



Minutes of the **ANNUAL GENERAL MEETING**
of the **MEDWAY YACHT CLUB**
held on **SATURDAY 6 DECEMBER 2014**

The Commodore welcomed members to the 135th Annual General Meeting of the Medway Yacht Club.

She reminded all those present of Rule 8.8 - Attendance at any Special or Annual General meeting of the Club shall be restricted to Life, Veteran and Single members and Family members including not more than two adult representatives over the age of 18 from each family membership. All members entitled to attend shall be entitled to one vote save that in the case of Family members they are limited to one vote per family unit and not per Family member.

The Commodore reminded those present that there are voting slips available in order to elect three candidates to Management Committee. She said that although resumes from all four candidates had already been circulated she asked that they stand up to make themselves known. The voting slips were then collected.

The Commodore highlighted the fact that the meeting was being recorded.

1. Apologies for absence

Apologies for absence were received from 22 members.

2. Minutes of the Annual General Meeting held on 7 December 2013

Acceptance of the minutes of the 2013 Annual General Meeting was proposed by D Harris, Seconded by J Wright put to the vote and carried.

3. Matters arising

There were no matters arising.

4. To adopt new rules

The Hon. Solicitor took the floor and said that he hoped that everyone understood why the amendments had been proposed; he said that in order to make Medway Yacht Club eligible for the funding application they have to comply with the requirements of Sport England and the rules changes will make Medway Yacht Club an inclusive club rather than an exclusive club; the general view these days is that clubs should be inclusive rather than exclusive.

The Hon. Solicitor asked if there were any specific queries regarding the proposed amendments.

J Baker asked about the reference to young persons and said should this really say junior members as the term young persons didn't appear to be clarified within the rules. S Winn referred J Baker to Appendix 1.

S Winn said there should be a reference to Appendix 1. The Hon. Solicitor said that Rule 4.2 remains unchanged which refers to Appendix 1.

It was proposed that the following amendments to the Club rules are approved:

1.1. The name of the Club shall be the "The Medway Yacht Club ", a non-profit making organization, (hereinafter referred to in these rules as "the Club"). All profit and surpluses will be used to maintain or improve the Club's facilities and further its objects. No profit or surplus will be distributed other than to an approved sporting or charitable organisation.

1.2. The object for which the Club is formed is to promote and facilitate the sport of amateur sailing and motor boating ("the Sport") and to provide such other facilities for members incidental to or as may be from time to time determined conducive to the Sport. To this end, the Club shall be a member of the Royal Yachting Association (RYA).

4.1 There shall be two categories of membership "Full" and "Limited" comprising the following

4.1.1 Single Member (Full)

4.1.2 Family Member (Full)

4.1.3 Cadet Member (Limited)

4.1.4 Veteran Member (Full)

4.1.5 Life Members (Full)

4.1.6 Junior Member (Limited)

4.1.7 Out of Port Member (Limited)

4.1.8 Honorary Member (Limited)

4.1.9 Temporary, Group, Young Group, Student, Corporate or Associate Member or any other membership determined by the Management Committee under clause 4.4.8 post (Limited)

4.1.10 Guardian Member (Limited)

4.3.1. Subject to paragraph 4.4.8. The categories of membership, the rate of entrance and subscription fee for each category of membership and all additional charges and expenses arising from or connected with each membership and date or dates for payment thereof shall be proposed by the Management Committee to the members at the AGM in each year. Any proposed changes shall be approved by a majority of two thirds of those present and entitled to vote and shall become operative on the first day of January, following the AGM. The current rates of subscription shall be prominently displayed within the Club premises.

4.3.2. Subscriptions together with any other associated charges of the Club shall be payable upon election or admission or on 1st January in any year whichever shall be the earlier or as may be otherwise approved under 4.3.1. above. Candidates who apply for membership after 31st July shall if elected or admitted only pay one half of the annual subscription rate plus appropriate charges and expenses for that current year. December applicants shall pay from the 1st January the following year. The Club will endeavour to keep its subscriptions for membership at levels that in its reasonable view do not pose a significant obstacle to persons becoming or remaining members and participating in the Sport.

4.3.3 (a). Any member being in arrears with his current subscription shall be disqualified from proposing or seconding any motion or voting at any Special or General Meeting of the Club for so long as his fees remain unpaid. A member whose annual Subscription and charges remain unpaid at 31st January or such other date or dates as may from time to time be agreed by Club members of the year to which they refer will receive one warning in writing that unless within 14 days the same is paid forthwith the Member will be liable to be excluded from the Club and his name removed from the Club Register of Members. Thereafter in the absence of compliance by the Member with that demand his membership will automatically cease. The Management Committee may in exceptional circumstances extend such deadline or where the circumstances permit reinstate a Member in their absolute discretion upon payment of all outstanding fees and charges due to the Club. The Club shall have a lien on

any property of a Member or ex-member on Club premises all or any fees or charges of whatsoever nature and may take possession of such property pending settlement of such arrears or subsequent sale or other disposal by the Club as appears below. The Club may move such property to another part of their premises without being liable for any damage thereby caused.

4.3.5. This rule is cancelled. (From 1st January 2015 there will no longer be Graduated membership or Introductory membership offered by the Club). However any member who is currently an Introductory or Graduated member will continue to be eligible for the existing conditions of that membership whilst they continue as a member of the club.

4.3.6. This becomes 4.3.5.

4.4.1. An application for membership, other than Temporary, Corporate Group, Young Group, Student or Associate membership or other Limited membership agreed by the Management Committee under clause 4.4.8 shall be in the form from time to time prescribed by the Management Committee and shall include the full name and address of the candidate. Any person with an interest in the Sport may apply for membership regardless of sex age disability ethnicity nationality sexual orientation religion or other belief and may seek to become either a Full or a Limited member.

4.4.5. The Management Committee shall decide on each application by vote. This will be by a show of hands, of those present. A vote of 25% against an application will constitute a rejection. Any rejected applicant shall have the right to appeal in writing, to the Management Committee against their decision. The Management Committee shall consider any appeal received and report their decision thereon to the appellant within 30 day of receipt of the appeal. Voting on any appeal shall be in like manner to the original consideration of the application. The Management Committee shall only refuse an application if it is satisfied that there are good grounds for such refusal such as its capacity to absorb further members or evidence of conduct or character on the part of the applicant likely to bring the reputation of the Club into disrepute.

4.4.6. The Secretary shall inform each candidate in writing of the result of their application, and shall furnish unsuccessful candidates with details of the Clubs appeals procedure and elected candidates following election or admission with a copy of the rules and Bye-laws of the Club.

4.4.7. The election or admission of a candidate shall be provisional and not effective unless payment of the first year's fees and connected charges have been received within one month of such election or admission or as otherwise approved under 4.3.1

4.7.4a. Supervision and rescue facilities as appropriate are only provided by the Club for Young Persons (which includes Junior members) during organised sailing or training events but limited only to the actual Young Persons who have been accepted for that event and only during their participation in that event.

4.7.4c. No Young Person is permitted onto Club premises under any circumstances unless at all times under the care supervision and control of an adult member of the Club or Guardian Member or of an adult guest of an adult member who stands in loco parentis to such Young Person(s). The only exception to this rule is in relation to Young Persons who fall under a. above but even in the case of such a Young Person they must be escorted to the Club and collected immediately upon conclusion of the organised event in which they are participating by an adult Member of the Club. Young Group members may not enter Club premises unless accompanied at all times by two nominated adult supervisors who remain responsible for their safety and welfare throughout such visit.

4.7.4d. Other than as set out in a. above responsibility for the safety and welfare of Young Persons on Club premises lies solely with the adult member or adult member and adult member's guest as the case may be responsible for bringing such person onto Club premises.

9. AMENDMENT OR REPEAL OF CLUB RULES OR BYE-LAWS

A resolution formulating new Rules or Bye laws or amending or repealing existing Rules or Bye laws shall be sent by the Management Committee or by at least 12 members of the Club proposed and supported in writing to the Secretary. Notice and full details of such proposals shall be posted on the Club Notice Board for not less than 28 days and at the end of such period the Secretary shall convene a special General meeting to consider the same or the same may be dealt with at the AGM.) The time place and particulars of proposed amendments repeal or alteration of existing rules or By Laws shall be circulated to all members not less than 28 clear days prior to the date of such meeting.

10.2. *If, upon the winding up or dissolution of the Club, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Club, but shall be applied for or given or transferred to an approved sporting or charitable purpose or institution. Such institution or institutions to be determined by the members of the Club by resolution passed at a General Meeting at or before the time of the dissolution.*

Reasons for changes

Rule 1. To meet the requirements of Sport England (to facilitate our bid for Funds)

Rule 4.1. Effects the omission of Introductory membership and the addition of Junior and related

Guardian memberships. It also introduces the concept of Full or Limited membership which again meets the Sport England ethos.

Rule 4.3. Gives flexibility for payment dates of subs and charges to be changed as part of the approval of the annual charges, when considered necessary.

Rule 4.3.2. Partly follows the change in 4.3.1. but the last sentence again seeks to meet the Sport England Criteria.

Rule 4.3.3. Follows the change in 4.3.1

Rule 4.4.1, 4.4.5. and 4.4.6. Necessary to meet Sport England ethos

Rule 4.4.7. Ties in 4.3.1 and 4.3.3

Rule 4.7.4a Includes Junior members and 4.7.4.c includes Guardian Members

Rule 9. Amended to be consistent with 4.6.6. (change from post to email for notices to members)

Rule 10. To meet the requirements of Sport England

R Stone proposed the adoption of the new Rules; this was seconded by D Harris, put to the vote and carried unanimously.

The Hon. Solicitor then drew attention to House Rule 15.7 which had occupied a lengthy discussion at the 2013 AGM; he said that the Management Committee had agreed to go back and revisit this rule which they have done and as a result the reworded House Rule is now before you for agreement. The Hon. Solicitor asked if there were any questions relating to the reworded House Rule 15.7 – there were no questions, so the Hon. Solicitor asked those present to vote to accept the following rule change.

15.7 Any member wishing to use an independent third party or company to carry out work on their vessel or equipment on Club premises shall be subject to the following conditions.

(a) The member shall provide the Club in advance with details of the proposed third party or company the nature and duration of works to be carried out. Before commencing work the third party or company shall report to the Club office to sign in.

(b) Members must inform the club in advance if any of the following activities are to take place, these include the use of sand/shot blasting equipment, the use of plant that utilises pressure vessel, air receivers or compressors (but not jet washers – water), the use of mechanical lifting plant (cranes etc), the use of welding cutting equipment (gas or electrical), the use of harmful or hazardous chemicals (highly flammable, corrosive or irritant), and spraying operations. The club reserves the right to set special conditions affecting the execution of such works which must be adhered to by the third party or company whilst on site.

(c) The Club retains the right to stop any activity or the use of any equipment which it considers exposes employees or others to risk of injury or ill health, loss or damage or causes unreasonable nuisance or annoyance to other members.

(d) Any injury or loss or damage arising from work carried out on a members boat by a member or third party or company acting on that members instructions remains the responsibility of that member and or the third party or company involved and the Club accepts no responsibility therefor. In this connection members are reminded of the importance of ensuring that they or their appointed third party or company have appropriate insurance to cover such activities.

If work carried out by the third party or company causes an accident or damage then it is the member's responsibility and a claim could be lodged against them, Medway Yacht Club accepts no liability.

The adoption of House Rule 15.7 was proposed by B Pettitt, seconded by J Stevens, put to the vote and carried.

5. To adopt the Accounts for the year ended 31 August 2014

The Commodore introduced Julie Davis who in the absence of the Hon. Treasurer, John Airey, had been co-opted by the Management Committee to present the accounts and had been working alongside the Hon. Treasurer in preparation for the AGM. The Commodore said that J Davis will continue to work alongside the Hon. Treasurer for the coming year and will also be involved in the finances relating to the bar and galley.

J Davis took the floor, she said that she can take no credit whatsoever for the preparation of the 2014 accounts or the 2015 budget – all that hard work has been down to John Airey. I merely shadowed John during the process in the hope that I can summarise the accounts and budget for you and answer any questions you may have.

J Davis then referred to page four of the accounts for the year ended 31 August 2014. As usual the accounts have been reviewed by UHY Hacker Young, a firm of Independent Accountants and they prepare the assurance report. J Davis pointed out that the wording on the final report that they had issued earlier that week is slightly different to the one that the members had received in their AGM pack, in that the work that they have conducted has been carried out in accordance with some new accountancy directives as opposed to the Interim Technical Release as mentioned. However the conclusion remains unchanged and they confirm that they have found no evidence to refute the committee's confirmation that the accounts give a true and fair view.

With reference to page two and the membership figures, J Davis said that the membership has fallen again year on year from 579 to 565 however the fall has not been as significant as was feared back in February when there were also concerns regarding unreserved moorings.

Referring to page 5 (unnumbered) and the Income and Expenditure Account. J Davis noted the following points:

- Income increased by just over £40,000 on the previous year to £633,000, of that £40,000 increase just under £16,000 was generated by improved performance in the bar and galley.
- In the same period expenditure increased by £20,000 year on year. Approximately £8,000 of that increase was purchases for the bar and galley due to the increased turn-over so there was a net increase in other expenditure of £12,000.
- Shore side and site repairs and renewals were £14,000 higher than the previous year and included the river bank reinforcement.
- Staff costs have actually decreased in the year by reducing the hours of the chef and the use of casual staff.
- The combination of the increased volume in the bar and galley and those reductions in staffing costs have reduced the deficit on bar and galley trading by £15,000.
- Overall the deficit after depreciation reduced from (£24,668) to (£2,173).

Referring to page one and Cashflow, J Davis said that in arriving at that deficit of £2,173 there has been a depreciation charge of £53,000 which is a non-cash transaction within the year as it relates to assets purchased predominately in previous years. Along with the other cash transactions shown this gave us a net cash inflow of £37,708 for the year.

Referring to page six, the Balance Sheet, J Davis said the fixed assets has reduced by £45,000 from £527,000 to £482,000 – down by £53,000 depreciation and up by £8,000 on purchases. The total bank and cash accounts as previously mentioned have increased by £38,000 from £142,000 to £180,000. She highlighted the fact that cash balances will continue to be depleted between the balance sheet and the end of the calendar year. Overall net current assets have increased by £56,000 from £12,000 to £69,000.

J Davis asked if there were any questions relating to the Accounts for the year ended 31 August 2014. There were no questions.

P Booth proposed the adoption of the Accounts for the year ended 31 August 2014; this was seconded by A D H Clarke, put to the vote and carried.

6. Report of the Hon. Treasurer on the budget for 2015 and to approve subscription levels, mooring and other charges

J Davis presented the Budget for 2015 and the proposed subscriptions and charges for 2015. Points noted:

- Revenue Budget (page 4) – Overall we are looking to increase income by 2.6% for 2015. This is an increase of £16,000 from £632,000 to £648,000. The Management Committee propose to do this by a 5% increase in membership fees but by only increasing other charges by 1% other than yard services which will increase to £30 per hour.
- Subscriptions and Charges (pages five, six and seven) – with regard to the two main categories of membership; Single increases by £13.50 per annum from £264.50 to £278.00 and Family increases by £18.50 per annum from £362.50 to £381.00.
- On page seven there has been some overzealous rounding up on berthing in the car park, this will be amended when the invoices are issued and you will only be charged a 1% increase.
- J Davis said that on expenditure the Hon. Treasurer had prepared a very detailed budget and the overall position is that we expect a <1% increase year on year for

expenditure. The budget assumes that the bar and galley will produce a similar performance to last year, although the House Committee will continue to review the situation and I will be working closely with them over the coming year. Overall this budget will generate a surplus after depreciation of just under £18,000 for the year compared to a deficit of £2,000 for the previous year.

With reference to Capital Expenditure, J Davis said there is a detailed budget for the next six plus years, although this is not set in stone but intended to give the membership some indication of the projects that will need to be undertaken.

She drew the membership's attention to the installation of a new gas heating and water system commencing in 2015 at a cost of £100,000. She said the Club have applied for an inspired facility grant of £75,000 to undertake this work but the budget prudently assumes that the application will be unsuccessful as the Management Committee unanimously recommends that this work is undertaken regardless of the grant outcome. J Davis said that in order to do this the Management Committee are proposing to increase the Development Fund by £20 and request that the Development Fund be released to facilitate the works.

J Davis finished by saying that there is a revised payment structure that the Management Committee had agreed in response to members requests. If you pay 50% of your invoice by 31 January 2015 you may then defer payment of the balance until 31 March 2015.

J Davis asked if there were any questions.

P Booth said the Club have applied for the inspired facilities grant but the membership are also being asked to authorise the use of the Development Fund, he said can he assume that if the grant application is successful then the development fund monies will be put back into restricted use. J Davis said that if the Club obtain the grant (the decision will be made known in April 2015) all but the required balance of £25,000 of the Development Fund would be effectively returned to the Development Fund for your future approval of capital projects.

D Townsend asked if they had calculated the percentage increase of subscriptions if the development fund increase was included. J Davis said that the 5% increase was only on the subscription fee. D Townsend asked what the percentage increase for a single member would be if the development fund increase was included. J Davis said that it would be a 11.4% increase. J Davis said that there had been no intention to disguise this fact but the development fund was something that was paid for the future development of the club rather than the on-going running of the club. D Townsend said he understood this but it is not voluntary and therefore they are increasing the membership fees.

D Townsend said that the galley situation is budgeted to continue the situation and is not looking to reducing their losses again this year and asked why that is the case. J Davis said that the House Committee will continue to look at this but from a budgeting point of view it is prudent to continue, particularly as they have already reduced the deficit by £15,000 in one year. D Townsend said he would like to have seen further reductions in the deficit included in the budget.

H Nixon said that the Rear Commodore who has reduced the bar and galley deficit in the past year by a huge amount should be congratulated and thanked for her hard work.

H Nixon said that it had been said that future expenditure is not set in stone and asked for justification to the proposed expenditure of £50,000 for a committee boat to replace Marguerite. The Vice Commodore said that there is £50,000 in the budget but this will be offset by the sale of Marguerite in the region of £10,000 to £12,000. He said that last year's budget had provided for a replacement engine for Marguerite but since then he had received

many comments saying not to replace just the engine but replace Marguerite. The Vice Commodore said he would like to see more and better sailing which will include downriver starts and windward/leewards and to do that they need a boat that is fit for purpose. He said that the Hon. Safety Boat Captain, Peter Aird, has been looking around for a replacement and the amount included in the budget is to ensure that they find a boat that is good for the next twenty, thirty years. H Nixon said that it would only be used once a month for downriver starts and would it be more reasonable to charter a suitable boat. The Vice Commodore said that they have used Michael Wallis' boat in the past but it had sustained damage and the Club shouldn't be in a position where it has to rely on member's boats and usually insurance precludes this from happening. P Clarabut pointed out that if you charter a boat and the weather is bad, you will still have to pay for it. H Nixon said that this is a large amount of money and the Committee should revisit this.

H Nixon said he had looked at the budget very carefully and how the money will be spent over the next five to six years; he said that going ahead with the gas main was very sensible. He asked why would you consider installing solar panels on the roof when you are planning eventually to replace it. H Nixon said that the income from the car park, winter and summer, is about £60,000 and asked if this money could be ring-fenced to carry out the work to Area C. This would bring in extra income and those paying to use the boat park will see something done with their fees.

The Commodore said that this document is laid out as a proposed schedule for works that will be required over the next five to ten years; she said it is a very fluid document and things will be brought forward and things will be held back and comments from the membership will be taken on board. The Commodore said that this document was put together to outline the areas of the Club that the Management Committee feel will need maintenance in the next five to ten years and an attempt to put down some figures against the work.

The Vice Commodore said that the Club has not yet needed to turn anyone down who has applied for winter membership and if they cannot be found then there will be no extra income.

I Inwood asked if the Management Committee has assumed that membership numbers will remain the same. J Davis said that they have. I Inwood thought that this is a little optimistic. I Inwood said that just going for 1% is creating a rod for your own back. J Davis said that they are looking to generate a surplus by the end of the 2014/2015 financial year and this gives a bit of flexibility.

B Boyd asked if the £75,000 grant comes in what will happen next. J Davis said although the result will not be known until April; there is already £50,000 in the Development fund with a potential £22,000 to be collected in 2015.

The acceptance of the Budget and proposed charges for 2015 was proposed by D Harris, seconded by R Best, put to the vote and carried.

7. Development Fund Resolution

The Management Committee is authorised to utilise up to the whole of the monies standing to the credit of the Development Fund in 2015 to finance the proposed new gas main, new heating system and replacement showers referred to in the Capital Budget 2014/2015 onwards.

The resolution was proposed by P Clarabut, seconded by R Best, put to the vote and carried.

8. To confirm the appointment of Accountants for the year 2014/2015

Proposed by P Booth, seconded by A D H Clarke put to the vote and carried.

9. To discuss any other business of which notice has been received

There was no other business for discussion.

10. To elect Officers for the ensuing year

Commodore	Benita Woolley
Vice Commodore	Colin Weston
Rear Commodore	Claire Sheppard
Hon. Treasurer	John Airey
Hon. Mooring Master	John Stevens
Hon. Solicitor	Andrew Baker

The election of the above was proposed by C Gore, seconded by M Penny, put to the vote and carried.

11. To elect members for the Management Committee for the ensuing year

As a result of the vote taken at the beginning of the meeting, the following were elected to Management Committee:

Chris Coulson
Tony Newcombe
Ian Pearson

The Commodore said that as you may be aware the Hon. Solicitor, Alastair Simpson, has decided to stand down and as a token of thanks and in recognition of his many years' service the Commodore, on behalf of the membership, presented Alastair with a gift. Alastair said that he had enjoyed being the Club's Hon. Solicitor and it is nice to be a member of Medway Yacht Club, he said that the Club is in a better position than it has been for a very long while and they should all be looking forward to a few years of exciting times.

The Vice Commodore said he has the honour of presenting the Centenary Trophy; he said that the Sailing Committee had put forward a couple of names; the first being all those club members who had helped out on that foggy morning after the dredger incident and although they did not get a prize everyone was very thankful for everything they did that morning. He said that the second nomination takes us back to July and the regatta when there was an incident downriver which stretched everyone when one of the visiting yachts got in trouble and the crew were injured; although this had been a group effort there had been one person who had stood out – the Centenary Trophy was awarded to Robert Ballantyne.

The Commodore said that the next award is the Jack Waights Silver Salver and this year the Management Committee decided that should be awarded to a person who had given up a great deal of their own time to ensure that security around the site was very much improved by installing the CCTV system – the Jack Waights Silver Salver was awarded to Paul Millard.

The Elizabethan Trophy is awarded to the person who the Management Committee feel has given a great deal of their time to Medway Yacht Club; this year's recipient has arranged a Wayfarer Open, has promoted the Wayfarer Class, has been instrumental in organising a stand at the Dinghy Show and also Bart's Bash. The Elizabethan Trophy was awarded to Gail Penny.

The Rear Commodore said that the last presentation of the AGM is to the Club's Historian, John Basley, who has put in some time with a publisher about the National 18 Dinghy. The Rear Commodore presented John with a copy of the published book.

12. Date of next meeting

Saturday 5 December 2015 at 13:00 hours in the Clubhouse.

Meeting closed 13:55

I confirm that these minutes are a true record of the meeting

Commodore