

CUMBRIA SQUASH & RACKETBALL

2013/2014 SEASON - ANNUAL GENERAL MEETING

Penrith Rugby Club, Wednesday, 17 September 2014, 7-30pm

REVISED AGENDA

1. Attendance/Apologies
2. Minutes of 17 September 2013 AGM
 - a. Approval of the minutes
 - b. Status of actions recorded in the minutes
3. Chairman`s Report
4. Treasurer`s Report
5. Resolution on incorporation (Ref note 2 below)
6. Election of Officials – (Ref note 1 below)

Tom Armstrong

4 September 2014

NOTE 1:

Section 6 – Election of Officials

Executive Committee

Below is CSR Organisation Structure that shows how we operated during the season - all of the Officers and Group Organisers on it will be willing to continue their services next season.

You will see that members have responsibilities for more than one activity and this is not an effective and efficient way of operating. Ideally we would prefer to have “one person – one job” so to achieve this we are looking for more volunteers`.

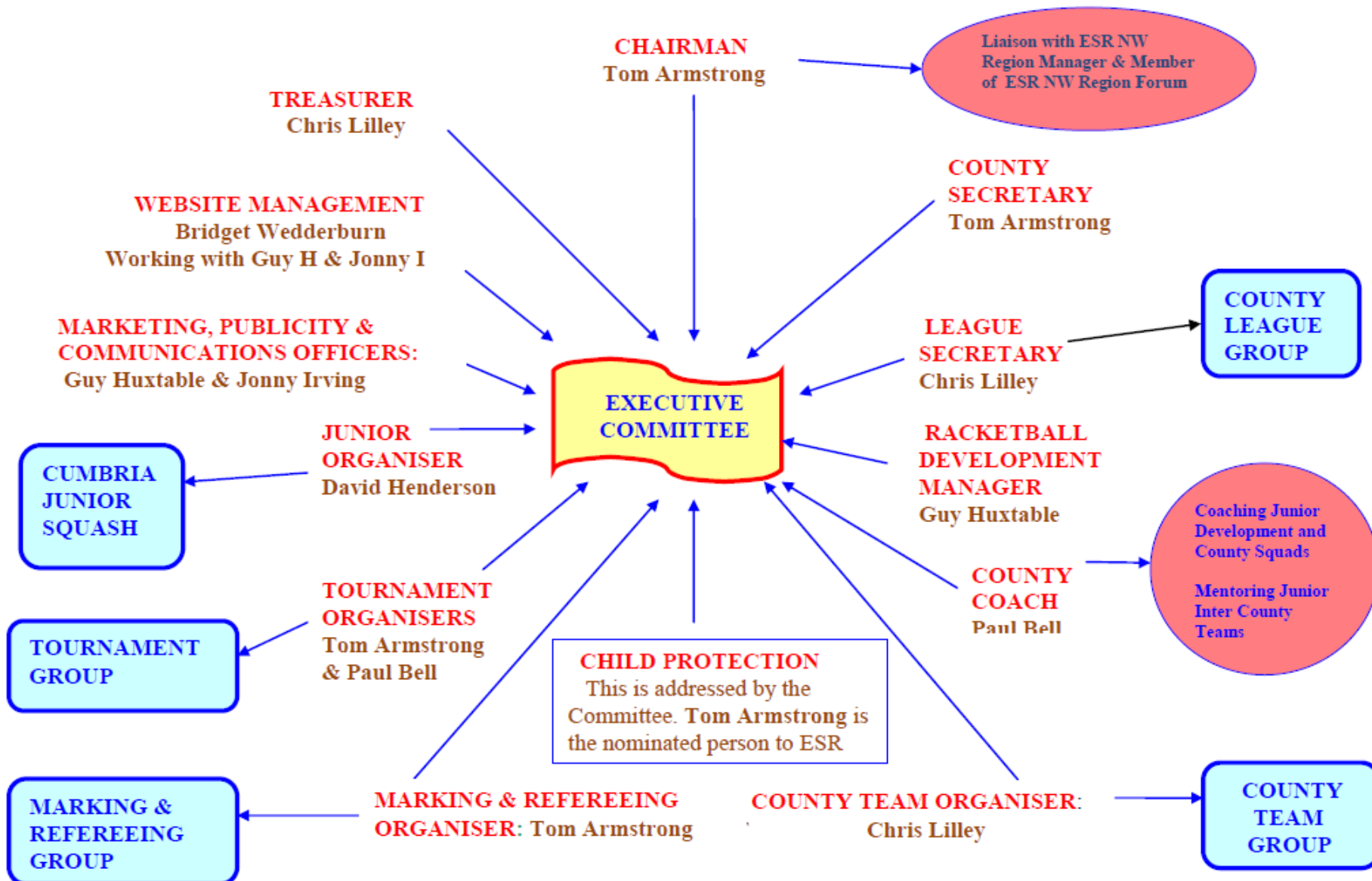
So, anyone interested in joining the committee in any of these activities please contact me.

There may be some people who would like to help generally – not being linked to a specific area but just helping where required. We would encourage this type of support so come along and join us and we will sort out in committee, responsibilities to suit your needs.

Junior Committee

From a CJS consideration we only appoint a Junior Organiser at the AGM - that person then appoints a Junior Committee to manage the operation of the Junior Group. It is hoped that the people who have worked for our juniors this season will continue to give their support and we encourage any other members who are interested to join them.

CUMBRIA SQUASH & RACKETBALL ORGANISATIONAL STRUCTURE 2013/2014 SEASON



NOTE 1 Resolution to the Cumbria Squash and Racketball AGM – 17th September 2014

Resolution 1: That we delete current Rule 13 of the Constitution and substitute with immediate effect the following rule:

“Cumbria Squash and Racketball may distribute its assets by way of a scheme of reconstruction to an incorporated organisation with similar objects to Cumbria Squash and Racketball and then dissolve.”

Resolution 2: That the Executive Committee should identify the best legal structure for the new incorporated organisation

Resolution 3: That Cumbria Squash and Racketball transfer its assets and undertaking to the new organisation as soon as practicable

Background

In the summer of 2014 the Executive Committee received information from England Squash and Racketball (ESR) about an insurance policy that county associations were being encouraged to sign up to. This policy insured county associations against a range of potential costs ranging from child abuse to injury of players in county events. In order to sign up to the policy, the County Association had to have a range of processes and practices in place – essentially following good practice on issues such as risk assessments, coaching contracts and so on. We do not have all of these policies in place, and this absence means that we cannot buy the insurance policy and does place the organisation at some risk.

Cumbria Squash and Racketball is an unincorporated organisation. It does not have a ‘legal identity’. Unlike, say, a limited company or an individual person, the organisation cannot own assets, or enter into contracts, or get sued. Instead, individuals (such as members of the committee) enter into contracts on behalf of the organisation. This means that, if, for any reason, we were sued and either the damages or even the costs involved in fighting the case were greater than the assets of Cumbria Squash, then liability might rest either with committee members as individuals, or with members of Cumbria Squash (the clubs and individual members) or possibly with both¹. Even if an insurance policy were in place, there is a risk. If the insurance policy did not cover the liability (for instance if the liability resulted from trading activity), or CSR were somehow in breach of the policy (for example we had failed to adequately follow our own procedures), then the policy may not pay out and the county association (and by extension, the committee and other members) might be liable for debts. This places the committee, and the wider membership of Cumbria Squash, at risk.

Incorporated organisations (such as limited companies, or Industrial and Provident Societies, or Charitable Incorporated Organisations) are able to limit the liability of committee members and members of the organisation. They have their own ‘legal identity’, so they are able to enter into contracts/get sued/own assets in their own right. If they run out of money for any reason (for instance they are successfully sued for more than the value of their assets), then their directors/members/trustees are (mostly²) protected from personal liability.

Recommended actions

The committee believe that we need to take action to reduce risks to both the organisation as a whole and to individual members. We will make improvements to our policies and procedures. This will be a major part of our activity between now and Christmas. This will in turn allow us to buy insurance from ESR’s recommended insurer, which we will do as soon as the improved processes are in place, and we will budget for this in our budget for 2014/15. However, we also believe that we need to change the structure of the organisation to ensure that we limit potential liabilities to committee members, individual members and clubs. This involves:

¹ The guidance we have read is unclear on exactly who might be liable.

² There are some exceptions to this – mostly around negligence and fraud

1. Changing that part of the constitution which relates to the assets of CSR in the event of wind up. At present, if we wind up CSR the assets are distributed to the clubs in proportion to how much they have paid in. We want to be able to transfer the assets to a new organisation so that we can continue CSR's activities.
2. Dissolving the current unincorporated organisation. This requires the agreement of the Annual General Meeting, or an Extraordinary General Meeting.
3. Identifying the best legal structure for a new organisation. There are a range of options. All of them have advantages and disadvantages. We are currently researching this, trying to identify what other county associations do, getting advice from ESR and we are getting support to do this through Cumbria County Council. However, we will not have this work complete in time for the AGM.
4. Setting up the new organisation. Depending on what type of organisation, this could take between a few days and several months.
5. Transferring the assets to the new organisation. Again this requires the support of the membership at an AGM or EGM.

If we choose to do this, then we need to decide how. There are three options:

1. Make a decision at the AGM about which legal structure, and just get on with it.
2. Call an EGM to discuss this further once the research is complete.
3. Make a decision in principle at the AGM and delegate the details to the Executive Committee

We are recommending the third option. The Executive do not feel that we are in a position at the moment to make a recommendation about the most appropriate legal structure as our research is not complete. We think there is a significant risk that an EGM would not be quorate, and in any case, once the members have made a decision in principle then further decisions are ones of detail rather than fundamental choices. Selecting option three gives us the best chance to complete this work quickly and remove the risk from the organisation and from individuals. If we adopt the three resolutions at the top of this document, that will allow us to do this.

Guy Huxtable (on behalf of the Executive Committee) - 31st August 2014