

BRADFORD PARK AVENUE COMMUNITY FOOTBALL CLUB LIMITED
Company number RS007337

MINUTES OF ANNUAL GENERAL MEETING

held at the Midland Hotel, Bradford on Thursday 26th January 2017 at 7.15pm.

46 members were present at the meeting, and also Jayne Spencer (Community Development Manager) and Mark Bower (First Team Manager).

The meeting considered the following ordinary business:

MINUTES OF PREVIOUS MEETING

The minutes of the previous meeting held on February 26th 2015 had not been distributed, since they were a record of the final meeting of the old company, Bradford (Park Avenue) AFC Limited. This being the first meeting of the new company, the minutes were not entirely relevant, but they were made available to anybody who requests a copy.

ACCOUNTS

A summary of the accounts of Bradford (Park Avenue) AFC Limited for the year ended 31st May 2016 had been distributed along with the notice of the meeting. Phil Lawler said that these have no relevance to the current operation except in so far as the balance sheet establishes the opening creditors of the new company. The trading figures for that year included some non-recurring items, and although the club still operates at a deficit, it is not as great an annual deficit as that shown in 2015/16.

PL said that the opening creditors of approximately £700,000 are mainly directors' loans, and these will be carried forward as a mix of Community Shares and Directors' Loans in the accounts of the new company. Community Shares are repayable at some point in the future, but can only be repaid from future profits, so there was little or no prospect of any repayment being made in the short term. For members this provides some security, knowing that that money cannot be taken out unless we are in surplus.

The accounts were unanimously adopted by shareholders.

APPOINTMENT OF DIRECTORS

PL reported that Paul Wood and David Bruce were retiring from the board in accordance with the club's rules, but that Paul Wood had put himself forward as a candidate for re-election. This means that, assuming he is re-elected, the club will have 6 continuing directors. 6 further members had been nominated for directorship, and if all were elected this would take us to a total of 12 directors, which is equal to the maximum allowed by the club's Rules.

PL explained that a proposal had been made by the board to reduce the total from 12 to 10, purely because it was considered that a board of 12 people would be difficult to co-ordinate. This proposal was the next item on the agenda. However, even if changes to the Rules are approved by the meeting, any changes are subject to approval by the FA and by the Financial Conduct Authority, and this could take time, perhaps up to a few months. Therefore, for the short term at least, with a board of 12 we would be operating within our permitted maximum. PL said it would be unfortunate if we had to vote for and against individuals, given that at the present time we are within the permitted range. Therefore he recommended that Paul Wood, Dave Stordy, Ben Harvey, Andy Oversby, Trevor Heylings, Neil Fawcett and Colin Barker be elected en bloc.

Members voted unanimously in favour, and the above nominees were appointed to the board.

Mike Stead proposed, and all members agreed, that a vote of thanks was due to David Bruce. PL said that he would communicate this to David following the meeting.

APPOINTMENT OF AUDITORS

Shareholders unanimously authorised the board to reappoint Messrs. Bostocks, Boyce and Welch as auditors to the company, should the board decide that an audit was necessary.

The meeting then considered a Special Resolution to change the Rules of the Company

CHANGES TO THE CLUB'S RULES

PL said that the proposed changes had been circulated along with the agenda, along with the reasons. A change to the rules requires a Special Resolution, needing 75% of those voting to vote in favour.

He reported that there had been one vote by proxy against the changes, as one member was not in agreement with the proposed changes to the disciplinary rules. However, no argument had yet been advanced to support this objection. Russ Whittingham said that the objection had come from his brother, who was unable to attend the meeting. There was a discussion about the validity or otherwise of the proposed change, and the matter was left unresolved. However, although we had one proxy vote against the proposed change, no amendment had been tabled, so the matter was put to the vote along with the other changes which had been circulated.

Tony Niland proposed, and Phil Lawler seconded, an amendment whereby Rule 28.2.2.2 would be deleted from the Rules. The effect of this is that although a member of the board would be on each committee, the board member need not necessarily be the Chair of the committee.

After further discussion, with one proxy vote against, members otherwise voted unanimously for the changes proposed with the notice of the meeting (which are attached to these minutes as "Document A") along with the deletion of clause 28.2.2.2.

OTHER BUSINESS

Gareth Roberts outlined the future plans for the club. They included, not in order, the negotiation of a lease on the stadium and attached sports fields; removal of the running track; following broadly the Harrogate model of 3G pitch, along with hospitality and generally improving match-day experience; expansion of the Academy; increased Sponsorship; and an increase in membership of the Community Benefit Society.

Roger Banks was disappointed that we had not promoted the CBS, and he felt that people do not know about it. It was agreed that we need to do a lot more.

GR spoke of the need for a new security fence as a priority, as it is not worth investing capital in assets which soon get vandalised.

The discussion included access to the ground. GR said that once we have the lease we can develop more car parking, and although we cannot improve Cemetery Road, we can remove the coaches from the road, which will ease congestion.

Chris Holroyd asked about the timescale for a lease. Joe Mosley said it had to be timed to suit us as well as the council, because as soon as we sign a lease we become liable for all the running costs of the stadium. Negotiations were ongoing. GR said that although we cannot dig a sod until we have a lease, planning and design can take place in the interim, so we are not at a standstill.

Lewis Sale recommended that we organise a community clean-up for the stand, which was dirty. The new board will take this on board.

Jayne Spencer is now our Community Development Manager and will be promoting membership of the CBS amongst other things. Russ Whittingham said that although we are a south Bradford club, we should be prepared to promote ourselves city-wide and recommended holding city-centre events. Roger Banks said that he had approached a number of supermarkets who were happy for us to promote through them. These matters all to be considered by the new board.

Chris Holroyd said that our communications need to be improved. Joe Mosley said that Joe Cockburn would be appointed full-time when his studies are completed, and it was felt that a newsletter would be useful, including a printed version for those who do not use the Internet. Lewis Sale said that he was happy to be involved in any initiative of this kind.

Jayne Spencer was invited to present her new outline strategy for community development, and she tabled her vision, which was warmly accepted by members present.

The annual golf day is to be held at Northcliffe Golf Club on June 30th, with teams of four balls.

Russ Whittingham suggested that a crowdfunding campaign could be effective for the club's development, and several initiatives were mentioned, such as names on seats, bricks in walls, and the need to reconsider pricing for our matches, which some feel to be too expensive.

Tony Niland asked about the future of the Supporters Club. It was reported that the present proposal is for the SC to wound up at 31st May and its activities to be incorporated into the CBS as a committee of the board. TN feels that there are arguments against this, but PL said that since the change is not due until the end of May there is time to discuss it.

There was no further business.

The meeting closed at 9pm

DOCUMENT A

Partial amendment of rules of

Bradford Park Avenue Community Football Club Limited

Society's Register number: 7337

COVER Page 1

Delete 'Model Rules for a Community Owned Sports Club' and substitute with 'Club Rules'

INTERPRETATIONS,

Rule 2

line 19

Delete 'with reference to guidance issued by Supporters Direct; and'.

OBJECTS,

Rule 4

Insert in paragraph 4.5

The word 'football'

Insert new paragraph

'4.6 increasing membership and enhancing the profile of the Club in the wider community'

Insert new paragraph

'4.7 maintaining liaison, co-operation and support with other clubs, organisations and supporters' societies for mutual benefit'

Insert new paragraph

'4.8 preserving the voluntary unpaid status of the Clubs directors'

Insert new paragraph

'4.9 complying with the principles laid out in Appendix 1'

APPLICATION OF SURPLUS

Rule 7

In paragraph 7.3

Delete 'share capital' and substitute with 'Community Shares'

MEMBERSHIP

Rule 11

Amend the rule to include at the end of the paragraph :

'or by representing an unincorporated body, partnership or corporate body'

Rule 14

Substitute 'nominee' for every occurrence of 'deputy' in the paragraph.

COMMUNITY SHARE PROVISIONS

Rule 22

Amend paragraph 22.2 to include 'provided that no repayment shall be made within less than three years from the date on which the shares were issued;'

REMOVAL OF MEMBERS

Rule 24

Delete 'with any guidance issued by Supporters Direct; and substitute with 'with any professional guidance'

Insert New Paragraph 24.1 :

24.1 A member may be expelled by a resolution carried by the votes of not less than three quarters of the members present in person or by proxy and voting on a poll at an annual or special general meeting of the Club at which notice has been duly given. The following procedure will be adopted:

- (a) a written complaint must be made to the Club Board that the member has acted in a way detrimental to the interests of the Club;
- (b) details of the complaint must be sent to the member in question not less than one calendar month before the meeting with an invitation to answer the complaint and attend the meeting;
- (c) at the meeting the members will consider evidence in support of the complaint and such evidence as the member may wish to place before them;

(d) if the members fails to attend the meeting without due cause the meeting may proceed in their absence;

(e) a person expelled from membership will cease to be a member immediately following the vote at which the resolution to expel them is carried;

(f) no person who has been expelled from membership is to be re-admitted except by a resolution carried by the votes of three-quarters of the members present in person or by proxy and voting on a poll at any general meeting of which notice has been properly given

ORGANISATION

Rule 25

Insert the word 'and' on line 1

DUTIES AND POWERS OF CLUB BOARD, DELEGATION TO COMMITTEES

Rule 28

Delete '(which is to have reference to any guidance issued by Supporters Direct)'

GENERAL MEETINGS

Rule 29

Insert "(which is 31st May in accordance with these rules)'

Delete 'and must have reference to any guidance issued by Supporters Direct'

Rule 33

Insert at the end of the paragraph 'The Board of Directors shall announce the total number of members at each financial year end on the Club's website'

CONSTITUTION OF THE CLUB BOARD

Rule 58

Substitute '12' with '10'

Rule 63

Insert at the end of the paragraph : 'However all Directors must pass the Football Association's "Fit and Proper Persons" test before any appointment can be ratified'

Rule 64

Rescind the rule.

Rule 66

Delete the words “and may be remunerated in an amount (to be disclosed in the published accounts) from time to time, as fixed by the Club Board”.

CLUB BOARD MEETINGS**Rule 70**

Delete ‘and must have reference to any guidance issued by Supporters Direct’

AUDITORS**Rule 92.3**

Insert the word ‘be’

MISCELLANEOUS ADMINISTRATIVE PROVISIONS**Rule 114**

Substitute in paragraph 114.15 the word ‘nominee’ for ‘deputy’

Rule 119

Rescind the rule and replace with : ‘The Secretary is to deliver a copy of these Rules to every person on demand on payment of £10.’

APPENDIX 1

Insert NEW Appendix 1 at the end of Rule 126 as below :

“CLUB PRINCIPLES :

1. Ensure TRANSPARENCY of arrangements, including clarity of responsibilities, clear accountability and appropriate open reporting.
2. Secure SUSTAINABILITY and long-term viability, including avoiding over-reliance on a small number of key individuals

3. Provide CHECKS & BALANCES in arrangements, to ensure financial probity and also to avoid the concentration of power.
4. Ensure a STRATEGIC approach to long-term viability whilst sustaining existing day-to-day operational excellence.
5. Ensure MEMBERSHIP resource of 'Supporter-Owners' is fully engaged through AGM/SGMs, volunteering and effective 2-way communication.
6. Sustain the current 'CAN-DO CULTURE' at the club amongst the Playing Staff, Board, Staff, Volunteers, Supporters & Sponsors.
7. Encourage INNOVATIVE approaches to raising finance at the same time as honouring the spirit of the club's 'Supporters-Owned' status.
8. Be ROBUST and ADAPTABLE to changing circumstances, including enabling transition from Non-League to Football League status.
9. Enable the TRANSITION from the current arrangements to future governance structures & processes to be managed smoothly. "

Signatures of three members: _____

AND

Signature of the secretary: _____

