day, which has not only proved to be a very enjoyable event, but had also raised a great deal of money.
Both members were Proposed by John Drabwell and Seconded by Mike Pike and passed by the meeting.

Existing Vice Presidents:
Gerry Adams, Terry Adams, Ron Ashdown, Lou Barry, Bob Bevan, Mike Curling, Pete Davis, John Drabwell Alex Forbes, Doug Forbes, Mike George, Bill Hartley, Ross Hartley, Neil Kendrick, Dave McCarthy, Andy McClinton, Jim Matthews, Roger Matthews, Dave Mew, Cliff Milledge, Stuart Paton, Clive Peckover, Mike Pike, Ian Pilgrim, Mick Pilgrim, Stan Quantrill, Ian Rayworth, Gerry Reaseley, Andy Smith, Anton Snowsill, Malcolm Taylor, Andy Udale, Dave Wakeford, Les Wilks and Steve Wisson.

All existing Vice Presidents were re-elected on block, having been Proposed by John Drabwell and Seconded by Mike Pike and passed by the meeting.

13. Old Wilsonians' Sports Club Council
Election of interim Officers for 2022/23

President:	Mark Mace
President Elect:	Stuart Paton
Hon Secretary:	Roger Matthews
Hon Treasurer:	Nick Mole
Estates Manager (Building and Grounds)	Neil Kendrick
Marketing & Communications	Alex Forbes
Health and Safety	Mick Pilgrim

Old Wilsonians' Sports Club
Non-Council roles.

Life president	Mike Pike
Club Captain	Tony Sherlock
Sports Club Secretary:	Anton Snowsill
Membership Secretary:	Mike Pike
Editor of NOW:	Malcolm Taylor
Bar Management Team:	John Drabwell, Jasper Gundry White, Steve Lawrence, Mathew Gundry White
Ground Manager:	Steve Millward
Buildings Manager:	Paul Jenkins
Membership Committee:	Paul Jenkins, Stuart Paton and Mike Pike
Disciplinary Committee:	Stuart Paton, Clive Peckover and Mick Pilgrim
Appeals Committee:	President and two members of the Management Committee

It was confirmed that Tony Sherlock would undertake a second year as Club Captain.

All of the above were Proposed by John Drabwell and Seconded by Mike Pike on block and passed by the meeting.

14. Election of Honorary Old Wilsonians

Existing Honorary Old Wilsonians:
George Wing, John Lucock, Ray Neve, Paul Jenkins, Denise Pilgrim, Stephen Millward, Clive Prince, Jasper Gundry-White, Nigel Jordan, Andy Steel, Nick Fuller, John Martin, Jill Forbes, Caroline Maxwell, Jan Jenkins, Judith Heayberd, Bob West, Norman Holmes, Archie Whitaker, Jake Johnson, Chris Gurr, Adam Stone, Tony Sherlock, Margo Lawrence, Justin Pryor and Laki Kastiruratne.

There were no nominations for Honorary Membership this year.

15. Reports of subsidiary clubs

May be viewed by holding control and clicking on OWA AGM 2022 (oldwilsonians.com)

16. Any Other Business

Prize Draw
MM explained that one of the changes which would have to take place as a result of the Association gaining Charitable Status, was the re-alignment of the prize draws to ensure that they comply with HMRC requirements.
In this respect, it has been decided after due consideration to close both existing draws and re-launch them with a new draw schedule, and with increased subscriptions providing higher prize money. This it is anticipated, is likely to generate a greater number of participants. There will be a shortfall of funds to the Club until all arrangements regarding banking and membership details are in place, but in the long term financially the Association expects to benefit and both schemes will be a lot easier to manage.

Water Softeners
Steve Millward said that the water softeners are out of action, they have never been serviced and they really need to be replaced at a cost of approx. £1,200. It was agreed that Chris Cornish should be approached to help take matters forward and that in future the new softeners should be regularly serviced.

SM also mentioned that a fir tree had come down and a tree surgeon had been called, as yet the exact cost was unknown.

Clubforce Weekend
Mike Pike said it was important that the Association should endeavour to have a Clubforce Weekend. This was not only to do the odd jobs that otherwise get overlooked or put to one side, but also to save money where possible, which in the long term can only have a beneficial effect on the level of members subscriptions. Perhaps also, most importantly, to encourage a sense of pride and ownership by the members in their Club.

Memorabilia
MP also mentioned that he had discovered a picture of Wilson's Football team taken in 1919, in which Bert Bourner, the Association's benefactor was a participant. It will be displayed in the Presidents Lounge.

There being no other business the meeting closed at 9:30pm.