Minutes of the Annual General Meeting of The BMW Motorcycle Club Limited held at the Dunchurch Park Hotel, Rugby on 14th April 2018.

1) President's Opening Address

The President opened the meeting by thanking his colleagues, the South-West Section for their efforts in organising the previous year's meeting at a lower cost than usual and Amanda Langan and Debbie Sampson for the work in maximising our advertising income. He stated that it was the Club's intention to keep costs down. He continued by saying that the structure of the Club had served us well but now needed reviewing. He invited a new member to accept a welcome gift from Cath Broughton (Regalia Secretary).

2) The count of members attending was:

East Anglia	8	Irish	2	London	4
Mercia	18	Midland	28	North East	7
Northern	11	Oxford	27	Scottish	5
South East	0	Southern	7	South West	4
Ulster	1	Western	17	Yorkshire	6
HQ	2	Proxies	61		
Total	208				

3) Appointment of tellers.

To speed up the counting of votes of members present six tellers had been appointed in advance and the seating arranged to give each one a clearly defined area.

4) Apologies for absence.

These were received from Herbie Waser, Mark Dutton, Martin Pagett, Barry Smith, Paul Nadin, Lionel Watts, Piers Kurrein, Barry Winter, James Ingham, Bill Smithson, Chris Wallis, Peter Leach, Jon Fielding, Dave Wright, John Bell and Bruce Lepley.

5) Approval of the minutes of the 2017 meeting.

The motion to accept the minutes was proposed by Dik Langan and seconded by Reg Moule.
For: 185, Against: 2, Abstaining: 20.

6) Matters arising from the minutes.

None.

7) Officers Reports.

General Secretary: Stewart Lowthian had nothing to add to his report circulated with the agenda. Anthony Wood observed that the report expressed serious concerns and asked for amplification of them. Stewart explained that they came from several sources: the need to comply with the Companies Act as we are a limited company, the need to comply with general legislation such as the General Data Protection Regulation and the difficulties caused when individuals or small groups see only their own narrow perspective rather than the well-being of the Club as a whole.

National Social Secretary: Ian Dobie said that he missed Jim Bettley's contribution. The meeting venue was down to him and we expect to be here for the next two years. John Elvidge proposed a vote of thanks to Jim, which was confirmed by universal applause.

Editor: Debbie Sampson had nothing to add to her report circulated with the agenda. Carl Flint observed that The Journal is posted in a plastic sleeve. He asked whether paper could be used for environmental; reasons or, if not, whether a recyclable plastic was available. As he liaises with our mailing house, Bob Barker answered to say that paper was more expensive than plastic but he will make enquiries. Stewart Thomas asked why The Journal was not sent electronically. Debbie stated that it had been discussed. Anthony Wood said that The Journal might have to become bi-monthly due to lack of content, with a

consequent impact on advertising revenue. He is writing an article on the subject. He contended that a bi-monthly magazine would have an impact on membership. Cath Broughton suggested that if the membership wanted a monthly Journal they should write articles for it. Debbie Sampson observed that everyone thinks that everyone else is doing that. She pointed out that she has only a few articles in the pipeline and that by halving the frequency of publication there should be more reading in each edition. Reg Moule asked if joiners could tick a box for an e-Journal. Alan Orme pointed out that The Journal is available on the club Forum every month in a downloadable form. Mike Dorking said that not everyone had a computer or printer and the skill to use them. Keith Jackson stated that articles are not the sole reason for The Journal. The calendar information is important although events have to be publicised well in advance and a bi-monthly Journal would require an emailed calendar. Debbie replied that each section has a website and it's up to the sections to keep them up-to-date. Keith indicated that it was when he wanted to attend another section's event that this was unhelpful. Jim Isherwood asked if two levels of membership, electronic and printed, could be considered. Eric Burnett noted that paper packaging can easily become soggy.

National Membership Secretary: Bob Barker's report was circulated with the agenda. He showed a slide illustrating the current membership and discussed trends in numbers. Anthony Wood observed that our peak was 7000 members 20 years ago. There are currently 80,000 BMW motorcycles in the country and BMW themselves estimate there are between 45,000 and 50,000 riders. He asked why people are not joining. Ian Dobie stated that most voluntary organisations in the U.K. are experiencing a similar trend, with Rotary International membership down 50% and only the Scouts and Guides gaining members. Jim Lepley stated that the matter had been discussed by the National Committee for the last 5 years and that concrete suggestions were welcome. Liz Elvidge said that we have over 3000 Facebook members and information is public on our website so what is the incentive to join? Mike Dorking observed that he regularly visits popular biker venues in Yorkshire and has found that young riders feel that the Club has nothing to offer them. He also stated that there was no interest from BMW themselves. Brian Johnson said that he and Anita had bought two bikes recently. They had found that membership forms were hidden in dealers because there was no incentive to display them, unlike those for World of BMW. He asked how we incentivise dealers to promote us.
Bob Barker concluded by advising the meeting that the new membership database was not yet in use as it was proving a mammoth task to ensure that it was robust enough to be used.

Sporting Register Secretary: Robert Bensley was welcomed with applause. He invited questions and asked if the meeting agenda could be displayed on the screen over the top table. He stated that The Journal needed to come through people's letterboxes. He then talked about past track days, reminding the meeting that they had made a small profit for the Club. He also advised that there were very few places left for this year's events.

GS Register Secretary: No report was presented as the position was unfilled.

Sidecar Register Secretary: Keith Thomas had nothing to add to his report. No questions were raised.

Vintage Register Secretary: Ashley Boal's report was circulated with the agenda. He had nothing to add to it. Charlie Hall asked if we would be exhibiting at the Stafford Show. Ashley said that we would be there in October but not this month. Robert Bensley said how good it is to see a young person in the Club, especially as a committee member. He added that he had seen what Ashley had done with metal and that he was an asset to the Club.

Regalia Secretary: Cath Broughton's report was circulated with the agenda and she had little to add to it. She referred to a sheet on the merchandise stall for members to make suggestions for future Club regalia. She had examples of Motorrad regalia which could be obtained at a discount. The BMW Dealership has offered to provide the same garments as worn by their staff but with the BMW Club logo added. Unfortunately they have stopped producing the braces which proved to be a good seller.

Toolhire Secretary: Mike Delacoe had nothing to add to his report except to observe that hirings in 2017 were down on those for 2016 but 2018 has so far been on a par with 2017. He asked that if anyone had

surplus tools for pre 1969 motorcycles he would like to hear from them as many of the Club's tools are now well worn.

8) Treasurer's report and accounts.

Jim Lepley's address to the meeting is appended. David Thornton asked why there were separate costs for mailing and posting The Journal. Jim Lepley explained that mailing costs were the fees paid to the mailing house and postage was paid to the Royal Mail. The motion to accept the accounts was proposed by Simon Johnston and seconded by Reg Moule. For: 199, Against: 2, Abstaining: 4.

9) Appointment of Accountants.

The motion to retain Ross McConnell was proposed by Jim Lepley and seconded by Stewart Lowthian. For 204, Against 2, Abstaining 1.

10) Confirmation of subscription from October 2018.

It was proposed to change the subscription as follows:
To raise the subscription of a UK Full member to £32
To raise the subscription of a UK Associate Member to £3
To raise the subscription of an Overseas Member to £38
To offer Section membership to an Overseas Member at £5
These changes, if accepted, will be implemented on 1st October

Paul Rodriguez asked if there would be any increase in capitation. Jim Lepley replied that the last increase in subscription increased the capitation and that section balances were increasing so there would be no increase in capitation this time.

Rob Allin asked what Overseas meant to us. Jim Lepley explained that the changes would help address the current imbalance of the Irish Section subscriptions that have resulted from the exchange rate changes.

Proposed Jim Lepley, seconded Ian Dobie. For 173, Against 17, Abstaining 6.

11) Election of Officers.

As no position was contested, Ian Dobie proposed taking the election of officers en-bloc to save time. Jim Isherwood stated that if that were the case he wished to abstain. Paul Rodriguez asked if the Articles of Association covered the lack of a candidate for National Social Secretary. Ian Dobie indicated that the National Committee could co-opt someone and that Simon Johnston had volunteered for the position.

This was accepted by 185 votes with 12 abstaining.

President: Ian Dobie was elected.

General Secretary: Stewart Lowthian was elected.

Editor: Debbie Sampson was elected.

Membership Secretary: Bob Barker was elected.

Treasurer: Jim Lepley was elected.

Vice-President: Alan Orme was elected.

Vintage Register Secretary: Ashley Boal was elected.

Sporting Register Secretary: Robert Bensley was elected.

Sidecar Register Secretary: Keith Thomas was elected.

GS Register Secretary: Neville Jones was elected.

12) Presentation of Awards.

Derek Killaspy was awarded the Sporting Spirit Trophy.

Dik Langan was awarded the Bill Woolin Trophy.

Rosemary Hicks was awarded the Mary Dudgon Trophy.

Phil Kingston was awarded the Val Joselyn trophy for the best air-cooled post /5 boxer.

Jim Bettley was awarded the Fred Secker Trophy.

Liz Elvidge was awarded the Max Deubel Trophy.

There was no /5 or earlier bike present at the AGM so the Ray Hall trophy was not presented this year.

13) Presentation of Honorary Life membership

Gerry Douglas-Sherwood and Bob Porecha, following proposals from members, were awarded honorary Life membership. As neither of them was present arrangements were made to send their commemorative certificates to them.

14) Special Resolutions (requiring 75% of votes cast to succeed).

The Secretary introduced the two Special Resolutions, explaining that the amendment to Article 55 was to allow the National Committee to deal with matters arising too late to meet the current criteria for inclusion. He also explained the amendments to Article 88 were proposed in the light of the experience of the Irish Section E.G.M. Keith Jackson expressed concern that amending Article 55 could lead to everything being done at the last minute and therefore not subject to proper scrutiny. He also questioned the wisdom of the Article 88 amendment to name the members requesting an E.G.M. Geoff Clough asked whether we could have a set of standard operating procedures rather than amending our Articles. Stewart Lowthian replied that that was our solicitor's advice but he questioned whether the membership would find it acceptable. Rob Allin asked "Mr. Chairman: what do you think?" Ian Dobie replied that we need to rationalise things as life changes rapidly. Colin Ross said that he accepted the principle of the Article 55 amendment but unanimity was needed for short notice items. Voting for the amendment to Article 55 was 117 for, 50 against and 24 abstaining. This is not the 75% majority required by the Companies Act so the motion failed. Voting for the amendment to Article 88 was 171 for, 9 against and 10 abstaining. This is a sufficient majority so the motion was carried and the Secretary will make the necessary arrangements to have our Articles updated and the amendment lodged with Companies House.

15) Ordinary resolution (requiring a simple majority to succeed)

Colin Ross made a presentation to the meeting on behalf of the Western Section then took questions from the floor. Jim Lepley said that the presentation suggested that the costs were not under control but he (as treasurer) believes they are. Geoff Clough said that he was an accountant and proud of it and that Colin was approaching the subject from the wrong angle. He continued that what we have to do is answer Ian's question: is the Club fit for purpose, adding that we need to get the offering of the Club right before we make changes and urged members to vote against the proposal. Marjorie Burnett stated that we hadn't made a loss this year and were in danger of throwing the baby out with the bath-water, we need to maintain democracy and focus on retaining members. Every section should be represented. Steve Neate stated that this proposal had been presented before and failed. He asked if we were going to have it over and over again until it succeeded. Liz Elvidge (earlier presented with the Max Deubel Trophy) said that if she hadn't attended the NC meetings as co-driver with her husband she wouldn't have seen what was done by so many. Stewart Lowthian stated that he had, for a long time, been a believer in small committees but a recent decision, taken after a vote of 17 directors, has convinced him that diversity was needed to ensure every perspective was represented. Jim Lepley stated that networking was invaluable and could not be quantified. Marjorie Burnett questioned the cost of £12,000 for NC meetings given in the presentation, stating that the figure was nearer to £8,000. She argued that proxy voters had been mislead and the proposal should be rejected. Colin responded that the £8,000 figure was not available when the presentation was written and also pointed out that he was presenting this proposal on behalf of his section. Brian Johnson said that the proposal should be thrown out because it was badly worded. Richard Garner said that none of us object to saving money but he would like to see energy put into

growing the Club rather than cutting it. Voting for the proposal was 35 for, 125 against with 24 abstaining. The motion therefore failed.

16) Date of next Meeting.

The 2019 Annual General Meeting will be at the Dunchurch Park Hotel, Rugby on April 13th

17) Any Other Business.

a) Cliff Batley spoke about the growth of the East Anglia section, which has been helped by their relationship with the dealers in the area. He encouraged every section to form relationships with their local Motorrad outlets.

b) Robert Freeman described what was involved in his role as DVLA liaison officer, describing how he handles enquiries regarding machine registrations (approximately 100 per year). He said some people were clearly not aware that the DVLA processes some 80,000 requests per day and had unrealistic expectations of how quickly their requests would be responded to. He mentioned the Notice Of Vehicle Arrival (NOVA) certification from HMRC and dating letters from BMW. He will be visiting BMW in Munich (at his own expense) and will be asking questions of the team there. He also spoke of his work as Archivist to the Club and the resources he has to trace motorcycles.

c) Anita Johnson demanded to know what the Club was doing about the General Data protection regulation which comes into force on the 25th May 2018. She continually interrupted Stewart Lowthian's attempts to reply to her.

There being no further business the meeting closed at 4:15 p.m.

Attachment:

Treasurer's speech 2018

As usual I would like to personally thank the hoard of members who quietly, in the background, do so much work for the benefit of the BMW Club.

Those that I come into contact with on a regular or occasional basis are Lyn Sumner who deals with capitation, Mike Delacoe Tool Hire Officer, Cath & Pete Broughton, Regalia, Robert Bensley, Sporting Secretary and Track day Impresario, Section Treasurers, Membership and the Register Secretaries. All these people do a grand job and give up a lot of time in order to keep the Club running. AND I must not forget my wife Judy without whose support and encouragement I would not be able to continue.

For the accounts I am very pleased to report that despite a large reduction in turnover we have controlled spending to the extent that we have not made a loss this year.

Costs for the national committee meetings have steadily fallen over the past several years and were down again this year by £1,007 to £8,807. AGM expenses were also down by £2,100 and are expected to fall further in the next 2 years.

Advertising income has increased due to the efforts of Debbie Sampson (thank you Debbie) sorting out the hiatus caused by the unfortunate death of the previous advertising manager.

I note that the Sections spent significantly less.

It is significant that our book keeping and accountancies fees have remained the same for the past 7 years. I believe there will be a modest increase next year.

On page 12 subscriptions appear to have increased in fact they have not. They have fallen slightly. Mistakenly last year some of our subscription income (approx £10,000) was wrongly allocated to track days and other events. So the income from track days and other events should have been approx £10,000 less and subscription should have been approx £10,000 more than shown. This error was due to my use of

a bank account that used to be named rally account 2 which the book keeper allocated as rally income. A simple mistake that was not picked up but it made no difference to the bottom line last year or this year.

The January capitation payment had not been made until this week mainly because of the delay in getting some section accounts and finalising VAT issues. I was finally able to make the first 2 quarters payments and VAT adjustments on Wednesday.