

Reading & District Model Aircraft Club Ltd

Minutes of AGM 2025

Held at the Oakwood Centre, Woodley on 2nd December 2025
at 2000

Number of members present 14

- 1) **Apologies** were received from: Kevin Mercer, Richard Williams, Robert Powell, Alan Holt, Graham Legg, Ray Chesterman, John Gibson, Andy McSwan and Doug Heathcote
- 2) Agenda was adopted
- 3) **Minutes** of 2024 meeting accepted and approved
- 4) No **matters arising** from 2024 minutes not elsewhere on the Agenda

5) **Chairman's Report**

Thank you for attending this evening's meeting and we have, as usual, arranged a small buffet as a way of saying 'thank you' which you are encouraged to enjoy at the end of the meeting.

Following on from this report, I will give you a long and complex account regarding the TVP licence, for which I apologise in advance, but the key news is that at long last we have a new TVP licence. We have gone through a lot of effort, change and cost to get the licence updated and signed by all parties and you will all soon become aware of what we have been doing, and what we have spent the club funds on, over the past six months or so.

In terms of day-to-day management of the club, once again I would like to thank the committee for their support over the past year. Never an onerous task but via the committee we do try to make sure that members views are taken into account during discussions and decision taking. I would also like to say a special word of thanks to Ian who is retiring as club treasurer this year after many years in that role.

As you should be aware, my predecessor, Martin Dance, passed away earlier this year. I am sure that he was the longest serving committee member of the club as I have old copies of the club magazine, Windsock, showing that in 1979 he was the club chairman and in 1986 editor of the magazine. In the May 1979 edition of Windsock there is a history of model aviation at Reading detailing an inaugural flying meeting of interested parties on July 25th, 1931, at Woodley aerodrome. It appears that Reading Model Aircraft Club was founded a few years later in April 1933, so it will not be long until we celebrate our 100th birthday!

The weather was a regular topic for comment in these magazines, as it remains today. As yet we seem to have avoided the flooding this year, instead

suffering from a drought this summer so we continue to guess what the weather will bring us next.

As with many clubs, new membership is not managing to keep pace with the number of members leaving the club so our club membership continues to decline. Even after the significant cost of revising the TVP licence the club remains financially secure but I suspect that numbers will drop again at the end of this year given the number of regular fliers who have already retired from the hobby this year. We will continue to manage the club spending as efficiently as we can but as you will hear from Ian shortly, we have decided to raise the club membership fee to mitigate both the additional cost of the accountants and the reduction in club members.

Last year at this point there was uncertainty around the TVP licence renewal plus the possible relocation of the Royal Berks to behind the Oracle building. That uncertainty has faded away so for now let us continue to enjoy the flying strip and hope that the weather is on our side this coming year.

6) **Move to a Company Limited by Guarantee**

Earlier this year the club held an EGM to make members aware that the club had to become a legal entity in order to sign the revised TVP licence and that the move to a legal entity would incur a significant cost. Members approved that expense. Since then, we have been working to become a legal entity, as required by Oracle, and on May 30th 2025 we incorporated a new company at Companies House, number 16484355, Reading and District Model Aircraft Club Limited, with myself, Joe and Ian listed as directors.

Becoming a company involved a one-off cost of nearly £3,500 for the lawyer to write the Company Articles based on the club constitution and a further £2,000 for Oracle's lawyers to re-write the licence to fly at TVP, both more than was originally expected. However, this is all now complete and we now have a signed, revised licence that is practically the same as the original one but this time the permitted flying days/times match the club requirements.

The Club Constitution was used as the basis for the bespoke company Articles. The articles are essentially legal rules on how we have to run the company e.g. how directors are appointed etc. and we are legally bound to follow the Articles. Any elements of the Constitution that related to the day-to-day operating the club are not part of the Articles and are now in a separate document referred to as 'Rules'. The company is not legally bound to follow the Rules but they are referred to in the Articles. As such, the Articles and the Rules together replace the Constitution and for the majority of members there is no significant difference to the constitution. The new Articles plus the Rules will shortly be added to the club website.

At the moment there are just three members of the new company, myself, Joe and Ian. At the end of this year Ian is leaving his position of treasurer and that officer position and associated directorship become vacant. This year, when you renew your membership, you will see that you are actually applying to become a member of the Reading and District Model Flying Club **Limited**, rather than renewing your club membership. You will also see at the start of the membership form that as part of your application you are agreeing to pay a nominal sum of £1 in the event that the company goes in to liquidation owing money. This is a standard requirement of a company limited by

guarantee. As a legal requirement, you will be listed as a member of the company at our Company address

It is also important to note that the club now has a new bank account. Assuming you pay via bank transfer you will need to delete the old payee and set up a new one with Reading and District Model Flying Club **Limited as the payee** with the new sort code and account number, before you can pay for your membership. All the relevant details are provided at the bottom of the membership application. With no one willing to take up the role of club treasurer, Joe and I will now both hold debit cards for the new account.

As a company we will need to lodge audited annual accounts at Companies House. To do so, we have contracted with Edmonds Accountants, based in Grazeley, to manage our accounts and they are now our company address. Joe and I will work with them. The cost of Edmonds managing our accounts, auditing them and submitting them to Companies House etc, has added £960 per year to our costs. This recurring cost has been added to our other annual costs that the membership fee has to cover and, as a result, the proposed membership fees for next year have risen. Ian will talk about that shortly.

In conclusion, there has been a lot of effort and cost behind the scenes to update the licence to fly at TVP but on a day-to-day basis, no real change for members.

7) Treasurer's report

a) The largest cost in 2025 is that of setting up the new company which the Licensor of the field required. The third column of the income statement shows the year-to-year variances of both income and expenditure

b) Abnormal item for 2025

The cost of company formation, Solicitor's costs for the new Licence and Accounting fees was £6256.50 as shown in the income statement. The breakdown is as follows:

Company formation	£3576.00
Accountant's cost	£610.50
Solicitors cost for drafting new licence	£2070.00

The only known on-going cost for 2026 will be that for accounting of £1152.))

c) Comparison of normal running profit and loss

In order to compare 'normal' running profit and loss for 2025 versus 2024 we must exclude the abnormal expenditure of £6256.50 in 2025:

Loss for 2024	-£112.98
Loss for 2025	-£129.85

d) Membership and subscription proposals for 2026

Inflation continues but at lower rates.

Our savings have been reduced by the requirement to form a company, interest rates continue to drop, so interest received will drop during 2026. Based on the number of members who have resigned in the last few months we expect the number of members to reduce.

After the committee reviewed all the factors, including the fact that we did not increase subscriptions last year, we propose that we should increase the 2026 subscriptions to £35 per adult and the junior to remain at £5.

e) Resolutions

Resolution 1 – that the accounts for the year ending 31 October 2025 are adopted. *Proposed by Steve Fleming, seconded by Dave Grey and unanimously accepted*

Resolution 2 – that the 2026 proposed subscriptions and joining fees are adopted. *Proposed by Trevor Blake, seconded by Dave Hall and unanimously accepted*

8) Election of officers

No interest expressed in post of treasurer before or during the meeting. Position remains vacant but it has been agreed that the position will be absorbed by the two remaining directors, both of which have company debit cards and access to the bank accounts. This will enable them to fulfil the treasurer's role.

Trevor Blake voted unanimously onto the committee.

9) AOB

Discussion about falling membership and the waiting list of people wanting to join. We need more members who are willing to train new members. General discussion about how to improve training provision but no decisions were made.

Meeting closed at 20:40