

DRAFT

**MINUTES OF THE 94th ANNUAL GENERAL MEETING
OF SUSSEX YACHT CLUB LTD
HELD SATURDAY 29th FEBRUARY 2020**

The meeting commenced at 10.04 hours

TL welcomed everyone to the meeting and advised of fire regulations and formally declared the meeting open.

Present: Terry Kinch, Commodore, Kevin Headon, Vice Commodore, David Nunn, Hon. Treasurer & Rear Commodore, David Terry, Rear Commodore, and 71 shareholding and 8 non-shareholding Members

Apologies: Robin Stevenson, Claire Warner, Kate Leigh, Richard Jackson, Pat Jackson, Tony Curtis, Amelia Curtis, Giles Weston, Sarah Weston, Doug Beanlands, Sandra Beanlands, Mike Green, Judy Green, John Pryke, Rose Pryke, Nigel Kemp, Simon Oates, Richard Brooks, Michael Large, Sue Large Sr, Alan Pilbeam, David Ramus, Mark Phillips, Jim Partridge, Roger Watts, Paula Ainsworth, Charlie Withers, Ruth Thompson, Antony Tomkins, Roger Skinner.

1. FLAG OFFICERS' ADDRESS

Terry Kinch (TK), Commodore, advised that it was his last address as commodore of SYC thanked all members who have contributed to the club in so many ways over the last 2 years. TK acknowledged that without their involvement, support, questions and challenges SYC would not be able to run as we do.

TK advised that by the time he addressed the next items of business it would be time to hand over to the next Commodore who's ambitions for the club are commendable and shall be introduced later during the meeting.

2. ADOPTION OF THE MINUTES OF THE 93RD ANNUAL GENERAL MEETING HELD ON 19th JANUARY 2019

A vote was taken for the adoption of the Minutes.
Proposed: Adam Thompson; Seconded: Alan Phillips
In Favour: Unanimous; Against: 0; Abstention: 0.
Carried.

3. MATTERS ARISING FROM THE 93RD ANNUAL GENERAL MEETING

TK asked the meeting if there were any questions from the 93RD AGM. None were received.

4. ADOPTION OF SYC ANNUAL REPORT AND ACCOUNTS

DN advised that the SYC accounts and SYC (Bar and Catering) Ltd would be dealt with separately and asked that members bear this in mind.

DN advised that the new clubhouse was well into the construction phase with consequential effects of the club's normal costs, income and cash flow. DN also advised that the replacement moorings at Southwick was also well underway with commitments made for pontoons and construction contracts etc. Both projects have been budgeted for in detail with expenditure being controlled on an item by item basis. However, they would need to be seen in the light of the Club's general financial position.

DN advised that the operating result for the year was a profit of £55,000 which is down from more normal levels as facilities for boat handling and storage have declined since construction commenced on site. Membership numbers and income have remained reasonably strong. DN advised that in 2018 there was £132,000 of exceptional income that boosted the years' result. By contrast, in 2019 there was low level exceptional authorised expenditures of £12,000 on major servicing to the hoist along with £4,000 for a new engine installation for our workboat. DN added that the costs of the Club Steward are now being accounted for in the Club's accounts.

DN reiterated that the explanation of the exceptional profit on disposal of assets shown in this year's accounts. Under UK accounting rules the £3,300,000m receipt is recognised as being in respect of the sale of the land to the council which took place simultaneously. DN advised after writing off remaining costs together with associated legal costs on the sale, it resulted in notional profit of £3,029,000 which was taken directly to the Club's reserves whilst actual cash will enable the new clubhouse to be completed. DN confirmed at the financial year end SYC has spent £1,066,000 shown on the balance sheet as an asset under construction and held £3,200,000 in cash.

DN confirmed the total authorised project expenditure, net of recovered VAT, expected on the balance sheet at year end is £3,963,000. DN advised that with the two major projects in progress there are some uncertainties and therefore SYC had arranged a £500,000 loan facility with the bank to cover any potential of risk, but it is anticipated that it will not be needed.

Alan Philips had requested prior to the AGM that DN clarify the financial impact of the new clubhouse in simple terms and DN hoped that he had answered Alan Phillips' concerns already. DN invited further questions from the floor.

Questions:

Alan Phillips thanked for explanation and asked what is anticipated shortfall to be picked up by the club and how will it be handled. DN advised that no shortfall was anticipated and expected there be cash in the bank when finished. DN advised that Alan Phillips had asked about construction of the new building and associated work, plus other buildings, and DN advised that there were no contracts to replace other buildings which was not included which would not happen until a later stage but at the end of the projects advised that SYC would still have cash in the bank and confirmed there were contingencies in both projects.

Stan Park asked about the bar and wanted to know if the new clubhouse would have the same restrictions for attendance as the current bar and wanted clarification as to whether the bar would be open to non-members. DN asked that the question be saved for the general questions looking forward later in the meeting. Stan Park then asked about the bar profits and DN advised that he will address Barco accounts shortly.

Proposal for the adoption of the Annual Report and Accounts

Proposed: Hon Treasurer, David Nunn; Seconded: David Skinner;

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 advised that Alan Phillips had also asked some questions and advised that they may be addressed.

DN advised that the trading figures did not provide a direct comparison between 2019 and 2018. DN advised that during last year it was agreed certain structural changes to provide Main Committee with more flexibility to manage Barco's trading. DN advised that appropriate margins have become more difficult to achieve and will continue to do so in the lead up to the opening of the new clubhouse.

DN confirmed the main change was to fund the steward's costs directly from SYC but some other direct costs previously paid for by the club would be accounted for by Barco.

DN confirmed that the adjusted position is that 2019's result of £14,454 should be compared with £34,646 for 2018. DN advised this was a significant deterioration in financial performance and advised that overall sales kept pace with inflation rising by 2% but cost of sales increased by 8% and the gross margin on the bar fell from 56% to 51% which alone would have accounted for £9,000 loss of profit. DN confirmed that wages, including the chef's costs, increased by 11% which represents more staff rather than increases in rates of pay accounting for a further £11,000 loss of profit bringing the two years into line overall.

DN confirmed that the flag officers and directors will be looking at the situation again urgently to consider how best to address it, but the clubhouse construction disruption seems to be having an effect financially. DN invited any questions from the floor.

Questions:

Stan Park asked about the restrictions on the bar in the new clubhouse and he was advised that as it is a members' bar the situation would still be the same. DN advised in his opinion, the new building has huge facilities and space, bar, meeting rooms etc. but need to do utilise them well and expect there to be some changes once the new building is open.

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

Proposed: Adam Thompson; Seconded: Spencer Neil;

In favour: Unanimous; Against: 0 Abstained: 0.

Carried.

DN also wanted to add a note of thanks to the Secretary and the team in the office for their hard work.

6. APPOINTMENT OF ADMIRAL

TK advised that it was his privilege to make an additional appointment at the club. TK advised that since the passing of the last Admiral, Tony Boysons, 3 years ago the position at the club has remained open waiting for a suitable and timely appointment. TK advised that with the move to the new clubhouse approaching and a new emphasis on membership and participation growing the time seems right to have a new Admiral. TK confirmed that with the unanimous blessing from the elected committee, following recommendations from numerous club members, TK invited one of the longest standing members, club directors, former commodores David Skinner to accept the role of Admiral of Sussex Yacht Club.

David Skinner addressed the room and advised that he and his family had been with SYC since 1971 and summarised his history and relationship as a member of Sussex Yacht Club and the changes that SYC have gone through during his time. DS praised the efforts of the team that have assisted in the project at Southwick, creating a proper bespoke marina and advised that he thought the pontoons were impressive. DS advised that the new clubhouse at Shoreham and the pontoons had put restorations on the Southwick clubhouse on hold but emphasised that that project had not been forgotten.

DS provided a short history of the first Admiral of Sussex Yacht Club, the Duke of Norfolk, and the progress of the role of Admiral up to Tony Boysons, who DS had proposed, and advised that his Admiralship had been superb which DS now had to live up to. DS advised he had sought to become a director since giving up his mooring and TK had suggested the appointment of Admiral instead. DS expressed his gratitude to TK and the board for the appointment which he was not expecting and advised that he was humbled and pleased. DS emphasised the need for the support of the local community and Shoreham and that he will be upholding the traditional values at SYC at board meetings, which he has been invited to sit in on. DS gave his thanks again to the Commodore and board and advised that he was delighted to be appointed Admiral which was met with applause from the floor.

TK thanked DS for accepting.

7. 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 second in accordance with the company's Articles of Association.

The following has offered himself for election:

Commodore: Kevin Headon

Kevin Headon (KH) wanted to say a few words to acknowledge TK's time as Commodore over the previous years. KH praised TK's time and commitment as chairmanship of the Shoreham Clubhouse Development Committee and the legacy he will leave behind as Commodore especially presented in the construction of the new clubhouse whilst also maintaining his own business. KH advised that TK would be standing as Vice Commodore for the next year to oversee the completion of the first phase of the project and ensure phase two starts as planned.

KH expressed his gratitude to TK on behalf of the officers and the membership of SYC and presented TK with a plaque made by a member from a section of the current restaurant floor embossed with an impression of the west façade of the new clubhouse, a duplicate of the silver 1892 coin set into the new building at the topping out ceremony and engraved with notable dates from SYC's 128 year history. KH thanked TK again for all that he had done for the Club.

TK thanked KH and advised he would leave the plaque at the front after the meeting to let members have a look.

8. ELECTION OF VICE COMMODORE

The following has offered himself for election:

Vice Commodore: Terry Kinch

As vacancies equal nominees, per the Company's Articles, the nominee was deemed to be elected

9. ELECTION OF HON. TREASURER

The following has offered himself for election:

Hon. Treasurer: David Nunn

As vacancies equal nominees, per the Company's Articles, the nominee was deemed to be elected

10. ELECTION OF REAR COMMODORES

The following have offered themselves for election:

Rear Commodore: Mark Sharp

Rear Commodore: Adam Thompson

As vacancies equal nominees, per the Company's Articles, the nominee was deemed to be elected

11. ELECTION OF DIRECTORS

There have been six resignations (David Skinner, Ian Bush, Mark Sharp, Adam Thompson, Helen Foster and Miles Mayall) and six nominations received from: Tim Stevenson, Alan Fry, Zoe Fry, Simon Oates, Nicola Besag and Russell Morrice

KH thanked the outgoing Directors for their assistance and advised as the number of nominations equalled the number of resignations all nominees were welcomed as Directors and KH thanked and invited the newly elected Directors to stand.

12. ELECTION OF PRESIDENT AND VICE PRESIDENT

KH requested to take the vote en bloc and no objections were received from the floor for the election of President and Vice Presidents.

David Ramus has been proposed by the Board and has agreed to offer his services as President; Alan Saunders, Steve Vyse and Terry Kinch have been proposed by the Board and have agreed to offer their services as Vice Presidents;

Proposed: Commodore;

In favour: Unanimous; Against: 0; Abstention: 0.

Carried.

13. THE COMMODORE'S ADDRESS

KH stated as he had not given his speech when accepting his election as Commodore, he would now provide his address regarding his aspirations for his time as Commodore over the next 2 years. KH firstly thanked the outgoing flag officers, Dave Terry and Graham Roberts and the retiring board members, David Skinner, Ian Bush, Mark Sharp, Adam Thompson, Helen Foster and Miles Mayall.

KH advised that the completion of both the Southwick and Shoreham projects imminent it is an exciting time for SYC and KH reflected on the club's common passion for sailing, it's current and past members who have influenced SYC today.

KH highlighted SYC's goal of bringing the pleasure of boating and associated friendships to all and KH aimed to increase participation on and off the water during his time as commodore.

KH advised of the introduction of the IRC certification to encourage rated and handicapped racing. Members of the sailing sections have agreed to join as IRC advocate program to help skippers and encourage on the water participation.

KH advised of the future plans for the fleet of sonars, toppers etc. to charter along with match racing, day sails and joining the race fleet without the need for boat ownership.

KH also advised of plans to take the 4 sonars to participate at Cowes this year to race. Chartering would be available to members along with pre-regatta training.

KH referred to stand up paddleboards (SUPs) is the fastest growing water sport activity in the UK and hoped to introduce this to SYC based at Shoreham and to encourage all members to a potentially new sport, with instructors to train.

KH thanked the members and staff for their hard work ensuring SYC is inclusive and family-friendly and acknowledged that the club has to change along with the rest of the world. KH advised that he looked forward to working with the directors, staff and volunteers to achieve these goals. KH wished the skippers and crew a successful sailing season and thanked all members for their contribution to SYC.

14. ELECTION OF HONORARY MEMBERS

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

Proposed: Commodore;

In favour: 70; Against: 1 (Graham Whittington); Abstention: 0.

Carried.

15. APPOINTMENT OF AUDITORS

The Board proposed that Clark Brownscombe be appointed for a further year. KH advised that they had undertaken a thorough and efficient audit of the accounts, have provided helpful advice free of charge regarding the new clubhouse and VAT

Proposed: Commodore;

In favour: 69; Against: 2 (Alan Philips & Adam Thompson) Abstention: 0.

Carried.

17. PRESENTATION OF RACING PRIZES

Trophies were presented by the former President, Derek Copeman.

John Bull Shield (Dinghy) awarded to Ian O'Dell and Tim Richardson

Thompson Cup: Awarded for the best or most improved male cadet in dinghy sailing awarded to Jack Buckman

Percy Ludgate Trophy: Awarded to person or persons for outstanding yachting achievement or services to the club. KH advised that it was not awarded last year but is this year to recognise and thank the member who in the last 2 years since their return from Africa has taken over detail design, quality control, and expert representation of the Shoreham Clubhouse Development Project. Awarded to Derek Copeman. KH thanked Derek Copeman for all his time, knowledge and due diligence he has given to the project and has been on hand at each stage and saved SYC thousands, using his intimate knowledge of the club and it's aims. KH expressed his gratitude to Derek.

18. ANY OTHER BUSINESS

Questions:

1. Miles Mayall addressed the Wavelength Magazine and reached out to members to contribute articles to the editor on a regular basis to the editor, Spencer Neal, or to the office or himself. He advised that the content in the recent edition represented a small amount of activity at SYC and wanted to include more from each section.

2. Colin Brown asked about the increase in bar prices up by 18%.

KH replied that as advised by DN increases had been in line with inflation and costs that we have had but will be looked into for the new clubhouse.

3. Mike Anderson asked regarding the current floor of the club and asked if it could be preserved.

TK replied that they had attempted to take up a section to see if it could be preserved or reused. TK advised that the floor was very old, dry and secured to the structure of the building and when lifted in sections breaks up. TK advised that their plan was to take it up in smaller bits to make into trophies, retention prizes and to be offered to members for their own memorabilia. TK advised that they hoped a small section could be used in a decorative fashion in the new clubhouse but would not be used for dancing.

4. Penelope Lloyd advised that she was a social member of 2 years and that she wanted to address membership at the club acknowledging participation and rules regarding those who are allowed in, local community, families etc and would like to look at membership and asked if there was a committee for this

KH replied and advised that this was being considered and memberships had been looked into along with different types and encouraging membership and the use of the facilities. KH advised that various options had been considered for when the new clubhouse opens and confirmed that a committee would be working on it to ensure it is in place.

5. Lauren Willis reiterated taking the sonars to Cowes Week and as advertised in In The Wind and Wavelength is keen to get many people involved. She advised she would like members to register their interest with KH or herself.

6. Tim Holbrook wanted to thank David Skinner as Admiral and acknowledge that he has had over 70 crew on his yacht who he has mentored over the years. Tim wanted to say how grateful he was to David Skinner as a mentor and for the incredible memories and served to be Admiral.

7. Mike Bellamy wanted to say on behalf of the members a thank you to all the staff for all their hard work.

There being no further questions the meeting closed at 11.01