

**Minutes of the 45th Annual General Meeting
of Clwb Cychod Trefdraeth / Newport Boat Club
held at the Clubhouse at 18.30h on Thursday 25th August 2022**

Present:

Nica Prichard (President)
Niki South (Commodore)
Tony Williams (Vice Commodore)
Douglas Williams (Rear-Commodore)
Charles Searle (Membership Secretary)
Simon Reeves (Acting Treasurer)
Shaun Lowde (Club Secretary)
Andrew Kenyon (Secretary, Sailing and Boating)
Management Committee Members, Linda Daw, Jay Williamson, Pete Smith and 22 additional Members.

In Attendance:

Ema Commons (Club Administration Manager)
Islwyn Evans (Pritchard & Co., Accountants)

The Commodore welcomed members to the 45th Annual General Meeting of Newport Boat Club and asked for a minute's silence to remember Ken Morgan (Founder) and Sir Anthony Reardon-Smith (Founder) who had all died since the Club's last AGM.

The Commodore reported that whilst there was no requirement for tellers to be appointed, she had asked the Club Administration Manager, Ema Commons, and Committee member, Linda Daw to count votes for the resolution to be proposed relating to a possible incorporation of the Club.

1. APOLOGIES FOR ABSENCE

These were received from:

Hugh Baker
Brenda L. Carney
Sharon Carter
Dr Peter Claughton
Alun Davies
Siriol Davies
Amanda Elmes
Huw Emlyn-Williams
Nick and Greta Howell
Ray Jones
Gaynor Martin
Stuart McGregor
Marc Mordey
Rebecca Peters
Nigel and Lynne Poole

Andrew Tuggey
Mike Whittingham
Heledd Williams
Jonathan Prichard
Daniel Prichard
Simon Prichard
David Prichard

2. MINUTES OF THE 2021 AGM

It was proposed by the Commodore that the Minutes of the 2022 AGM were to be taken “as read” and should accordingly form part of the Club’s official documentation. The motion was carried *nem con*.

3. MATTERS ARISING

The Commodore noted that in respect of the Minutes of the 2022 (44th) AGM there was just one matter arising under Item 9 (Election of Officers and Management Committee) where it was noted that the role of Club Treasurer, and three additional seats were unfilled, and attempts would be made to remedy this during the year. The Commodore reported that the Treasurer’s role and two of the other vacancies were filled during the year by co-option to the management Committee.

4. TO RECEIVE AND, IF CONSIDERED APPROPRIATE, TO ACCEPT THE ACCOUNTS FOR THE YEAR ENDING 28TH FEBRUARY 2022

Islwyn Evans of the club’s Accountants/Auditors, Pritchard and Co., guided members through the Club’s accounts for the financial year ending 28th February 2022.

In relation to the Revenue Account for the period Mr Evans noted that gross profit, at £145,900, was back to the level normally anticipated though a small amount of this was down to the tail-end of furlough and other grant payments. Management expenses and repairs and maintenance were higher than last year because they reflected normal activity post-Covid. The trading surplus in 2022 was down, £12,344 against £26,722 but it should be remembered that the 2021 figure reflected significant assistance from Government and Local Authority grants.

In relation to the Balance Sheet, My Evans emphasised that it was simply a financial snapshot as at 28 February 2022. He noted that total fixed assets were more or less the same as in the previous year and that total cash reserves standing at over £104,000, as against the previous year’s at just over £96,000 were healthy and reflected a very solvent Club.

Overall, it was a very commendable year, and all was well with the Club’s finances.

The Commodore asked if there were any questions from the floor regarding the accounts. It was queried how the present accounts compared to those for 2020, which might represent a more normal (pre-Covid) year. Mr Evans commented that in terms of trading surplus there was only a marginal difference between the two years. In 2020 more had been spent on repairs than in 2022 but this was offset to a large extent by higher bar receipts. The 2022 bar receipts were lower but that probably reflected the tail end of trading out of Covid. SR added that for the period following the 2022 accounts performance appeared to be strong. In particular, the Club had had its best every June trading period ever. SR also emphasised that the Club had had to incur higher prices in the year

to 28 February 2022 in order to provide bar and other services in compliance with prevailing Covid regulation. NS also added that membership figures (both number of members and member subscriptions) in the current year are strong.

Following this discussion, it was proposed by Simon Reeves and seconded by Pete Smith that the accounts should be accepted, which was agreed *nem con*.

The Commodore thanked Mr Evans for his presentation.

5. COMMODORE'S REPORT

The Commodore referred to her written report circulated to Members with the AGM notice. She added that at the previous (2022) AGM last year the then outgoing Commodore had pointed out that we should remain financially cautious until we see how the Club fits with "post-Covid lives". The Commodore thanked Club members for their continuing support and for showing that the Club is still important to them and their families. The Commodore commented that she was pleased to report that the Club had returned to its pre-Covid trading levels. Boating and social engagement is strong, and membership has risen.

The Commodore also thanked the bar staff for their smiling service and the Cub Administration Manager and Bar Manager for working hard to keep the Club functioning for you, there being a lot going on behind the scenes.

She added that she had been proud to work with a phenomenal Management Committee the during past year, who give their skills and time voluntarily. Sadly, we say goodbye now to two of these: Tony Williams, who stepped down as Commodore a year ago, after standing beside her as Vice Commodore the past year; and Charles Searle who has worn many hats at the Club over the years and is the outgoing Membership Secretary. The Commodore also added her thanks to Doug Williams who, whilst he remains on Management Committee, is stepping down from his many waterside years as Rear Commodore.

The Commodore also noted that the more silent work of the Sailing and Boating (including rowing) side-committees should not go unnoticed, so thanks were also due there.

To finish, the Commodore reiterated the sentiment set out in her written report that the Club has awakened from its enforced "Covid" slumbers and long may it continue. She gave thanks to all.

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

Those listed below, being club members in good standing, having been properly nominated and seconded unopposed, had agreed to serve. No election was required.

Officers:

President	Nica Prichard
Commodore	Niki South
Rear-Commodore	Jay Williamson
Secretary	Shaun Lowde
Membership Secretary	LyndaDaw
Sailing and Boating Secretary	Andrew Kenyon

Treasurer

Simon Reeves

Management Committee Members

Amanda Elmes
Mike Mathias
Pete Smith
Lynn Wilks
Doug Williams

Sailing and Boating Committee Members

Mike Hann Heledd Williams
Rob Mercer Sarah Lewis
Pete Fletcher

It was also noted that Heledd Williams and Sarah Lewis are still serving their three-year terms of office

The Commodore pointed out that the role of Vice President and two additional seats on the Management Committee were unfilled. The Management Committee have the power to fill these vacancies during the year this by co-opting Members to those positions.

7. APPOINTMENT OF NEW TRUSTEE

The Commodore noted that there is currently a vacancy as the Club is required by its Constitution to have at least two trustees. Mr Andrew Reicher had agreed to act as a replacement trustee and the Management Committee had agreed to that appointment, as it is able, subject to ratification by the members. Andrew Kenyon proposed, and Tony Williams seconded, the appointment of Andrew Reicher as a new trustee of the Club. This was carried *nem con*.

8. APPOINTMENT OF AUDITORS/ACCOUNTANTS

It was proposed by Graham Robinson and seconded by Andrew Reicher that Pritchard & Co. be appointed as the club's Auditors/Accountants for the period until the next AGM, to be held in 2023. This was carried *nem con*.

9. PROPOSAL TO INCORPORATE THE CLUB TO BECOME A COMPANY LIMITED BY GUARANTEE

The Commodore asked the Club Secretary to explain the proposal.

The Club Secretary reminded the meeting that a lot of information had already been provided to members about the proposal and many opportunities already provided for members to question and understand the proposal. However, for the sake of complete clarity and in summary terms the proposal was to convert the Club from an unincorporated members' association, with unlimited liability, that could adversely affect all members of the Club and its officers, to a company limited by guarantee, which would have limited liability, providing protection for all members and officers of the Club whilst preserving all of the fundamental aspects of the Club structure and operation. The Club Secretary asked for questions from the meeting. There were none.

The Club Secretary then read out each of the proposed resolution (set out below):

THAT Newport Boat Club (the Club) should become a company limited by guarantee (the Company) and that accordingly the Management Committee is hereby authorised and instructed to:

- a. undertake all matters required for the incorporation of the Club as a company limited by guarantee, the transfer of all assets, contracts, rights and liabilities of the Club to the Company and the appointment of directors and officers of the Company to permit commencement of trading of the Company in substitution for the Club from 1 March, 2023;
- b. agree the terms of all documentation required to give effect to the incorporation of the Company and required to transfer all assets, contracts, rights and liabilities of the Club, however held (including assets, contracts, rights and liabilities held on trust for the Club) to the Company;
- c. execute any and all such documentation on behalf of the Club and/or the said Company and accordingly each officer of the Club for the time being and from time to time is hereby authorised to undertake all such executions on behalf of the Club and/or Company; and
- d. incur such expenditure and give such commitments on behalf of the Club and the Company as is reasonably required to give effect to the forgoing.

The Commodore noted that this resolution having been properly proposed by the Management Committee the vote of the members was now required. She also noted that as the resolutions are important, we would be using the vote counters referred to in the opening paragraph of these minutes to count the number of votes cast and these would be combined with the votes already received using the remote voting arrangements put into place prior to the meeting in order to give the final result. The Commodore then asked all in favour of the proposed resolution to raise their hands. All these votes were counted. The Commodore then asked all those against the proposed resolution to raise their hands. There were no votes against the proposed resolution. The Commodore reported that all those voting remotely had voted in favour of the proposed resolution and that accordingly the resolution was carried *nem con*.

10. ANY OTHER BUSINESS AT THE DISCRETION OF THE CHAIR

The commodore called upon the President of the Club, Nica Prichard, to say a few words. The President gave a vote of thanks to both the Management Committee members and to the Commodore. She said she was thrilled that the Club was continuing to remain vital, providing activities for all ages (from at least 5 to 90) and asked that all members of the Club should continue to provide their support, particularly for local events.

There being no further business, the Commodore closed the 45th Annual General Meeting of Clwb Cychod Trefdraeth / Newport Boat Club at 19.07h.