

From Shaun Walsh, Tim Garratt and James Dand,

Dear Members,

Following receipt of the attached email from the former Committee, it seems abundantly clear that we need a fresh start with a new committee. We have no intention of entering into a never-ending mud-slinging fight with the ex-directors and simply set out the facts of the matter, 1 to 7 below, for the membership's consideration:

1. As ordinary members we simply exercised our legitimate entitlement to submit our three resolutions.
2. The directors set out, to the members, their arguments to reject our resolutions (and accept their own resolution – which we voted for!).
3. The members voted to accept our resolutions (and to reject their resolution) at the legitimately held AGM of last Thursday.
4. The directors exercised their entitlement to resign positions as elected committee members and immediately thereafter their directorships.
5. The directors' action in resigning en masse automatically rendered the Company in breach of:
  - a) Section 154 of the Companies Act requiring every company to have at least one Director.
  - b) NSRC Article 8.1 which requires there to be a minimum of four committee members at all times.
6. Now that the Company has no directors the only option to rectify this position is for the convening of a General Meeting to elect new directors.
7. As the only remaining officer of the Company it automatically falls to Richard O'Connor, as Company Secretary, to arrange for the convening of a General Meeting.

This current state of affairs may expose the Club to potentially significant legal, insurance and financial risk. As I understand it, if this circumstance is allowed to continue over the longer term, we will be reprimanded by Companies House and can, ultimately, be struck off as a company. This may even lead to HMRC seizing the Club's assets as being "bona vacantia" meaning without any owner.

We, being Shaun Walsh, James Dand and Tim Garratt, met with Gawain Briars and Richard O'Connor yesterday (Friday) on a "without prejudice" basis, to listen to a proposal they had to make. The meeting was good natured and constructive with agreement that the club members need to work together to have a stable and happy future. The underlying proposal however did not, in our view, deal with the key issues nor take the club any further forward. As such we have politely declined the offer made but committed that this would not prevent us working together as far as possible in other ways for the benefit of the club.

I understand from our meeting that Richard as Company Secretary will send out a notice in the next few days for an EGM sometime in January.

I can confirm that myself, James and Tim will stand for election. As we have reflected since the AGM, some seeds of a plan have been developing to turnaround and grow the Club which we will be sharing in the run up to the EGM. We'd want this to start with some strategy sessions with interested Club members but if anyone has any bright ideas in the meantime please let me know. I am prepared to work up a business plan for the Club (which is one of the things I do for a day job), whether or not elected.

We believe our Club is at an inflection point where circumstances require we make some major changes. If we all pull together and pool our talents, we can turn the club around and reinvent it for the next 50 years. I'd really encourage members to consider standing on the committee and get involved in other ways. We can do this.

Kind regards,

Shaun

