

# NEWS

## Call for a General Meeting to consider the appointment of a new RREC Board of Directors

### Notice to require the Directors to call a General Meeting on or before 24 October 2020

In accordance with Section 303 of the Companies Act 2006 the members, previously notified to the Head office of the company, require the Directors to call a General Meeting of R.R.E.C. LIMITED. This is to be held not later than 11am on Saturday 24th October 2020 at The Hunt House, 70 High Street, Paulerspury, TOWCESTER, NN12 7NA

The general nature of the business will be:

- To remove Gerard Le Clerc, Duncan Feetham, Allan Fogg, Ole Hviid-Nielsen, Roderick Macleod and Lindsay Robotham as Directors of the company.
- To receive the numbers of postal votes previously cast for candidates to fill the vacancies on the Board of Directors.

In accordance with Section 314 of the Companies Act 2006 the members require the company to circulate, to those members of the company entitled to receive notice of a general meeting, a statement on the matters referred to in the proposed resolutions to be dealt with at that meeting.

Currently the Board of Directors of R.R.E.C. LIMITED must have five members to be quorate and may have up to nine members.

Candidates have come forward to fill any vacant positions on the Board of Directors and members are invited to vote for the candidates of their choice on the enclosed voting form. It is suggested that the remaining Directors co-opt onto the Board those candidates with the highest number of votes, to fill the vacancies.

### Statement setting out the reasons behind the call for a General Meeting

Ordinary members have been questioning recent management decisions and actions taken by the Board.

The Directors named above have either promoted these decisions or have held collective responsibility during the period covered by members concerns.

Through poor leadership and a failure to exercise independent judgement, these Directors have failed in their statutory obligation to act in the way that would be most likely to promote the success of the company for the benefit of its members as a whole.

**The concerns that have been raised call into question the skill, care and diligence exercised by these Directors and their ability to avoid conflicts of interest, all statutory duties of a Director. These include:**

- At least 13 resignations/appointments filed at Companies House since December 2019 – 14 if the resignation of Ole Hviid-Nielsen (subsequently reversed) is included and which is currently under scrutiny, being at odds with board minutes and his statement at the AGM.
- Precipitous, ill-judged appointments to the board, one being that of Mark Hardy, which has resulted in unnecessary and ongoing legal costs being incurred.
- Failure to accurately minute such board decisions, e.g. the appointment of Mark Hardy as Finance Director in January 2020.

- A 487-page transcript of an open board meeting held on 2nd March 2020 and published on the Club website (Members > Useful information > Board Minutes) demonstrates a woeful lack of leadership.
- Poor communication with key volunteers, leading to resignations, e.g. Event Organiser(s).
- Poor communication with the editor of Spirit & Speed, thus putting in jeopardy the future of our award-winning magazine; for many the only benefit of Club membership during the Covid-19 crisis.
- Statements made by Directors in eBulletins, or during the 2020 AGM, regarding the tender process for publications and the appointment of Mark Hardy, which are now being contested publicly.
- Expulsion of one of their fellow board members, Richard Fenner, from the Club with no explanation other than he did not agree with his fellow Directors on a key issue.
- Failure to provide members with a more detailed breakdown of the financial accounts for the year ending 31.10.2019, or a budget for 2020; both promised by the Finance Director at the 2019 AGM.
- Failure to foresee and avoid conflicts of interest arising from common directorships of RREC and SHRMF.

- Decisions made by the named directors have resulted in a very stressful working environment for our excellent and loyal staff, potentially taxing both their motivation and commitment to their work with the Club.
- Placing blame for failures on “the shortcomings of previous regimes” (quote from eBulletin dated 7th August 2020) with no acknowledgement that some Directors hold collective responsibility from that time.
- Rejection of genuine and reasonable attempts to seek remedial action, causing a significant number of members to conclude that their directors are not interested in consultation and place their own importance above all else.

#### Failure to act now carries real risks of:

- Losing longstanding, highly regarded members who are seriously considering not renewing their Club membership.
- A damaging split in the Club, and immense damage to Club finances, arising from known dissatisfaction not only amongst European Sections but also UK Sections.

It is time to elect new Directors in whom we have confidence to consult with us, as members, and take the remedial action necessary to improve the management of our Club.

**A VOTING FORM IS INCLUDED WITH THIS ISSUE OF SPIRIT & SPEED. PLEASE USE THIS FORM TO REGISTER YOUR OPINION AND TO TAKE THE OPPORTUNITY TO ELECT A NEW BOARD OF DIRECTORS IN ORDER TO IMPROVE THE MANAGEMENT OF OUR CLUB**