

Questions/Statements/Responses

This document has the responses to a statement distributed by email to Council Members on Friday 19th March 2021 by the person we discovered through that email had become the new Company Secretary for the MG Car Club. See our news item. A copy of the new Company Secretary's statement is below. [News](#)

Statement from the new Company Secretary

19 March 2021 at 18.31

Dear Fellow CRB Committee Member,

I was appointed Secretary of the Club on 16 March 2021 and am writing to you as a fellow member of a CRB Committee. In accepting the invitation to become Company Secretary I have made certain conditions regarding my independence and ability to express my views. I neither support or oppose any faction in this dispute and simply seek to implement the policies adopted by the CRB Committees **on which I sit**, the MGA Register and Twin Cam Group, which have already been communicated directly to you on two occasions.

Perhaps in the current difficult circumstances we should all reflect on the simple fact that - Without Our Members there is no Club! It is my belief that currently not only have a number of CRBs possibly got somewhat ahead of the Membership but that the people who wield de facto executive power in some CRBs may have got somewhat ahead of their CRB Committees. For that reason I am writing to you directly.

It was not meant to be like this, the founding fathers of the Club (Thornley and Cobban) were united in opposing any undue influence on Council of CRBs and in the 1970s restricted Council membership by CRBs overall to a limited number (2 or 3) elected by a CRB Council. They favoured a strong executive, which was the General Secretary at the time. Perhaps it is time to look at a greater involvement in the Governance of the Club by General Members who, of course, should really be called Non-Voting Members. All of us are involved with the Club not for gain but to give something back for the pleasure our cars give us and to help others gain the same pleasure, again something else not to lose sight of.

In order to ensure the proper Governance of the Club in the short term and to protect the individuals concerned until the present challenges are resolved the **Executive Committee have resolved to form a sub-committee of the Executive Committee authorised to exercise all the powers of the Executive Committee that can properly be delegated to a sub-committee**. Initially the sub-committee includes all the Executive Committee members save for Peter Cook. Such sub-committee will function until the conclusion of the relevant General Meeting or 31 July 2021 whichever is the sooner.

Certain CRBs have called for a **virtual Council Meeting on 27 March 2021** to propose a vote of no confidence in the Executive Committee, save for Peter Cook. In so doing they specifically cite, and rely on, the recent precedent of the Club's virtual Annual General Meeting (AGM). It is clear it was never the intention for Council Meetings be held virtually as the Articles require a quorum of 50% of Council members present in person, proxies not being allowed, and such quorum be maintained throughout the meeting. However, recent changes to the Articles allow remote attendance by participants (who need to be the actual Council Members only excluding attendees at Council) to accommodate advances in technology.

Council Meetings have a large number of attendees entitled to attend and participate but not vote. These include, but are not limited to, the President, Executive Committee members and the second CRB representative. It is not clear if such parties will be invited to attend and participate in the 27 March meeting. The Chairman of the Executive Committee chairs Council Meetings but is prevented by the Articles from being a Council member. It is of course desirable to have a Council Meeting as soon as one can be held at least in part physically (with appropriate remote attendance for vulnerable individuals) under relatively normal circumstances and this is now in prospect. **The no confidence resolution, if passed, would have no practical effect – the Executive Committee will not resign.** The appropriate forum to remove the Board and replace it with a new Board – which would be **nothing less than Regime Change** – is a General Meeting. Such meeting should also be held physically not virtually, with the ability to participate remotely as appropriate, and with the clear statements from both sides of this argument as to their proposals for the benefit of the Club and their rationale for presence at the table of the individuals concerned. Such General Meeting should be held no later than the end of July 2021.

In any event the **sub-committee of the EC believes, having taken advice, that a virtual Council Meeting should not be held for the reasons stated above but also because it has been invalidly called.** The wholly virtual AGM precedent relied upon by those seeking to call the meeting of Council on 27 March should be cognisant that the AGM was only able to be convened and held as a wholly virtual meeting because of **temporary COVID legislation which is not applicable to a meeting of Council.** The Articles requires notice of a meeting of Council to name a physical place at which the meeting is to be held and the notice purportedly calling the meeting of Council does not name such place as required. The fact that only one person may be at the place named is irrelevant in this context. **Thus not only will the Executive Committee not resign in the event that the purported Council Meeting on 27 March is held and a resolution of no confidence is passed but the sub-committee will not regard such Meeting as having been validly called, let alone held, and will not enter any record of it into the Minute Books of Council.** Frankly I would prefer to rely on common sense as a reason for not holding the purported Council Meeting on 27 March rather than a legal point.

To the future - this situation needs resolving. Early next week I will send you substantive proposals supported by the Registers on whose Committees I sit, to consider how the future of the Club may be openly addressed. These proposals may inform how you may wish to approach the purported Council Meeting of 27 March and beyond. You might think it appropriate to discuss your CRB's position at your CRB Committee prior to the purported Council Meeting. This would give the individual appointed to Council by your CRB the benefit of your CRB Committee's guidance. More importantly still is how, together, we all take the Club forward and prevent these crises recurring again.

Yours sincerely Edward Vandyk, Company Secretary - MG Car Club

Responses from Council Members

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Response to the Company Secretary from Mike Longman, Y Register

This response follows the statement circulated by the new Company Secretary to all Council Members on 19th March 2021 at 18.54.

I was somewhat surprised to receive your letter and must say that I don't totally understand it. I do however have two comments;

1. As Company Secretary you will be aware that the disciplinary process of any company is part of the legal process of the Country. Information I am receiving is that the Disciplinary Panel wasn't properly convened and pre judged the case prior to the hearing without considering the employees side of the situation. As a onetime union branch secretary I must express my utter contempt for such action which makes a mockery of the British Legal System and brings the MG Car Club into disrepute.
2. My last duty before retiring (nearly ten years ago) was to review my organisation's Emergency Pandemic Response Plan. The objective of this plan was to allow the organisation to adapt and continue to function at an extended level during a pandemic, maintaining its normal services and providing additional ones. I am shocked that you are apparently saying that the MG Car Club cannot function in the current situation because the Council have to meet in person in the same room and you will not accept a virtual presence of members. Operating during a pandemic requires flexibility as shown by the Government and public bodies which are quite happy to meet in virtual 'rooms'. I haven't the words to describe the Club's attitude.

Mike Longman
Y-Register

Questions from Chris Callaghan, Y Register

Chris Callaghan added:

My questions are who appointed Edward Vandyk?
Where was the company secretary post advertised?

He claims to be independent, then states he is following the MGA/Twin Cam argument?
He claims he has taken advice but from whom?
The sub-committee of the Executive Committee is a total nonsense
Best regards, Chris Callaghan

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Response from Paul Goodman

From: paul.goodman7@ntlworld.com
Sent: 19 March 2021 19:23
To: 'Edward Vandyk'
Subject: To all CRB Committee Members

Good Evening Mr Vandyke,
I have no idea who you are and to my knowledge you have not been involved in the running of the MG Car Club before. Your letter is an insult to loyal members like me who have given many years of service to running the Club as Council Members and CRB Officials. You do not explain why the EC has set up a "sub-committee" to run the Club, creating, in effect two ECs. This is not the reason why sub-committees exist in the constitution.

We all have to adapt to the changes brought about by COVID and the MG Car Club has to do that like many other organisations. It is very unlikely that many of us will feel comfortable (or be allowed) to meet in large numbers before the back end of the year and certainly not in July.

I am not sure that you are aware of the number of serious issues which have arisen by the behaviour of the EC and its members including the hounding out of the previous competition secretary and the recent selling of the MG Cup race championship to a new sponsor (rather than Peter Best) over the heads of the championship committee. It is essential that all these matters are discussed at a Council Meeting which has to be held virtually – your suggestion of nominating a place is splitting hairs.

It is also arrogant of you to say that the EC (or the sub-committee) wouldn't resign if a vote of no confidence was passed. The MGCC is a member's club run by the members and if the members' view as expressed by a democratic vote of Council was ignored by the EC it would be a sad day.

Your suggestion that views of Council Representatives is an insult – I consult the NW Centre and Cockshoot Cup Committees before any action is taken. I have spent all my adult life as a club member and spent many, many hours running events.

I would be grateful if you would withdraw the contents of your letter and let the democratic processes of a proud and historic club continue.

Paul Goodman, Chairman North West Centre and Cockshoot Cup Race Championship

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Response from Peter Cook

Peter is the remaining director on the Board of the MG Car Club as the residue of the EC has gone into hiding in the recently formed EC sub-committee. Presumably no minutes of their meetings will be made available to Council Members or Peter as a director of the Club so they can perform their function of oversight and supervision set out in the Club's Articles.

From: petercookdr
Sent: 19 March 2021 21:39
To: Co-signatories and other CRB members
Subject: To all CRB Committee Members

Good evening folks,
The new secretary's letter was read out at the Devon & Cornwall committee meeting earlier this evening. It seems to have made them more resolute in supporting current actions. I was asked at the meeting "What is this all about" - bear in mind they were well informed on all documentation - I replied that "It is about handing the Club back to its members" - they seemed to like the response. Truthful, brief, and memorable.
Peter

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Response from Alan Rennie

It seems Mr Vandyk has taken up the position of Company Secretary on his own terms so he will have a platform for broadcasting his views laced with assertions and pomposity with the seeming authority of the unelected role of Company Secretary. Fellow members can see through that and feel it is not what we wish to see from the Company Secretary.

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Response from Colin Withers

Colin is a former Club director who stood down in protest after an EC vote was passed to issue a dismissal letter to Ineke Sherman which he felt was completely disproportionate way of handling her misdemeanour at a time when the Government Covid restrictions were guidelines.

This letter just confirms that Mr Vandyk (or Dr Death as he seems to be known in the press) is now trying to orchestrate things. We already knew he was claiming the Council Meeting called by the seven Council Members had no legal grounds, and he now confirms the existence of a sub-committee but gives no credible explanation. He talks about proper governance and the need to protect the individuals concerned. Another smoke-screen. Also he is writing as a fellow member of a CRB Committee, but then goes on to give the views of the EC and the Club. Totally contemptuous of the whole membership of the Club. I agree it's time for the CRBs to be very clear on the background of the new company secretary. [News](#)

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Response from Victor Smith (Chairman and Council Member for the V8 Register)

What Mr Vandyk does not address is the fact that the Club Chairman and members of the **EC have failed to respond to now over 10 formal emails or letters sent to them since early February 2021**. Whilst now claiming our call for a Council Meeting is not valid, and similarly our call for a General Meeting made after waiting for 21 days for a response to our requisition to the EC for a General Meeting is challenged in a vague way. Also we have had no explanation why, after a week after our sending our formal call and two reminders for the General Meeting on 17th April and requiring the EC to comply with company law by posting the Notice promptly on the Club website and with a copy in the April issue of the Club magazine, again there has been no reply. Today an attempt to put a copy of the calling notice in the April issue of the magazine as an advert paid for by a generous member, we saw that was blocked by the general manger. How desperate can you appear to be to stop a valid call for a General Meeting? But they state in a vague way the meeting is not valid – come on cut the disdain and cough up your reasons in detail! The truth is the call for the General Meeting is valid and it will go ahead.

The call for the two meetings by the seven Council Members who co-signed the formal documents sent to the EC each also provided certified copies of the minutes of their CRB committee confirming their full approval for the actions taken by their Council Voting member representing the CRB. So sadly another fake claim in Mr Vandyk's statement. As Paul Goodman says many Council Members have made large contributions over many years rather than "just sit on CRB committees" – as the V8 Register approaches it's 45th anniversary our successful workshop notes series has over 1,100 notes in 28 volumes providing useful information and maintenance articles for members which we know from their feedback is a valued as part of their Club membership benefit. What contribution has Mr Vandyk made to our Club I wonder?

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Response from Peter Burchill, Chairman MG Cup

From: Peter Burchill

Sent: 20 March 2021 08:34

To: Edward Vandyk; peter@vulcanracing.co.uk

Subject: To all CRB Committee Members

Thank you for your letter. Maybe all the CRB members should resign and explain to all the members why the Club is imploding,

The course of action is simple but the club have now put its walls up. Have we regressed to the times that destroyed the Car industry with rule and regulation that protect the fat cat, and give infinite power

to none elected employees to act in such a way to destroy the MG Car Club. Absolutely disgraceful behaviour.

Friendly club it is not - that's the result on the membership from the abuse of power within.

Regards
Peter Burchill, Chairman MG Cup

8 Statement from Lorraine Noble Thompson (former director) & Noel Lindford (Tyne-Tees Centre)

From: lorrainent@btinternet.com

Sent: 20 March 2021 18:04

To: 'Noel Lindford'

Subject: FW: 24th February 2021

I believe the law changed in 24th February 2021 after the government announcement that after March you can legally hold hybrid meetings

<https://www.icsa.org.uk/about-us/press-office/news-releases/new-guidance-about-company-agms-and-the-impact-of-covid-19-issued-for-2021>

Peter Swabey, Policy and Research Director at The Chartered Governance Institute advises:

- # Companies can legally organise hybrid meetings even if their articles do not expressly enable this, provided there is nothing in the articles which prevents their doing so.

Further questions, statements and responses will be added to this document as they come in.