

**Minutes of the 1st Annual General Meeting
of Newport Boat Club Ltd Coy No. 14590433
held at the Clubhouse at 18. 40 on Thursday 24th August 2023**

Present:

Nica Prichard (President)

Niki South (Commodore)

Linda Daw (Membership Secretary)

Andrew Kenyon Secretary Sailing & Boating)

Directors & Management Committee Members Pete Smith, Amanda Elmes, Mike Mathias, Douglas Williams & 86 Shareholders

In Attendance:

Ema Commons Club Administration Manager

Islwyn Evans & Tim Evans (HD Pritchard & Co Accountants)

The Commodore welcomed shareholders to the 1st Annual General Meeting of Newport Boat Club Ltd

Before turning to the agenda, The Commodore informed the meeting that as there were no contested places on the nominations form for Officers and Members of the Management Committee no tellers would be required. However, as vote counters would be required for Special Resolutions & Motions later in the meeting, she proposed that Ema Commons (Club Administration Manager) & Annemarieke Williams (Spouse non-voting member) be so appointed for this meeting.

1. APOLOGIES FOR ABSENCE:

These were received from:

Brenda Carney

Liz Docwra

Roy Harper

Peter Hughes

Richard Hughes

Stuart McGregor

Chris Morgan

Daniel Prichard

Jonathan Prichard

Simon Prichard

Geoffrey Pritchard

Dick Stockford

Nick White

2. MINUTES OF THE LAST AGM OF NEWPORT BOAT CLUB HELD ON 25th AUGUST 2022

It was proposed by The Commodore that the minutes of the 2022 AGM of Newport Boat Club were to be taken as read and should accordingly form part of the Club's official documentation.

Proposer; Gordon South
Seconded Tony Richards

3. MATTERS ARISING

There were no matters arising.

4. TO RECEIVE AND IF CONSIDERED APPROPRIATE TO ACCEPT THE ACCOUNTS FOR NEWPORT BOAT CLUB FOR THE YEAR ENDING 31 MARCH 2022.

Islwyn Evans presented the Club's accounts to the meeting highlighting improved revenues in the three main income streams Membership, Bar and Concessions. This had more than covered the increases in trading expenditure resulting in a trading surplus of £21,224 and a surplus after depreciation of £11,341. Overall Mr Evans described the years trading as "Commendable".

There were no questions on the accounts and the Commodore asked for a proposer and seconder for the resolution.

Proposer: Rob John
Secunder: Mike Hann

Resolution carried "Nem Con"

The Commodore informed the meeting that having presented the Clubs accounts for longer than anyone could remember, Mr Evans had made his last presentation, and was retiring. She thanked him for his long service and he in turn thanked Ema Commons for preparing the information for the accountants over the many years working together. Islwyn Evans thanked the Club for its long association with Pritchards and Mr Tim Evans said he looked forward to continuing that relationship. Both gentlemen left the meeting to applause.

5. COMMODORE'S REPORT

The Commodore reminded the meeting that her report together with reports from the Membership Secretary, Sailing Secretary and Treasurer had been circulated to all members on 25th July. She did not propose reading the reports in full but reported that it had been a busy year with major projects and initiatives detailed in those reports. Including-

Winter social programs expanded with 400 attendees to events in the Commodore's lounge

Investments in the Club including: IT enhancements: new web site, Web Cam and improved IT capacity.

Clubhouse enhancement: Refurbished Commodore's Lounge.

Support to local events and fundraising and loaning of Clubhouse and equipment, such as for Mayors new year swim, Cwm-yr-Egwys and Newport Regattas as well as opening to non-members for events such as open day and Newport Carnival.

Incorporation: almost complete, just the premises to transfer.

Improved income supported by the Direct debit system for members subscriptions reducing arrears of payment to 8%.

The Commodore thanked all the staff & Committee for their hard work delivering the last years program, and the members for their support. Ending with a wish that the incoming committee will continue the level of safeguarding of your Club whilst continuing its development.

6. APPOINTMENT OF AUDITORS

The Commodore reminded the meeting that with the retirement of Islwyn Evans, Pritchard & Co has been incorporated into the firm HD Pritchard & Co and it was proposed that HD Pritchard & Co be appointed as the Companies Auditors/Accountants for the period until the next AGM to be held in 2024

Proposer	Peter Fletcher
Seconded	Hugh Emlyn-Williams

Resolution carried "Nem Con"

7. SPECIAL RESOLUTIONS AND MOTIONS

The Commodore asked for a person connected to each proposal to outline the reasons for each proposal and to limit their speech to no more than three minutes. Also, any questions and comments should be limited to two minutes per member.

7a. Special Resolution

Proposer	Nicola South (Commodore & Member)
Seconded	Douglas Williams (Management Committee & Member)

That with effect from the conclusion of the meeting the Articles of Association of NBC Ltd (Articles) be amended by deleting Article 8:2(f) which states:

"Subject to Article 8.2 (g) five eligible Directors who are also Officers shall form a quorum unless the Members have resolved pursuant to Article 7.1 there is to be only one director in office for the time being then that director shall form a quorum".

And replacing Article 8.2(f) with the following wording:

“Subject to Article 8.2 (g) five eligible Directors shall form a quorum unless the Members have resolved pursuant to Article 7.1 there is to be only one director in office for the time being then that director shall form a quorum”.

The Commodore explained that this change was to revert back to the original rules of NBC which should have been carried over from the pre incorporation constitution to the post incorporation articles of association without alteration.

Members were asked to vote by handing their cards to the vote counters.

Result

For 86

Against 0

Resolution carried.

7b. Motion

Proposer Nicola South (Commodore & Member)

Seconded Douglas Williams (Management Committee & Member)

That, pursuant to section 239 of the Companies Act 2016 the members ratify any actions of the Directors which have been taken in the period following adoption of the Articles (they were adopted on 1 April 2023) and which may be iniquorate due to the provision in the Articles on quorum.

The Commodore explained that the inadvertent change of the wording on the quorum for management committee meetings from “ five members, including officers” to “ five eligible directors, who are also Officers” which had been restored, in the previous resolution, was not noticed until the position was reviewed following the resignation of the Treasurer on the 9th July 2023. During that time the directors were still obligated under company law to act in the best interests of the company. She outlined major decisions taken since incorporation and asked members to support the Motion. There followed a short discussion then the Commodore asked members to vote.

Result:

For 86

Against 0

Motion Carried

7c. Motion

Proposer	Graeme Robinson
Seconded	Douglas Williams Gordon South

The motion to impose conditions on any future proposal to change the Companies Articles was withdrawn by the Proposer and Seconders of the resolution.

7d. Special Resolution

Proposer	Richard Bagehot
Seconded	Christine Evans Roy Younger

Richard Bagehot outlined his reasons for proposing 23 amendments to the Companies Articles, accepting that the changes would lead to further alterations in the Articles to harmonise the effects of the proposed changes.

Seven members raised concerns as to the effects of various changes and one spoke in favour. The consensus was that the Articles should be reviewed following the first year's operation by the incorporated Company, and a proposal for any changes be put to members, following a period of consultation, at the next AGM.

On that basis Mr Bagehot withdrew his proposal which was agreed by his seconder Roy Younger.

With reference to Special resolution 7a. which was passed unanimously, the Commodore asked the new Committee to note that the special resolution authorising an amendment to the articles as well as details of the amendment itself (set out in a new version of the articles or contained within the special resolution) must be filed at Companies House within 15 days of the date on which the special resolution was passed.

8. ELECTION OF PRESIDENT, OFFICERS, MANAGEMENT COMMITTEE AND SAILING AND BOATING COMMITTEE MEMBERS

As there were no contested seats the Commodore announced that there was no need for elections and the following appointments were ratified and except for the President are duly appointed directors of Newport Boat Club Ltd

President	Nica Prichard
Commodore	Charles Searle
Vice Commodore	Peter Smith
Rear Commodore	Jay Williamson
Secretary	VACANT
Treasurer	Simon Reeves
Membership Secretary	Claire Bagehot
S&B Secretary	Peter Morris
Management Committee member	John Clive Lewis

Noting also that Mike Mathias would be continuing the second of his three year term on the general committee

The following were also elected to fill the vacancies on the Sailing and Boating Committee

Andrew Kenyon

Peter Fletcher

Claire Bagehot

Michael Hann

Rob Mercer

Noting also that Heledd Williams was continuing to her third year on the Sailing and Boating Committee

The outgoing Commodore said that she had one more duty and that was to thank the outgoing members of the Management Committee for their hard work & support.

Linda Daw for Membership

Amanda Elmes for Social and Facilities

Andrew Kenyon as Sailing Secretary and IT

Each received gifts of appreciation from the Club and applause from the members.

Douglas Williams was singled out for special mention who was also retiring after 22 years on the Committee He served 7 Commodores as Sailing Secretary, Rear Commodore, Head of Bar & Social involving himself in many projects throughout the Club.

For outstanding service to the old club and new Company It had been agreed that he be made a Vice President of Newport Boat Club Ltd. Douglas thanked the Club and received a framed certificate.

Andrew Kenyon addressed the meeting to thank the retiring Commodore who had worked tirelessly over the last 4 years to deliver various large projects for the club. Payment of Membership Subscriptions, Incorporation, Refurbishment of the Commodores lounge, IT enhancements, HR & Health & Safety procedures to name just a few. In recognition of her efforts", it had been decided to make Niki an Honorary Life Member of Newport Boat Club Ltd. The members applauded that decision.

Niki thanked the Members saying it had been an honour to serve as Commodore and her last act was to hand over the Chair to the new Commodore Charles Searle

Before taking over The Commodore asked The President to say a few words.

The President reminded members of the humble beginnings and aspirations of the founder members. She thanked the outgoing Committee and all volunteers who had made the club what it is today, "A club built by and treasured by locals and those from away".

9. Any Other Business

The Commodore thanked the outgoing Committee for the amount of work especially by Niki and Douglas to whom the members owe their gratitude. He went on to outline his main aims for the coming year.

- Maintain the assets of the Club.
- Review Articles of Association to meet members expectations and have them checked by lawyers.
- Call for more volunteers
- Reach out to local groups in Newport.
- Explore the range of on water activities for local people.
- Promote a harmonious, happy and hospitable atmosphere.

The Commodore asked for any other business or questions. There were none.

The Commodore asked for members to rise and show their gratitude to Niki & Douglas as he closed the meeting at 20.20.