

DRAFT

**MINUTES OF THE 93rd ANNUAL GENERAL MEETING
OF SUSSEX YACHT CLUB LTD
HELD SATURDAY 19th JANUARY 2019**

The meeting commenced at 10.00 hours

TL welcomed everyone to the meeting, advised of fire regulations and formally declared the meeting open. A last request was made for ballot papers to be handed to the President immediately for the posts of Rear Commodore and Directors. The vote was subsequently declared as closed and final papers were taken away to be counted and added to those previously counted.

As the AGM date was brought forward, the trophies have not yet been engraved and TL requested that each trophy is returned immediately after awarding for engraving.

Present: Terry Kinch, Commodore, Kevin Headon, Vice Commodore, David Nunn, Hon. Treasurer & Rear Commodore, David Terry, Rear Commodore, Graham Roberts, Rear Commodore, 83 shareholding and 11 non-shareholding members.

Apologies: Keith Crawford, Miles Mayall, Roger Pawley, Hazel Pawley, Jane Ogden, Richard Ogden, Robin Stevenson, Evelyn Thomas, Tom Milligan, Sue Moffatt, Hilary Cornish, Ivan Cornish, Keith Withers, John Redman, Andrea Redman, Alan Saunders, Di Saunders, Mike Large, Sue Large Snr, Cornelius van Richtoesen, Mark Phillips, Patricia Hill, Sarah Weston, Judith Greene, Julian Knight, Lucy Ballard, Ann Hawkes, Roger Skinner and Warwick Webb, Guy Stansell.

1. FLAG OFFICERS' ADDRESS

Terry Kinch, Commodore, thanked fellow members and staff who have contributed to the running of the club over the past year and noted that with two major projects, the changes in administration systems and normal activities, it has been a demanding year for everyone.

Every section of the club has subsequently seen an increase in activity and participation during 2018 and TK hoped that everyone felt proud of the club's achievements.

Sailing has enjoyed a renaissance with more boats sailing in more events than in previous years. Attendance at 'Away' rallies has been strong, and larger fleets have been out on Sundays and at pursuit races on Saturdays.

The youth, dinghy and dive sections have all seen increased participation and continue to benefit from the dedication of the training and safety boat sections.

Members who sail in other areas around the country and other parts of the world retain their membership of SYC and continue to represent us while they enjoy their time on the water.

The club's bar and restaurant have benefited from an increase in members using the club during the week and weekends and members have enjoyed the functions offered by House Committee and the Steward and her team culminating with a sell-out New-Years-Eve party.

Some very significant changes to both club sites are upcoming and whilst an open committee structure has been available, an update on progress was given.

SOUTHWICK SUMMARY

The jetties and pontoons at Southwick are approaching the end of their functional life and club mooring arrangements must be replaced and modernised. The need to undertake such a major project has coincided with Shoreham Port's need to replace their own moorings and their desire to extend the leisure marina at Southwick.

SYC are working with the Port in developing a joint scheme and will benefit from their involvement in terms of design, planning, engineering and execution of the works.

New mooring arrangements designed to cater for the generally larger yachts that members now own has led to a reduction in the overall number of berths that will be available on 'our land'.

Moorings and Maintenance Committee are currently drafting detailed proposals for one or more of the optional mooring schemes available so they can decide what is best for the club and the orders can be placed. It is expected that a decision should be made in MC within the month and that work will go ahead this year.

SHOREHAM SUMMARY

The redevelopment of the Shoreham site is the largest project that the club has ever undertaken, made more complicated because of the interaction with flood defences.

Over the last year 43 members have contributed to meetings in what has become known as the 'Shoreham Development Project' (SDP) and all those who wanted an input or had specific skills and knowledge to offer were able to contribute.

In August the planning application gained approval subject to a set of conditions. Work on the Technical Design and Legal contracts continued and the club's bankers both indicated that they would provide funding 'in principal' for the project if required.

In November SYC entered the tender process which concludes on February 8th. The HMRC rejected our first scheme application, a statutory review was requested and a further application was made.

The Design team have now met and identified possible Value Engineering for the project, a final legal contract has been received and will be reviewed by our 'member legal minds' before consideration by SDP and then MC in due course.

The core members of SDP will be preparing final detail of the proposals so they can be taken to MC for consideration, discussion and ultimately a vote on acceptance for the land sale contract and separately the award of the construction contract.

2. ADOPTION OF THE MINUTES OF THE 92nd ANNUAL GENERAL MEETING HELD ON 17th FEBRUARY 2018

A vote was taken for the adoption of the Minutes.

Proposed by Alan Phillips: Seconded by David Lee: In Favour: Unanimous; Against: 0
Abstention: 0. Carried.

3. MATTERS ARISING FROM THE 92nd ANNUAL GENERAL MEETING

TK asked the meeting if there were any questions from the 92nd AGM. None were received.

4. ADOPTION OF SYC ANNUAL REPORT AND ACCOUNTS

DN introduced the two new systems in the office which are making an improved impact. Firstly, Xero has been used for Barco for more than a year, and for the club since 1st July, and offers extended chartered accounts to capture more detail.

The second piece of software introduced is a bespoke marine management and membership data system called Harbour Assist. Harbour Assist allows members to use their own accounts. It continues to benefit from enhancements and improved functionality as it grows. Both systems are cloud based and provide a controlled and secure access from almost anywhere.

DN noted that questions on the accounts were invited from members in advance but little was received.

The accounts were reported as showing a healthy position. Budgeted surplus excluded the development and had been set at £64,000 surplus. Under sundry income two 'one off' receipts are shown, £103,000 from Environment Agency for loss of a small building and a small strip of land on south bank. The item for £29,000 referred to provision made for Aldrington management and the money has been returned.

The Clubhouse development has taken longer than expected and subsequently the budget allowed for membership fees and boatyard revenue being affected has not yet manifested.

Expenditure has been under tight control with much held back because of the new clubhouse.

Cash balances have been maintained but the two main projects will have a massive call on that sum of money.

DN noted that professional fees of £224,000 in respect of clubhouse development during the year are not seen in the income and expenditure columns but have gone to balance sheet because it is expected to be capitalised as project moves forward, and the money has been spent.

Questions:

Jim Partridge stated that he uses Xero and Cloud for his business but does not feel it is secure. He asked if insurance is in place against cyber-attack. DN thought not but stated that he will look into it. JP was concerned as he had experienced problems.

Chris O'Neill asked about capitalising on £224,000 and DN stated that provided the clubhouse project goes forward that sum will become part of the capital sum. DN confirmed that the auditors have pointed us in that direction.

DN invited anyone to contact him if they have any concerns.

Proposal for the Adoption of the Annual Report and Accounts:

Proposed: Hon Treasurer David Nunn; In favour: Unanimous; Against: 0 Abstained: 0. Carried.

5. ADOPTION OF ANNUAL REPORT AND ACCOUNTS FOR SYC (BAR AND CATERING) LTD

DN presented the Annual Report and Accounts for SYC (Bar and Catering) Ltd and invited questions.

DN summarised that 'Barco' have settled into a satisfactory trading condition over last year and a profit of just over £8,000 was achieved at the end of the year. The hard work from the Steward and everyone was appreciated.

DN noted that Barco are now on course to make modest profits in the years ahead and that consideration is being given to Barco now standing on its own feet financially and to pay back the clubs investment.

Questions

Frank Kay: FK stated that he was one of the people who formed SYC Bar and Catering by bringing it in house. Despite its faltering start he was very pleased to see what is now happening and wished to compliment all who have been involved. He was also pleased to note that there are now monthly management accounts.

Steve Vyse: SV stated that the audited costs are rolled into the published figures. SV asked if that now it appears that Barco is running properly and profitably, is it worth considering no longer carrying out an annual audit of Barco and allowing the fees for the audit to be put in the club rather than to the auditors? He wondered if it is value for money now it is being closely monitored.

DN said he is looking at all matters very closely and noted there are other things to consider with the organisation, in particular the sports club status and community. Until that is looked at the auditors will remain.

Proposal for the Adoption of the Annual Report and Accounts for SYC (Bar and Catering)

Proposed: Laurence Woodhams; Seconded: Steve Vyse; In favour: Unanimous; Against: 0 Abstained: 0. Carried.

6. ELECTION OF COMMODORE

TK announced that the following elected positions for Flag Officers and Directors, whether by ballot or due to there being no other nominations, have all been nominated and seconded in accordance with the company's Article of Association.

The following has offered himself for election:

Commodore: Terry Kinch

7. ELECTION OF VICE COMMODORE

The following has offered himself for election:

Vice Commodore: Kevin Headon

8. ELECTION OF HON. TREASURER

The following has offered himself for election:

Hon. Treasurer: David Nunn

9. ELECTION OF REAR COMMODORES

The following have offered themselves for election:

Rear Commodore: Graham Roberts

Rear Commodore: David Terry

Rear Commodore: Laurence Woodhams

A ballot was undertaken and Derek Copeman, President, oversaw the count of votes following the club protocol.

The result:

Graham Roberts elected

David Terry elected

A clear vote was achieved and the procedures were fair and valid.

10. ELECTION OF DIRECTORS

There have been four resignations (Kevin Knight, Ian Bush, Laurence Woodhams, Neil Prescott) and nine nominations received for five vacancies from: George Bliss, Ian Bush, Kevin Knight, Dave Lee, Glen Neagle, John Pryke, Des Silverson, Simon Twiddy, Adam Thompson.

A ballot was undertaken and Derek Copeman, President, oversaw the count of votes following the club protocol. A clear vote was achieved and the procedures were fair and valid.

The following new directors were appointed: Kevin Knight, Adam Thompson, Des Silveson, John Pryke and Ian Bush. TK welcomed them and thanked all those who stood for election.

The Commodore asked the meeting to confirm that all ballot papers may be destroyed and this was accepted.

11. ELECTION OF PRESIDENT AND VICE PRESIDENTS

A request to take the vote en bloc was made and no objections were received from the room for the election of President and Vice Presidents.

Derek Copeman has been proposed by the Board and has agreed to offer his services as President;

Alan Saunders, David Ramus and Steve Vyse have been proposed by the Board and agreed to offer their services as Vice Presidents.

Proposed: Commodore; In favour: Unanimous; Against: 0; Abstention: 0. Carried.

12. ELECTION OF HONORARY MEMBERS

The Honorary members listed in the Annual Report were proposed by the Board to be elected en bloc.

Proposed: Commodore; In favour: Unanimous; Against: 0; Abstention: 0. Carried.

13. APPOINTMENT OF AUDITORS

The Board proposed that Clark Brownscombe be appointed for a further year. TK reported that they have again undertaken a very thorough and efficient audit of the accounts and have supported the club in additional ways including the introduction of the Xero system.

Proposed: DN; In favour: 97; Against: 2 (Alan Phillips and Adam Thompson) Abstention: 0. Carried.

14. PRESENTATION OF RACING PRIZES

Trophies were presented by the President, Derek Copeman and Trophy Secretary, Kate Leigh.

Heron Cup: Awarded for the best or most improved female cadet in dinghy sailing:
Awarded to Katrina Browne

Thompson Cup: Awarded for the best or most improved male cadet in dinghy sailing:
Awarded to Rhys Griffiths

John Bull Shield (Dinghy) awarded to Tyler Harmsworth.

Cream of the Fleet: Best of Dinghy River Series: Awarded to Tyler Harmsworth.

Compass Challenge Cup: Awarded for the Best Kept Log. Awarded to: Barbara Runnalls – Moonriver.

Windflower Cup – Awarded to the skipper for the Longest Sailed Passage in any consecutive 21-day period. Awarded to: Tom Milligan, Molly 'O for a passage of 2,037NM from Las Palmas to the Channel Islands in August 2017.

Bulldog Trophy – Awarded for Extraordinary Services in a Supporting Role to Sailing. Awarded to: Guy Stansell – for stellar work as Sailing Captain over the last two years, going above and beyond what can be expected from a volunteer.

Lulu Trophy – Awarded to the skipper for services to Pursuit Racing participating in the true spirit of racing. Awarded to: Aiden Tuckett for proving that any type of yacht can compete in and enjoy pursuing.

The Vice Commodore congratulated all recipients and also thanked Kate Leigh, Trophy Secretary for all her hard work.

15. ANY OTHER BUSINESS

No questions had been previously submitted.

Questions

1. Alan Philips expressed concern that the Shoreham project cannot be achieved for the money we have and asked what happens if this occurs.

TK replied that the tender stage estimates are in but remain confidential at the moment. DN has looked at the finances and the state of club but due to the sensitive timing of tenders TK will be more comfortable to answer the question after the tenders are in.

2. Alan Philips asked what the process is in the event of a major cost over-run and will it come back to a special meeting.

TK replied that the process will be to follow the club procurement process and main committee will make the final decision, regardless of what size of funds may be required.

3. Chris O'Neill asked if once the tenders are opened and scrutinised in February would we seek external advice at that time.

TK said we receive external advice from various industry professionals already, and stated that the main committee have already expressed caution and will not expose the club to a situation we cannot support. If procedural matters are required it will come back.

4. Jim Partridge stated that he has been Commodore in the past, a member for 62 years, and never owed the club money. In addition he and his brother have donated money to the club in the past. He was also kept waiting by the club when he sold his wet weather gear and yet when his boat came out of the water he was told that he would not get it back in the water without paying. JP considered this is illegal and furthermore he understood that if he was a member of Riverside yard he would have saved himself £100. JP further complained that in his opinion, in clear breach of GDPR, someone rang the windfarm about his financial situation and the windfarm reported that back to him. JP considered that this is a statement about how not to treat senior members of the club.

TK replied that he had not known this before and will look into it but assured JP that if a breach has been made it will be dealt with fully.

5. Jim Partridge asked about the east end of the boat yard and whether the developers have been allowed to have it. There are all sorts of rumours but it appears that the development next door has got problems. JP asked if the yacht club had been paid.

TK stated that there is no financial consideration in the arrangement. SYC granted the developers a licence to use the land and they will return land with a level surface suitable for a boat yard.

6. Jim Partridge asked how many members are also shareholders and it was confirmed that there are currently 518. JP considered that something should be undertaken to bring back a full quantum of shareholders.

TK agreed.

7. Steve Popple (emailed question) noted that attendances at the Icicle and Cooler events have suffered as regular visitors thought these events were not running due to a lack of website coverage and results. In addition the published Dinghy programme for October to December 2018 created a local feeling that dinghy racing has virtually ceased at SYC because no results were showing for either the 2018 Icicle or John Bull races. He requested that the club arrange for prompt updates and a notice of races be put on the Dinghy Section of the website.

TK replied that it is reasonable to say that some delays and confusion have been experienced in certain aspects of the website. Steve Vyse offers his time voluntarily and has spent a lot of time looking at the website recently. SV has now got some volunteer help for regular updating and it is hoped that these problems will not continue.

8. SV responded that with regard to the publishing of racing results from dinghy section, that the person who updated it previously had broken the system. SV apologised for the delays and noted that he does all he can to get the club to do their own updating.

9. David Skinner updated the meeting on the Southwick building development and reported that due to the other projects it is not viable to go ahead at the moment. No progress will be made until the outcome of the other projects are known.
10. David Lee asked whether a dedicated committee should run the website or suggested it could be put to a third party.

TK responded that discussion had been held but it was noted that a debt of gratitude is owed to SV who has been a great supporter of the club, although recently he has had less time. TK confirmed that if a change is required it will be implemented.

There being no further questions the meeting was closed at 11.04