

## Concise Update Report for all Council Members

### Council Meeting

The Council Meeting held on Saturday 27<sup>th</sup> March 2021 was very **well attended with 57 Council Members** representing 36 of the 38 CRBs and 12 Guests attending. Only the MGA and Twin Cam Registers did not attend. None of the members of the recently formed sub-committee of the Executive Committee (**SCEC**) and the recently appointed new company secretary were present.

The meeting went well and during the good quality of the discussion, a **growing focus of Council Members on the concerns over the poor governance of the Club** was noticeable. The vote on the “no confidence” motion was passed with an **82% vote**. That indicates strong support for the resolutions tabled for the forthcoming General Meeting we have called. A view expressed by a couple of members at the meeting was they had found the information made available ahead of the Council Meeting was too much for them, so **we intend providing concise and focused information** over the next few weeks ahead of the forthcoming General Meeting, but for those who feel they will want to see and understand the detail and raise any questions ahead of the meeting, there will be more detailed information via links on the micro-website at:

<https://www.v8register.net/meeting/200417-general-meeting-index.htm>

A copy of the **minutes of the meeting** is available on the micro-website but a cut down version of the minutes is attached:

<https://www.v8register.net/meeting/files/210330-mgcarclub-council-meeting-minutes.pdf>

### General Meeting

We have called the meeting for **Saturday 17<sup>th</sup> April at 11am**. It will be using a slightly more sophisticated online meeting platform which should enable many Club members to attend with fellow Council Members so they will be able to fully discuss their concerns and responses in an intelligent and orderly way as we saw at the Council Meeting. Full details of the meeting – agenda, how to raise questions, statements and responses (QSRs) ahead of the meeting, how the meeting has been arranged and how it will be managed on the day including the voting on the resolutions – are available on the information webpage via the link above.

### General Meeting is a valid meeting

This meeting is a valid meeting despite the continual claims from members of the recently formed SCEC and the recently appointed new company secretary that it is not so. Their unwise actions to do everything they can to frustrate the meeting we have called, including failing to respond to our formal call made on 11<sup>th</sup> March 2021, failing to post a copy of the formal notice of the meeting on the Club's website and in the next available issue of Safety Fast! (which breaches both the Club's Articles and company law), removing links from the Club's website to CRB websites where a copy of the notice of the meeting is on display and removing a privately paid commercial quarter page advert with a copy of the formal notice from the content of the April 2021 issue of Safety Fast! all indicate the wholly unreasonable intention of the SCEC to block our valid meeting.

### Two formal letters have been sent to the Keith Williams as Club Chairman

A formal letter has been sent to Keith Williams as chairman of the MG Car Club Limited by our solicitor stating the General Meeting is valid – we await his reply or more probably a reply on his behalf.

A second formal letter to Keith Williams as Club Chairman has been sent by the seven Council Members as a co-signed document also stating the meeting we have called is valid and ending with another invitation for him to discuss a sensible settlement of the situation. This is now the 10<sup>th</sup> offer we have made along with the earlier invitations from the President/Vice Presidents.

The disgraceful actions and repeated claims from the SCEC that the General Meeting we have called is not a valid meeting are a wholly unnecessary waste of time and legal costs which the co-signatories are currently funding themselves and will most certainly seek to recover in full. Copies of both letters are available via a link on the **News & Updates webpage** on the micro-website we have providing information for the meeting.

<https://www.v8register.net/meeting/news-and-updates.htm>

### Need to register to attend the General Meeting

Please remember, if you have not done so already, **you will need to register to attend the online General Meeting**. All current members of the Club may attend – the registration form is at:

<https://www.v8register.net/meeting/210417-general-meeting-registration-form.php>

**Concise summary of why the seven Council Members who called this General Meeting feel that it is necessary to replace the directors, other than Peter Cook**

This note is appended on page 3 and sets out a concise summary of the basis for removing the directors other than Peter Cook. The document is only a page and a half.

**Information on the members nominated to be the replacement Executive Committee and their undertaking, if elected, to stand down at the next AGM and offer themselves for re-election alongside any other Club member(s) who wish to stand**

A concise note setting out the background, experience and capabilities each member has to enable them to perform well as a director of the Club, plus what they aim to do in that role, is being prepared and will be circulated to all Council Members with a copy available on the information webpage on the micro-website. Please note each member nominated has given an undertaking they will stand down at the next AGM, probably in October 2021, and then offer themselves to be nominated alongside any other members who would also wish to stand for election as a director of the Club and member of the Executive Committee. Copies of the statement and undertaking from each nominated member are available via links on the nominations webpage on the micro-website we have providing information for the meeting.

<https://www.v8register.net/meeting/210316-nomination-forms.htm>

If you have any queries over any matter relating to the General Meeting, including the validity of the meeting and reasons for resolutions tabled for the meeting, do not hesitate to contact any of the Council Members representing the seven CRBs below.

Paul Snee, Chairman, Caledonian Centre

[paulsnee@btinternet.com](mailto:paulsnee@btinternet.com)

Paul Goodman, Chairman, Cockshoot Cup

[paul.goodman7@ntlworld.com](mailto:paul.goodman7@ntlworld.com)

John Watson, Chairman, MGB Register

[john.watson45@ntlworld.com](mailto:john.watson45@ntlworld.com)

David Rainsbury, Treasurer, NW Centre

[david@rainsbury.com](mailto:david@rainsbury.com)

Danny Cusworth, Secretary, Speed Championship

[service@cusworth.net](mailto:service@cusworth.net)

Noel Lindford, Secretary, Tyne-Tees Centre

[noel.lindford@btinternet.com](mailto:noel.lindford@btinternet.com)

Victor Smith, Chairman, V8 Register

[victorsmithv8@outlook.com](mailto:victorsmithv8@outlook.com)

Released with the approval of each co-signatory

Date: 1<sup>st</sup> April 2021 @ 16.00

**Attachments:**

**Copy of the cut-down version of the minutes of the Council Meeting** held on 27<sup>th</sup> March 2021 will be sent with this Update Report to all Council Members.

**Copy of the concise summary of why the seven Council Members who called this General Meeting feel that it is necessary to replace the directors, other than Peter Cook** is appended from the next page.

## **Why do the seven Council Members who called this General Meeting feel that it is necessary to replace the directors, other than Peter Cook?**

This situation started when some Council Members from a number of CRBs became aware that the staff member who looked after the Club Shop and regalia sales, Ineke Sherman, was facing dismissal for breaching lockdown regulations by entering Kimber House to collect stock to enable her to continue dispatching items her home to members who had purchased items. This appeared to them to be harsh and inhumane given that it was in the days following her returning from Holland to visit her dying mother. They wished this decision to be reversed, and still do, but what has since emerged is a pattern of **corporate misgovernance** so serious that the CRBs believe that those responsible cannot remain on the Executive Committee (EC). At a Council Meeting held on 27<sup>th</sup> March 2021 a vote of 82% in favour was recorded for a motion of no confidence in the existing Executive Committee, apart from Peter Cook.

This misgovernance can be set out under these headings:

### **Decisions taken by a cabal of the Club's officers and one other**

- **The decision to sack Ineke** was taken before the other directors on the EC had been informed, let alone reached a decision. Keith Williams (Club Chairman) telephoned her to say she would be sacked and could get a better reference by resigning beforehand, which was improper behaviour. Eventually the four other directors had to force an emergency meeting of the EC, staff matters being an EC decision.
- **The General Manager prepared a document ("the Road Map") on the future of the Club** which set out three possible ways the Club might evolve, some aspects of which would be alarming to both Council Members and Club members more widely. The other directors were told nothing at all about this document until a copy was passed to them unofficially. Even then, it was not considered by the Board, whose only concern was how a copy had been leaked.
- **One version of this this Road Map called for the redundancy of the regalia shop manager and the deputy editor of Safety Fast!.**

### **Excessive Secrecy**

- **Cabal** - not only were decisions taken by the cabal, as set out above, the rest of the Board were not told about them.
- **The Club's Articles require the EC minutes to be published on the Club's website.** Certain decisions, such as those that are commercially sensitive or concern staff matters are not shown in the published minutes (the white minutes) only in the full (blue) minutes. More and more information has been not been shown in the white minutes in recent times, now all white minutes have been taken down from the website.
- **'The confidentiality of employment matters' has been given as a reason to answer no questions at all on the disciplinary matter** relating to Ineke Sherman, extending even to what inaccuracies the EC alleged are in the seven Council Members' account of the matter.
- **Delegating all the Executive Committee powers that the EC are able to a new sub-committee (SCEC)** that consists of all the directors apart from the one remaining director (Peter Cook) who opposed them over the handling of the disciplinary and dismissal matters relating to Ineke, mean that no minutes need be published for the effective decision making body.

### **Failure to observe the requirements of the Articles**

- No Council Meetings have been held since October 2019.
- No EC minutes are currently published online, as set out above.

- No Council Meeting was called when validly requisitioned by the requisite number of Council Members each representing their CRB.
- When seven Council Members each representing their CRB called the meeting themselves, as allowed by the Articles if the directors fail to do so, every effort was made by the EC to obstruct that process.
- No General Meeting was called when validly requisitioned by the requisite number of Council Members each representing their CRB, which also breached company law.
- When the seven Council Members called the meeting themselves, as allowed by the Articles and company law if the directors fail to do so, every effort was made by the EC to obstruct that process including failing to post a copy of the Notice of the General Meeting on the Club's website and in the next available issue of Safety Fast! (April 2021 issue) to give necessary notice of the meeting to all members.
- Delegating all the EC's powers that they are able to a new sub-committee (SCEC) that consists of all the directors apart from the one remaining director (Peter Cook) who opposed them over the handling of the disciplinary process and dismissal relating to Ineke, technically does not breach the Articles, but obviously distorts and frustrates their clear purpose.

More information on the General Meeting together with News & Updates are set out on the micro-website at: <https://www.v8register.net/meeting/200417-general-meeting-index.htm>

Please note that links from the main Club website to several CRB websites that carry similar information about the forthcoming General Meeting and a formal Notice of that meeting have been taken down. We understand this was done upon the instructions of one or more directors of the Club to frustrate our giving proper notice of the meeting to all members as is required by both the Club's Articles of Association and company law. Sadly it is yet again another example of their unacceptable behaviour and governance of our Club.