

South Hampstead Club Limited

Hereinafter “The Company”

Annual General Meeting

7.00pm, Wednesday, 11 June 2025 at SHCC Clubhouse

Agenda

The agenda for the AGM shall be:

1. To record attendees and receive any apologies for absence (8 mins)
2. To approve the last AGM minutes (2 mins)
3. To receive introductory remarks (30 mins)
 - a. Chairman's Address - Bob Peach (10 mins)
 - b. Tennis Section (10 mins)
 - c. Cricket Section (10 mins)
4. To receive and approve the Annual Accounts for the 2024 calendar year (10 mins)
5. To consider and, if thought fit, pass the following resolutions (15 mins)
 - a. **ORDINARY RESOLUTION 1**
"THAT the maximum number of Directors be increased from 10 to 12."
 - b. **ORDINARY RESOLUTION 2**
"THAT the following persons be appointed as Directors of the Company:
 - *Bob Peach (nominated as Chairman)*
 - *Ed Hewens*
 - *Mark Ducker*
 - *Orla Hugueniot**"*

- *Paul Vettath*
- *Lindsay Healy*
- *Emma Arthur*
- *Mark Frankel*
- *Amelia Camarero*
- *Daniel Seaman*
- *Louisa Dallmeyer*
- *Karla Dudek*

6. To consider the new Articles of Association and, if thought fit, pass the following special resolution (25 mins)

a. SPECIAL RESOLUTION

“THAT the Articles of Association available at <https://shclub.co.uk/docs/250402ArticlesofAssociationFinal.pdf> be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.”

(Presentation of new articles by Ed Hewens and Mark Ducker followed by voting)

7. To consider any other business properly put to the meeting (10 mins)

Notes To The Agenda

1. **Legal Structure:** South Hampstead Club Limited (Company Number: 00677843; Registered office: Ground Floor, Marlborough House, 298 Regents Park Road, London, N3 2SZ) is a company limited by guarantee incorporated on 14 December 1960. The Cricket Section and Tennis Section are sections of the Company.
2. **Voting Rights:** All fully paid-up adult Members of the Company are entitled to vote at this AGM. Any questions regarding eligibility to vote should be directed toward Ed Hewens.
3. **Quorum:** The quorum for the meeting is 20 Members personally present.
4. **Current Board Position:** Under the current 1960 Articles of Association (**1960 Articles**), Bob Peach is the sole remaining director of the Company. Bob Peach is standing for re-election and the slate of the other 11 directors proposed in Ordinary Resolution 2 has been nominated and recommended by the current board (Bob Peach)

in accordance with the 1960 Articles after consideration of submissions from the committees of the tennis and cricket sections.

5. **Important Legal Requirement:** Items relating to Director elections and adoption of new Articles must be conducted in the order shown for legal compliance under the 1960 Articles . The 1960 Articles specify a maximum of 10 directors, but they permit the members at a general meeting to increase this maximum number. This increase has to be approved before the board proposed within Ordinary Resolution 2 is elected.
6. **Director Biographies:** Brief biographies of all nominated Directors are attached to this notice.
7. **New Articles:** If the new Articles proposed in paragraph 6 are approved as a special resolution, they will take immediate effect. A special resolution requires a 75% majority vote (of those attending the AGM and entitled to vote).

Director Nominee Biographies

Bob Peach (nominated as Chairman) -

Career BSc(Econ) LSE

National Service/Army

Advertising 1961-85 Leo Burnett Ltd Board Director

Sports Council Commercial Manager/Marketing Director

Team Leadership Sports Natlot Campaign

Committee Govt Sportmatch funding

Sport Playing Captain University of London Cricket, Captain LSE Football

Club Cricket Conference Cap & Captain

Combined Services Representative team

Local Table Tennis

Local Squash

Sport Admin Middlesex County Cricket Club Committee

Middlesex Cricket Board Secretary

Middlesex County Cricket League Leading Founder

South Hampstead Member since 1955

Cricket Captain 1962 – 74/ Several admin roles

SHCL Chair 2014 to date

£60,000 grants Wembley Nat Stadium Trust

Tennis Mixed Doubles Finalist 1983 !!

Miscellaneous Broomfield Secondary School Governor/ Chair Finance

MCC from 1965 Life Member

Vice President MCCL

Ed Hewens - Edward Hewens joined South Hampstead Cricket Club in the summer of 2005 and played 1st and 2nd XI Cricket for around 8 years. He held the post of Interim Chair of SHCC in 2011 following the death of Brian Fuller until the 2012 AGM. From 2012 – 2015 he was Secretary of SHCC as well as leading various maintenance projects. Since 2015 Ed has held the post of Company Secretary at South Hampstead Club Ltd. When not writing minutes, Chairing the SHCC Disciplinary Committee, replacing fences or fixing drains at Milverton Road, Ed manages a residential property portfolio in West and South West London. He lives in Notting Dale, has two daughters who are indifferent to cricket and tennis, but a wife and dog who are very supportive of his sporting activities.

Mark Ducker - I trained as a Certified Accountant and have worked for the big 6 accountancy firms and Stock Market listed companies during a 30 year career. I have been a director of several companies in the past and have been a member at the South Hampstead Club on and off, since the early 1970's.

I am a lifelong resident of Kensal Rise and surrounding areas. I myself attended 'The Convent of Jesus and Mary' and 'St Mary Magdalenes' schools in Willesden, my children went to Malorees and QPCS and my partner works at Salusbury Junior School. I come from a sporting family and I am a strong proponent of participation in sport at all levels of ability. Having seen our club take a pupil from Malorees Junior School and for him to later face Roger Federer on the Centre Court at Wimbledon proves what is possible if this club works well together.

Daniel Seaman - Daniel has been a resident of the area since 2012 and has been involved in the administration of amateur sports since 2019 when he became junior manager for SHCC (although he has played far more tennis in his life than cricket!). Daniel is a current director of two companies: The Eye Rettery Company Ltd, a company responsible for the preservation and enhancement of 4.5 acres of community land in Suffolk and AndGrow.IO Ltd, a consultancy business. Daniel is CTO of a commodity data provider and has previously been responsible for managing the global budgeting process for a \$250m international business. Daniel has been on the SHCC committee since 2019 as Chair of the Junior Section and has grown the number of Juniors from 80 to 250 and managed the associated changes to the junior programme. He has led the development of an active Junior Committee through regular meetings and a team of age group Team Managers. Daniel has contributed hugely to the SHCC committee through meeting management, taking a lead on legal issues and pushing digitalisation.

Louisa Dallmeyer - Finance Expertise: Experienced consultant, economist and qualified accountant with a strong track record in health strategy, finance, and performance improvement within the NHS and internationally. Leadership: Currently serves as Director of Information at NHS Practitioner Health, overseeing finance, data quality, information management and research. Nonprofit Contributions: Served as treasurer at CharityComms for

six years and as a school governor for eight years, including Chair of the Finance Committee, supporting nonprofit organisations with financial and strategic expertise. Cricket Club Development: Active committee member of South Hampstead Cricket Club for ten years, ensuring ClubMark retention and spearheading club development initiatives. Community & Revenue Growth: Revitalised the club bar to enhance profit and community engagement, brought summer and Easter camps in-house to boost revenue, and trained senior players as coaches for youth programmes. Event & Infrastructure Development: Introduced an annual Firework Night celebration and secured grants for a new clubhouse terrace, further strengthening the club's community presence.

Karla Dudek - Karla is a very experienced corporate lawyer who has worked throughout her career advising the world's leading companies and financial institutions. She has acted as a trusted adviser to boards and executive teams and is a published author on directors' duties. Karla also regularly provides advice to social enterprises and charities, helping them with their structures and corporate affairs. All of this experience means that Karla is able to provide constructive solutions, on legal issues in particular but also more broadly, and is also committed to high standards of corporate governance and ethics which a key for South Hampstead Club Limited given its important role in the community. Karla has been a manager of junior teams at South Hampstead Cricket section over the past seven years, with her oldest son, Claude, now also moving into playing with the seniors at SHCC. She also has fond memories of South Hampstead Club's tennis section from the time that her children played there, including for junior club teams. She is committed to helping South Hampstead Club Limited move forward in a unified and constructive manner for the benefit of all of its members and believes that the skills she can bring, if elected to be a director, will help to make this happen.

Orla Hugueniot - My professional experience includes working in public health for over 20 years, as a nutritionist, head of marketing at DHSC supporting families with early years health and secretariat for an expert committee. I'm a passionate advocate for the role of sport and healthy eating in the lives of families. I'm also a spokesperson for DHSC on matters relating to diet and have appeared on media outlets including the BBC, Sky and ITV. I've volunteered for SHTC for 15 months, as club secretary and over 3 years for a nutrition advisory board while living in Australia. My family and I have lived in the Queen's Park area for over 25 years.

Paul Vettath - I have 25 years experience working as a Finance professional providing analysis and decision-making support to Commercial, Manufacturing and Logistics operations with a latter focus on strategic planning and capital investment. Born and raised in Singapore, I have lived in London for 25 years, the last 12 with my wife and three young boys in Willesden Green and am parent governor at Malorees Infant and Junior school.

Lindsay Healy - I am a corporate lawyer and founder of Aria Grace Law CIC, the world's only not-for-profit corporate and litigation law firm. We won Law Company of the Year at The Lawyer Awards 2023 and same at ALM Law.com Awards in 2025. I've been a member of and advisor to many boards over the years and am currently a trustee for a charity, Key4Life.

I have been a member of SHTC for nearly a decade, assisting in shaping the governance (in one case stopping a law firm from wrongfully charging the club unnecessary and exorbitant fees). One of my main business skills is being able to get to fair and balanced outcomes, quickly and with transparency.

Emma Arthur - Aside from a background in office admin and PR, I've been involved in various community work over the years. In 2010-2014 I set up and ran a youth club in Willesden Green and laterally a community patrol in Kensal Rise from 2020-now. I've also been chair of my GP's PPG group since 2021 and very active in helping improve GP services and patient liaison. I've been team captain for SHTC ladies 2nd team from 2022-2023 and more recently as a professional gardener have redesigned the outside space at SHTC.

Mark Frankel - I have worked in news media and communications for over 25 years, including nearly two decades for the BBC and am currently the head of public affairs for the UK's leading fact checking charity, Full Fact. I have lived most of my life in this area of NW London. My kids all attended Salusbury Primary School in Queens Park, where I was a governor for six years. I have been a member of SHTC for several years, my middle son is also a club member and my eldest son played cricket (when he was younger) for the SHCC. I'm both a tennis and cricket fan, playing both from an early age and have been an MCC member for the last 10 years.

Amelia Camarero - [Biography awaiting]