



THE COUNTY CLUB

**THE COUNTY CLUB, GUILDFORD LIMITED AND THE COUNTY CLUB GUILDFORD**

MINUTES OF THE 141st ANNUAL GENERAL MEETING OF THE CLUB  
HELD ON 30th MARCH 2023 at 5.30pm

**PRESENT**

**Directors**

J E Derbyshire	Chairman
AC England	Honorary Secretary
David (George) Bedford	
K Dewey	
N Wyshna	
D Graham-Smith	
M Brown	
T Patrick	
J Denney	

RD Hemingway	President Elect
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Also present      Kevin Lorimer (General Manager)

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**APOLOGIES FOR ABSENCE**

Michael More-Molyneux  
Mike Evans  
Carol Sprake  
Marsha Mosely  
Michael Meurrise  
David Hargreaves  
Anthony Bradburn

Thursday, 30th March 2023

## **ITEM 1          MINUTES**

The minutes of the 2022 AGM were agreed.

Proposed: Kevin Dewey  
Seconded: Sam Gordon

## **ITEM 2          TO RECEIVE THE DIRECTORS REPORT AND ACCOUNTS FOR 2022**

Proposed: Martin Davies  
Seconded: Sam Gordon

## **ITEM 2          THE CHAIRMANS REPORT**

Peter Cook once said, "There is certainly a lot of uncertainty about, of that you can be quite certain". Our country and the world at large continue to be challenged by Brexit, the pandemic and the escalating war with Ukraine.

The County Club, now in its 141<sup>st</sup> year, represents in many ways a beacon of hope managed by a diligent Board of Directors that are creating a secure financial future for the Club by embracing change making the Club relevant for today's and tomorrow's membership.

The County Club's principal asset is our wonderful, listed building, valued at around £8 million. I am hugely conscious of the responsibility to maintain and improve the fabric of this remarkable building for those members who will enjoy the Club long after we have gone.

As I reported last year at the AGM, the refurbishment investment for phase one was £154,000. Members gave ringing endorsement of the work carried out and encouraged the Board to approve phase 2 of our refurbishment program, which was successfully completed in August. The results speak for themselves, with members directly enjoying and benefiting from the radical change. The refurbishment investment for phase 2 was £70,000. Additional funding of £20,000 was provided to complete essential repairs that became apparent during both stages. The penalties of being in a listed building.

Phase 3 of our refurbishment program will address the top floor, but this work will not commence until our finances are restored, and the cost of living crisis is behind us. The rooms upstairs are perfectly adequate for conferences and small business meetings, and as you are all aware, any member of our Club can use this space for business.

Ironically, the Club is more profitable when not in use, as was reflected in last year's figures post-pandemic. During the pandemic, the Club benefitted from grants worth £67,000, and coupled with reduced salaries, utilities, etc., we posted a profit. However, during 2022, Barbour took the option to renegotiate the lease, which resulted in an annual reduction of £20,000 which has adversely impacted the accounts.

Strong financial management is essential, and the finance committee, notably Mark Brown and Kevin Dewey, have worked extremely hard to modernise the Club's financial systems by migrating our manual accounts to the Xero accounting system. The change to this new software has meant that we no longer require the services of Chris Petty, who has been our trusted bookkeeper for over 20 years. We are all extremely grateful to Chris for his diligence and loyalty.

The Board happily wear the mantle of responsibility in the full knowledge that they are responsible for the Club's continued success both now and in the future. To that end, we set out several initiatives during the year, which are now reaping dividends.

We offered all our members free membership for their spouses for the 12 months of 2022. The response was terrific, bringing in primarily wives of members, who have embraced the Club and are enjoying its benefits. This new cohort is moving from spouse membership to our new joint membership this year.

The success of this initiative and the active introduction of new members have shown a 16.5% increase to 480 members!

Earlier this month, we organised a special evening to attract our 50 younger members (under 45), and we were very encouraged by the attendance and enthusiasm shown for the Club. They recognise the vital role they play as ambassadors in the drive for future membership growth.

To ensure a creative and active social calendar of events, we formed a Social Subcommittee, an idea initiated by Julienne Davies. Julienne, who chairs the committee, is doing a fantastic job. Members have enjoyed activities for all genres, including film nights, wine tastings and well-being talks, to name a few. Every event has been well attended, with many oversubscribed.

Thank you, Julienne!

The move from Thursday night to Friday night has been a great success, and I would like to commend and thank those loyal members who came to the Club, most Thursday evenings and graciously accepted the move to Friday. Following the move, the bar is full and buzzing, and it is good to see different members coming each Friday, some of whom stay for dinner. I can strongly recommend it if you have not been here on a Friday evening.

Many members have enjoyed our reciprocal arrangement program and I am delighted to tell you today that we have just finalised an arrangement with The Clifton Club in Bristol, taking our reciprocal club total to 11.

Feedback from members who visit our reciprocal clubs would be greatly appreciated.

I am happy to report today that our new website went live. A high-quality digital marketing presence is essential for any quality club, and we have been conscious that our website needs

updating for a long time. The decision was made to leave this "upgrade" until after phase 2 of the refurbishment program was completed. I hope you like what you see, though there are bound to be tweaks that need to be made over the next few weeks.

Thank you to Kevin and his colleagues for their continued efforts in helping make the Club such a special place. Ivan, our Chef, somehow manages to cater for 6 people or 70 and does so by staying calm while delivering delicious food.

As the membership has grown, new members have been embraced by both the staff and members. I have yet to hear a negative comment about the unique ambience of our Club, which I think you will agree is warm and welcoming.

I had no idea when I took on this privileged role that it would be so demanding, and all consuming, but this has been made possible by the hard work and fantastic support that I have had from my fellow Directors. I would like to take this opportunity to thank them for everything they have done and continue to do.

**ITEM 4 FINANCIAL REPORT BY STEVE MEREDITH OF ALLIOTTS**

**ITEM 5 TO INCREASE MAXIMUM MEMBERSHIP FROM 500 TO 600**

Agreed unanimously

**ITEMS 6 - 8 THE ELECTION OF DIRECTORS & OFFICERS**

The following have made themselves available for re-election, namely;

**Re-election of the President – Richard Hemingway**

Proposed Mark Brown  
Seconded John Denney

**Re-election of the Honorary Secretary – Adrian England**

Proposed George Bedford  
Seconded John Denney

**Re-election of Directors**

David Graham-Smith

Proposed David Bedford  
Seconded Terence Patrick

John Denney

Proposed      Adrian England  
Seconded     David Bedford

#### **ITEM 9            THE REAPPOINTMENT THE COMPANY'S ACCOUNTANTS ALLIOTTS LLP**

Alliotts LLP, the club's accountants are to be appointed each year. They were duly re-appointed as the accountants for the club, confirmed by a show of hands. The accountants were duly adopted for the next financial year and the directors authorised to agree their remuneration.

#### **ITEM 7            ANY OTHER BUSINESS**

Gillian Thompson asked why the Saturday papers had been cancelled. Kevin Dewey explained it was a cost cutting exercise. The Chairman said this topic will go back to the Board

David Ogilvy asked why we had two notice boards and not just one at the top of the stairs.

Elizabeth Markwick asked for a more varied menu.

John Denney updated members on the up and coming golf day.

John Fairley said the accounts were challenging with significant issues ahead.

#### **ITEM 9            TO PASS TWO SPECIAL RESOLUTIONS**

David Graham-Smith outlined the special resolutions:

1. There are two Resolutions on the Agenda this evening –.

The following SPECIAL RESOLUTION is proposed to amend Article 6.3 of the Articles of Association of the Company by deleting the third sentence of the said Article in its entirety which for the avoidance of doubt reads " No directors who have served consecutive terms as a director totalling six years shall be eligible for re-election within the period of a further three years."

AND that the revised Articles of Association of the Company BE ADOPTED in the revised form.

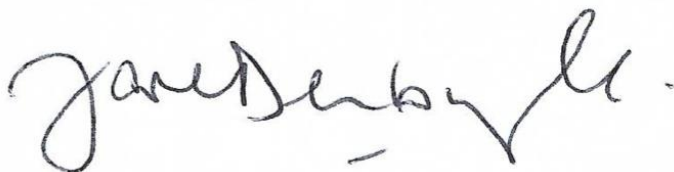
A second consequential SPECIAL RESOLUTION is proposed to ratify the appointment of any director which may have been in breach of Article 6.3 before the same was amended.

2. The reason for proposing these two Resolutions is that the Articles of Association are out of kilter with the Rules of the Club which were adopted as long ago as 19 March 2006.
3. The wording of the then Rule 9 was considered at the AGM of the County Club on 27 March 2002 when it was established that because of the then rule requiring members of the Committee to retire after serving two terms of 3 years (i.e. 6 years in all) that this was quite likely lead to the forced departure “en masse of all seasoned Committee Members.”
4. The minutes of the AGM record that the Rule change sought to REMEDY THIS and afford flexibility to the composition of the Committee and accordingly the rule change was proposed and adopted unanimously at that AGM.
5. However the Articles of Association of the Company “The County Club Ltd” which were adopted by Special Resolution on 31 March 1999 have never been changed. Article 6.3 still contains a clause stating that no director who has served..... for a total of 6 years shall be eligible for re-election within a period of a further 3 years.”
6. This anomaly was drawn to the attention of the Board and so the purpose of the first Resolution proposed this evening is to correct that anomaly and bring the Articles into line with the Rules.
7. The second Resolution is to ratify the appointment of any director who might have been appointed in breach of the present wording of Article 6.3. It is proposed on the basis that the Board has acted in good faith in putting forward or considering directors for election who have served for a period of more than six years. This problem is precisely the same as faced the AGM in 2006 and for the same reason, namely potentially losing valuable members of the Board who have had considerable experience in running the business and requiring a potential en masse resignation.
8. I |THEREFORE MOVE THAT BOTH RESOLUTIONS SHOULD BE PUT TO THE AGM AND ASK FOR A PROPOSER AND SECONDER AND THEN A VOTE TO BE TAKEN.

Proposed: Julienne Davies  
Seconded: Jacky Butt

Unanimous show of hands in favour of the 2 resolutions

**Meeting closed at 6.45 pm.**



Jane Derbyshire  
Chairman

Thursday, 30th March 2023