

# Series 2 Club Annual General Meeting

## 2023 PROVISIONAL AGENDA

### Welcome and Introduction

- 1 To Receive apologies for absence
- 2 To approve the Minutes of the previous Annual General Meeting of the Company
- 3 To deal with matters arising from those minutes
- 4 To receive the accounts
- 5 To appoint Clement Rabjohns Chartered Accountants & Business Advisors, as accountants of the Company and to authorise the Directors to fix their remuneration
- 6 To receive the document dealing with the Club's Officer Reports for the past year
  - 6.1 Chairman's Annual Report
  - 6.2 Club Directors' and Officers' Reports
  - 6.3 Area Representatives' Retirements, New Appointments and Vacancies (Area Reps are chosen by the members in the area.)
    - 6.3.1 Retirements:  
Brian Deacon – Thames Valley  
Sarah Headon – South West  
Eddie Grinstead – Surrey & Sussex  
Larry Simpson - USA  
James Williams – New Forest & Solent
    - 6.3.2 New Appointments:  
Craig Theobald – Surrey & Sussex
    - 6.3.3 Vacancies:  
New Forest & Solent  
South West  
Thames Valley  
USA
  - 6.4 Area Representatives' Reports:

7 Vote on any resolution/rule changes:

- 7.1 To change the name of the club to 'The Land Rover Series 2 Club' to better describe what the club is about, this matches our logo and mirrors the LRSOC name style. Unofficially the club is widely known as the Land Rover Series 2 Club. This just makes the name 'official'.
- 7.2 To adopt new Articles of Association to bring the club/company into alignment with the 2006 Company Act which will allow us to make use of modern electronic communications for official notifications, meetings and voting. The club rules will be brought into line with the 2006 act. The 2006 act supersedes the 1985 act which was current when the club was first formed.

8 To accept resignations and to appoint Directors and Club Officers. Since the last AGM there have been many changes.

- 8.1 Directors' retirements and resignations:
  - 8.1.1 Alex Bywaters
  - 8.1.2 Ian Garner
  - 8.1.3 Peter Holden
  - 8.1.4 Alan Jones
  - 8.1.5 Gene Maxwell
  - 8.1.6 Tom Pilling
  - 8.1.7 Larry Simpson
  - 8.1.8 Robert Stanyer
  - 8.1.9 James Thomas
- 8.2 Club Officers' Retirements:
  - 8.2.1 Ian Garner – Shows Officer, post vacant.
  - 8.2.2 Gene Maxwell – Membership Secretary & Postal Secretary
  - 8.2.3 Vicky Turner – Communications Officer

8.3 Club Directors seeking election and/or confirmation following co-opting onto the Board:

- 8.3.1 Jamie Cossmann
- 8.3.2 Peter Holden – VRO
- 8.3.3 Richard Jones – South Wales Area Rep
- 8.3.4 Mark Wilson – Acting Chairman

8.4 Club Officers seeking election or re-election:

- 8.4.1 Chris Mortimer – Membership Secretary & Postal Secretary
- 8.4.2 Tom Wright – Social Media Officer

9 To receive information about the forthcoming 2024 Summer Club Rally: 8-11 August, Fakenham Racecourse, Norfolk NR21 7NY

10 To conduct A.O.B

### Spirit of the Club award

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## 2022 AGM DRAFT MINUTES

Virtual Meeting by Zoom – Sunday 6 November, 7:30pm

### Welcome and Introduction

Chairman Alex Bywaters was unable to attend & chair the meeting. Peter Holden (Vice Chair) took over. The meeting started a few minutes late as some were struggling to log into Zoom. 21 members joined the meeting. There were no proxy votes received.

**1 To Receive apologies for absence**  
Alex Bywaters, Tom Pilling, Mark Wilson, Clive Withey.



**2 To approve the Minutes of the 2021 Annual General Meeting of the Company**

No objections or corrections. The 2021 minutes were approved.

**3 To deal with matters arising from those minutes**

None.

**4 To receive the accounts**

The accounts were put up on the forum with a link from the website. We will try and put a summary into the next *B2L*. The accounts have been prepared and submitted to Companies House. There were no questions and the accounts were accepted by the meeting.

**5 To appoint Clement Rabjohns Chartered Accountants & Business Advisors, as accountants of the Company and to authorise the Directors to fix their remuneration**

They have been doing a good job for the last few years – they were re-appointed.

**6 To receive the document dealing with the Club's Officer Reports for the past year**

**6.1 Chairman's Annual Report**

Appeared in the last *B2L* 'From the Chairman'.

**6.2 Club Directors' and Officers' Reports**

Those received reports were posted on the forum. There were no comments or questions from the meeting.

**6.3 Area Representatives' Retirements, New Appointments and Vacancies (Area Reps are chosen by the members in the area.)**

**6.3.1 Retirements**

John Stokes – East Midlands  
Clive Withey – South West

**6.3.2 New Appointments**

Paul Hurst – East Midlands  
Sarah Headon – South West  
Gerard Mckay – Ireland  
Brian Deacon – Thames Valley  
The Chair thanked those retiring for their work and for the new ARs for volunteering.

**6.3.3 Vacancies: Ireland, North Wales & Shropshire, Scotland North, & West Midlands**

The area vacancies were noted. Andy Parker has kindly stepped in to oversee the West Midlands pub meetings. Philip Hallows, Peak District Rep would like some help in finding a venue (or 2) on the west side of the Pennines.

**6.4 Area Representatives' Reports**

Any questions or comments on the reports as posted online to the reps: nothing.

**7 Vote on any resolution/rule changes**

None received

**8 To accept resignations and to appoint Directors and Club Officers**

**8.1. Club Chairman and Directors' Retirements by rotation every 3 years**

**8.1.1** Suzanne Lindsey (retiring)

**8.1.2** John Stokes (retiring)

**8.1.3** Alex Bywaters (retiring as Chairman, but remaining on the Board)

**8.1.4** Gene Maxwell (standing)

**8.2. Club Directors' appointments**

**8.2.1** Ian Garner

**8.2.2** Craig Theobald

**8.2.3** Alan Jones

**8.2.4** Gene Maxwell

**8.2.5** Wendy Lowe

We thanked the retiring Directors and welcomed the new Directors. Peter Holden is now the new Chairman and Gene Maxwell is

our new Vice Chairman. Thanks to them for taking on these important roles.

**8.3 Club Officers' Retirements**

**8.3.1** Suzanne Lindsey – Secretary

No replacement at this time. It's an important role and some wondered if a change of name, something like S2C Administrator might be more appealing in attracting a volunteer.

**8.4 Club Officers seeking election or re-election**

None at time of publication

**9 To receive information about the next Annual Club Rally**

**2023 Peak District.** Plans are well under way for next year's rally. To be held at Matlock Rugby Club, Cromford, Derbyshire DE4 3RQ, from Thursday 10 to Sunday 13 August 2023. Camping in available before those dates if people want to extend their stay. Further details and how to book will be in the next *B2L*.

**2024? – suggestions** James Williams (New Forest & Solent Rep) has offered to host the Rally at Six Penny Handley, Dorset SP5 5ND. We have accepted James' offer. For those who don't know this is a fully facilitated camping site. Date is likely to be around the third weekend in July.

**10 To conduct A.O.B.**

**i) Spirit of the Club Award**

Was presented to Clive Withey, the retiring South West Area Rep, for his many years in reviving and then organizing many club events down there. Clive was virtually presented with an engraved tankard. We wish Clive a speedy recovery after his recent operation. Hopefully we'll have a picture of him with his tankard.

**ii) The Chair raised the matter of rising costs, particularly in the production of the club magazine Built 2 Last**

The printers have flagged that it will cost nearly £1 per four issues extra and although the club is in a healthy financial position, we need to cover future rising costs.

Membership is now showing signs of flattening out. More members are not renewing – the main reason (that we have been told of) is that they are selling up due to the current economic climate. This will have an obvious effect on our cash flow.

Current subscription rates have been held at £21 (UK) and £26 (overseas) for an unprecedented 14 years! The time is now right to propose an increase to £25 (UK) and £30 (overseas) commencing from 1 April 2023. There was some discussion whether it should be £24, £24.95 or £26. There has already been some discussion at board level and, guided by the Treasurer’s advice, we’ll probably go for £25/£30. An announcement will be made in *B2L* and we hope that this increase doesn’t discourage too many members from renewing. On this front, our new Advertising Manager, Andy Phillipou is working hard to negotiate more discounts from suppliers, adding benefit to membership. Increasing the number of adverts in *B2L* is one way to alleviate rising costs.

Ian Garner announced that he was standing down as Director and Shows Officer.

There being no other business, the meeting closed just after 8:30pm. Thanks to Tom Pilling for setting up the Zoom meeting.

**FINANCIAL REPORT**

I am pleased to report that, following last years accounting overview, the club remains in a strong financial position. Our biggest source of income, by far, is memberships, which continues to buck the trend of some classic car clubs and remain showing small increases month-on-month.

Please note that the figures included with this article are from the accounting period of February 2022 to 1 January 2023, although the picture remains as strong throughout the 2023 accounting year so far.

As I am sure you can all relate to, the costs of almost everything at the moment is on the up, which poses one or two challenges for the club. We are seeing increases in many of the areas of our expenditure, most notably with the printing and postage of *B2L* and our renewal letters, along with our IT costs – mainly being the internet hosting for the website and forum.

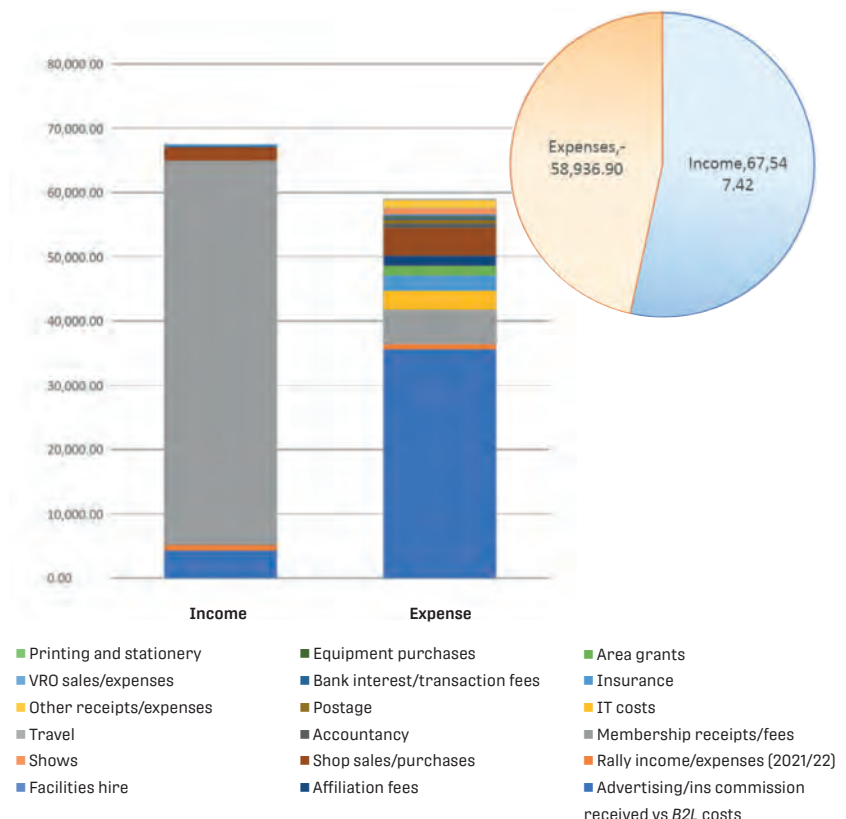
We have been aware that these increases have been coming for some time, hence the decision to

put a small increase on the club subscriptions earlier this year. In a similar vein, with the increase in costs that we are seeing at the moment, the decision was made to increase the area grant made available to club officers to help support local events as we appreciate that costs relating to this have also increased.

We have just gone through the process of ordering a whole batch of new club equipment for use at shows, including new area banners, dome banners and sail flags for all of the mainland UK areas. Some of our overseas areas have also had some new equipment printed locally, such as Ad Smulders in the Netherlands and Chris Stivala in Malta.

Anyway, this is just a brief overview of where we are presently at. The picture remains positive and we are looking forward to this continuing for the foreseeable future.

**Tom Pilling**  
Treasurer



# Proxy voting form

Series 2 Club Ltd 2023 AGM



**I (name of member)** \_\_\_\_\_

**of (address)** \_\_\_\_\_

**Membership No.** \_\_\_\_\_

**being a member of the above mentioned Company hereby appoint (name of proxy)**  
\_\_\_\_\_

**of (address)** \_\_\_\_\_

or failing him/her, the Chairman of the meeting as my/our proxy to vote on my behalf at the Annual General Meeting of the Company to be held on Sunday 26 November 2023 commencing 11am or any adjournment thereof. This form is to be issued in respect of the resolutions mentioned below following the numbering on the Agenda.

**Please CROSS OUT THE OPTIONS WHICH DO NOT APPLY, leaving your choice of vote**

**Agenda item 2** For Against Abstain

**Agenda item 4** For Against Abstain

**Agenda item 5** For Against Abstain

**Agenda item 7.1** For Against Abstain

**Agenda item 7.2** For Against Abstain

**Agenda item 8.3.1** For Against Abstain

**Agenda item 8.3.2** For Against Abstain

**Agenda item 8.3.3** For Against Abstain

**Agenda item 8.3.4** For Against Abstain

**Agenda item 8.4.1** For Against Abstain

**Agenda item 8.4.2** For Against Abstain

Unless otherwise instructed, the proxy may vote as he/she thinks fit or abstain from voting.

**Signed** \_\_\_\_\_ **Dated** \_\_\_\_\_

## Notes on proxy voting

Any member of the Company entitled to attend, speak and vote at the above mentioned meeting may appoint a proxy or proxies to attend, speak and vote instead of that member. A proxy may demand, or join in demanding a poll.

A proxy need not be a member of the Company. If this form is returned without any indication as to how the proxy shall vote, the proxy will be free to vote on any particular matter as he or she thinks fit, or to abstain from voting. Please initial all alterations made to the form.

This form must be received by/delivered to, not less than 48 hours before the meeting (11am, 24 November 2023), by posting to the Company at: S2C Ltd. 2023 AGM, Thwaite View, Colethorpe Lane, Barrow, Bury St Edmunds, Suffolk IP29 5BG or by email to proxy2023@series2club.co.uk by 48 hours before the start of the meeting.