

Oxfordshire & North Buckinghamshire Counties ASA

President: Oliver Stockland

Chair: Karen Underwood



MINUTES OF SPECIAL GENERAL MEETING HELD

ON 28th SEPTEMBER 2023 AT 7PM

Present:

| | | | |
|---------------------------------------|---------------------------------------|---|---|
| K Underwood (Chair/Officials/COSC) | I Rennie (Secretary/Banbury) | Christine McLintock (Treasurer/ADSC) | M Fuller (Oxford & Witney Artistic SC) |
| C Manetta (Banbury Treasurer) | S MacNab (Swim Sec/Maxwell) | P Shaw (KGSC) | S Wordsworth (COSC) |
| C Clavaud (County Lead TM/W&DSC) | S Fabes (Constitution Checker/CMK) | H Wilson (County Coach/CMK) | H Robbins (COSC) |
| A Readhead (Disability/Maxwell) | N Lavena (BBF Secretary) | G Scrivener (BBF Communications) | K Hutchinson (SER Development) |
| C Brosnan (4SSC Chair) | | | |

| | Agenda Item | Discussion and Decision | Action |
|-----|-------------------------------|--|--------|
| 1. | Apologies/Opening Remarks | <p>The Chair welcomed all attendees to the meeting. Minutes of the 11th July 2023 meeting had been sent out to members on 24th July 2023 on 19:10hrs. Notice and papers for the Special General Meeting were sent out to members on 5th September 2023 at 13:15hrs.</p> <p>Apologies were received from:</p> <ul style="list-style-type: none"> Oliver Stockland (President/ADSC), Louise Croft Baker (Thame), Kate Dingel (AVSC), Simon Joyce (Masters/KGSC), Stephen Wynne-Jones (Social Media/CMK), Kim Weetman (SwimMark Coord/4SSC), Emma Anderson (TM/Banbury), Paul Baybutt (County/CMK) L Clarke (Welfare/Maxwell) | |
| 2.a | ONB Status Paper (Discussion) | <p>The Chair introduced the paper and thanked P Shaw for his assistance then handed over to C McLintock.</p> <p>The details of the proposal and changes from that presented previously were reviewed.</p> <p>It was confirmed that whilst many other Counties are considering a change in structure that 2 were actively looking at it:</p> <ul style="list-style-type: none"> Yorkshire Derbyshire <p>It was confirmed that there has been a case where Swim England Insurance has refused to pay, and debts have forced closure of a Club with the Principal Officers as per the Constitution being personally liable for the outstanding debts.</p> | |

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| | | <p>It was confirmed that Clubs allocated by Swim England South East Region to ONB would become Corporate Members in the new structure, Clubs would not have a choice.</p> <p>The options of CIOA and CIOF were outlined with the reasons for choosing CIOA being that Clubs would be the Members and would have a vote at the AGM.</p> <p>The Tax position was outlined along with the benefits of the Charitable status.</p> <p>It was confirmed that the transition would not impact the Swim England Insurance.</p> <p>There will be 2 new posts in line with Swim England Governance Requirements: Vice Chair OMS Administrator</p> <p>Clubs' liability will be limited to a nominal sum in the range of (£1-£10).</p> <p>It was highlighted that all Swim England Clubs are required to allocate trustees for their assets and register the trust by December, this is a similar process to the proposed incorporation but whilst meeting HMRC requirements does not confer any protection on any roles named in a Club's constitution who are liable for any club debts. That is the clubs would still be unincorporated.</p> <p>The cost of the transition was discussed, and that Charity Excellence will do the work Pro Bono. The Treasurer declared a Conflict Of Interest as Charity Excellence is run by her spouse. This was noted by the meeting.</p> <p>The minutes of Trustee Meetings will be published as usual. Clubs will only attend AGM.</p> <p>Clubs will provide input through a Club Voice subcommittee for which they will all provide a representative.</p> <p>Clubs may "Shadow" the process; any Club wishing to do so should notify the Treasurer who will ensure they are copied on all correspondence.</p> | |
| 2.b | ONB Status Paper (Vote) | <ol style="list-style-type: none"> 1. ONB ASA incorporates to become a Charitable Incorporated Organisation Association. <p>Agreed – Unanimous</p> <ol style="list-style-type: none"> 2. The Treasurer is appointed as the lead person for this project. | |

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| | | <p>Agreed – Unanimous</p> <p>3. It is agreed that Club Voice is incorporated through the creation of the Welfare, County Championships, County Coordinator's and Club Voice Committees.</p> <p>Agreed – Unanimous</p> <p>4. The proposed Board of Trustees of the CIOA is as at Annex 1. There will still be other responsibility posts within ONB ASA but they would not be Trustees or on the Board.</p> <p>Agreed – Unanimous</p> <p>5. Appoint a Vice Chair and Online Administrator for OMS (we will need to do this anyway to comply with the new Swim England governance code for Counties).</p> <p>Agreed – Unanimous</p> <p>6. The Corporate Members are at Annex 2. It should be noted that an individual Member cannot also be a Trustee.</p> <p>Agreed – Unanimous</p> <p>7. Any ONB ASA club that wishes to become a CIOA can "shadow" us to learn about what is required as we move to incorporated status.</p> <p>Agreed – Unanimous</p> | |
| 6. | AOB | The Chair thanked all for attending the SGM. | |

The Special General Meeting closed at 19:40hrs.

Iain Rennie
ONB Sec

Date: 29th September 2023

Chair Signature:

Date: