BEWL VALLEY SAILING CLUB, LAMBERHURST, KENT

MINUTES OF THE AGM

Sunday 27th November 2011 14.30

Present

Commodore	Crispin Farrant	(CF)	
Rear Commodore Sailing	Mike Wilcock	(MW)	
Rear Commodore Services	John Dennis	(JD)	
Honorary Secretary	Jo Mayes	(JM)	minutes
Honorary Treasurer	John Langridge	(JL)	
Honorary Legal Advisor	Simon Keen	(SK)	

Committee members: David Hewett (DH), Mark Dowling (MD), Richard Smith (RS), Mike Wallace (MWa), Richard Hayden (RH)

The Club Manager, Vince Nunn, was in attendance

John Duncan of Gilbert Allen &Co the Company Accountants and Auditors was in attendance

The total number of full (voting) members present was 65, comprising 22 Family members, 31 Senior members, and 12 Individual members.

12 proxy voting forms were received.

CF opened the proceedings by welcoming members to the AGM, introducing the Flag officers and explaining the procedure; namely the formal meeting, followed by a break and then an informal discussion when all present could ask questions.

1. Apologies for absence

Apologies were received from:

Roy Butcher, Dick Case, Crispin Champion, Chris Denny, Rachel Hills, Derek Kemp, Paul Linaker, Tony May, Mike Nelson, Oliver Schonrock, Marc Smith, Ann Wakeford, Audrey and Geoff Warley.

2. Minutes of the last Annual general Meeting and their acceptance

P. McFarlan stated that an amendment he had suggested at the 2010 AGM that the MC should put forward as a proposal a change the Memorandum and Articles had not been recorded and not done. Namely: that the MC has the power to co-opt members to the committee for any reason. Currently the M & A state that this can only be done to replace people who have resigned, left the club or deceased.

It was agreed that this would be a proposal in the AGM 2012 and the MC should be granted this power to facilitate filling vacant posts this year.

With this amendment it was the agreement of those present that the Minutes of the AGM held on Sunday 12th December 2010 were taken as having been read were a true and accurate record of the meeting. Proposed: P.McFarlen, seconded: M. Clayton, carried.

3. Presentation of the Accounts as at 31st March 2011 and the Treasurer's report

JL started his report by saying that members had asked for the accounts to be presented in a variety of ways and he had complied with this by ensuring that papers were made available on the club website well before the AGM, hence giving the information in different formats that members had the information in good time.and ensuring

Members had requested a budget and JL explained that there has always been one and in his report he has tried to explain how it has been achieved.

The Development Plan also has a budget but currently the club cannot afford to deliver the Plan in full without finding additional sources of funding to achieve this. The MC will apply for grants in 2012 to improvethe facilities for members and help to deliver the Plan.

He also reminded members that there was a master file of the accounts in the office and any member of the club could view this.

The full accounts and the Treasurer's report are attached.

The MC has discussed an increase in subscriptions but this will be debated along with the budget by the incoming MC before being finalised.

John Duncan has audited the accounts.

JL thanked Vince Nunn and the office staff for their work during the year and especially helping to prepare papers for this meeting.

Matters arising

- Alan Wilson asked why there was a difference between the turnover and profits. JL explained the difference was due to depreciation.
- MD asked what JL thought a reasonable sum would be to put annually into reserves. JL stated it was a decision for the MC but he would suggest £50 000
- Chris Woodward thanked JL for his work in the last 4 years.
- Stephen Davis was concerned that he was listed as a Shadow Director of the club on the accounts lodged at Companies House but he had not contributed to the to financial decisions and has resigned from the MC. SK explained that the Club has two legal directors and the other members of the MC are shadow directors which is a statutory requirement of the Companies House.

It was proposed by R. Kingsnorth and seconded by MWa that the Accounts and Treasurer's report be accepted. Carried with some abstentions.

4. Appointment of Auditors

JL proposed and P. McFarlan seconded the proposal that the meeting re-appoint Gilbert Allen & Co as auditors. Carried.

5. Commodore's report

The Commodore reported that

- Membership was slightly greater than this time last year
- Despite the falling water level a full programme had been maintained
- The club enjoyed a sound relationship with the landlord
- The incoming MC will work to push forward the Development plan

The Commodore thanked

- Gordon Malcolm and his team in the galley
- David Radford and Jon Stanfield for their work with Trainees and encouraging them to become members of the Club.
- Vince Nunn, Justin Edwards and Sarah Kent for their work in the office.
- All the members of the club who have volunteered at some time during the year as without them the club could not function
- The Flag officers and members of the MC who all give of their time freely.

6. Rear Commodore sailing report

MW gave his annual report to members which is attached.

He concluded his report by thanking the members of the SSC, Dave Radford and, in particular, JM who had minuted the SSC.

7. Adoption of resolutions.

RESOLUTION 1

That in subsequent years the following information is listed and separately itemised within the income and expenditure account for that financial year (additional information for members)

- The income obtained from temporary members
- The income obtained from hiring club boats
- Wages and salaries (excluding NI)
- Employers NI contributions
- Light , heat and power
- Maintenance of the clubhouse
- Maintenance of the state
- Purchase and maintenance of club boats
- Publicity and marketing
- Credit card charges

Proposed: D. Hewett, seconded B. Lagden

DH said that members needed full financial information about the Club. JL fully agreed and stated that this information was always available and the accounts this year included all this information and the master file had even more detail.

There being no further discussion a vote was taken. **Carried, 1 against, some abstentions.**

RESOLUTION 2

For the past 5 years BVSC annual membership subscriptions and craft fees have risen significantly above the rate of inflation and are budgeted to continue to do so for the next 5 years.

Commencing from 2012-13 membership year commencing 01 04 2012 and in all subsequent years that all full (family), full (individual) and senior members be entitled to and be offered in writing each year, the opportunity to pay their annual subscriptions and craft fees pro rata over 12 monthly payments – payable one month in advance by standing order, without incurring any financial surcharge or penalty.

Proposed S. Davis, seconded A Howse.

***(Section283(6) of the Companies Act 2006 requires that the notice of the general meeting must specify the intention to propose the resolution of a specific resolution and also specifies that the text of the special resolution must be included in the notice. With the text not having been approved in time, this statutory requirement cannot be satisfied and so the resolution will be invalid.)**

S.Davis stated that some people wanted to pay subscriptions in 12 instalments and this facility should be available.

The MC has already discussed the issue and in 2011 members were offered the facility to pay in 5 instalments, currently with no extra charge. This system clearly had not been publicised sufficiently as many members were ignorant of its existence.

Many members were not aware of this although it was stated on the renewal form.

JL has sympathy with the proposal especially as he thinks it will stem attrition.

However, it is essential that there is no difference between people who make a single payment and those who pay by instalments.

SK stated that we could vote on the proposal and request that the incoming MC debate this as an urgent matter

J Mansel Smith asked if this was so would it be in place by April 2012.

It was agreed it would be in place.

After further discussion a show of hands indicated that the members present wished the incoming MC to discuss the matter and ensure that it was operational by April 2012.

8. Election of Officers and Committee of the Club

CF handed the chair to JM for this item.

All members present had the opportunity to vote for the Officers proposed and Main Committee members proposed as they registered for the AGM.

All members voted in favour of electing the Flag Officers and committee members proposed.

JM announced that in the absence of further nominations the Flag officers and members of the Main Committee be elected.

The Chair was then assumed by the incoming Commodore Mike Wilcock.

MW thanked CF for all his work during his term as Commodore.

He thanked all members for attending the AGM and closed the official part of the meeting at 16.20.