Draft Minutes of:

East Coast Yacht Division - 2024 Annual General Meeting.

9 November 2024 - Commencing 11.00 hours.

Venue:
Littleton Sailing Club,
Littleton Lane,
Shepperton,
Surrey, TW17 0NF.

Meeting Chair: John Figgures (attending in person), hereafter described as JFig.

Members and guests in attendance on Zoom:

Jackie Bignell (JBignell)
Julie Bremner (JBremner)
Paul Brereton (PBrere)
Warren McDonough (WarrenMc)
Janet Fearn (JFearn)
Andy Furness (AFurness)
Steve Glen (SGlen)
James Hiller (JHiller)
Karl Lloyd (KarlLloyd)
Reg Morris (RegM)
Chris Rocke (CRocke)
George Rogers (GRog)
Steve Strange (SStrange)
Amanda Topson (ATopson)

Members and guests attending in person:

James Allen (JAllen)
Andrea Arvanitakis (AndreasA)
Laura Barber (LBarb)
Brian Barnes (BBarnes)
Guy Bennett (GuyB)
Sarah Blakelock (SBlakelock)
Nick Bowles (NBowles)
Paul Dunn (PDunn)
Bob Fletcher (BFletcher)
Jeff Herschel (JHerschel)
Martin Hugo (MHugo)
John Hulme (JHulme)
Alison Hutton (AHutton)
Susan Iskander (SusanIsk)
Jeff Llewellyn (JeffLLew)
Richard Maxwell (RMaxwell)
Steve McGarry (SteveMcG)
John Miller (JMiller)
Clive Pelerin (ClivePel)
Mary Reed (MReed)
James Savage (JSavage)
Rob Stevens (RStevens).

Introduction.

Tim Hore (providing Vimeo recording facility) explained to the room that the meeting was being recorded just in case anyone needed to make notes afterwards. Recording “in the cloud”.

John Figgures (JFig) explained that he is currently the Treasurer to ECYD. He welcomed everyone in the room and everyone on Zoom.
He said that after last year’s problems he hoped that the help provided (via LSC) this year would allow all of those on Zoom to fully participate.

JFig went into previous Covid19 restrictions and various regulations made by previous Secretaries of State. This meant that ECYD had not yet updated its constitution to permit virtual voting. If any online votes (i.e. from raised hands on the screen) were to be challenged then they votes would be put to one side for consideration. JFig said that he was under the impression that the votes would not automatically be invalid but wanted to be prepared for the possibility. He explained how to raise hands on the screen and react.
JFig asked that people turn off their videos to preserve bandwidth.
Please mute mobile phones in the room, said JFig.

JFig said that (turning now to the AGM) there was an error on the AGM agenda - under item 10. This stated that in the event of there not being a full committee elected at the 2024 AGM (to serve from the time of the AGM and into 2025) then ECYD would be dissolved and all assets transferred to CSSA. JFig said that thereafter a special general meeting would be convened to dissolve the club; he went on to say that the ECYD constitution states that the ECYD Captain should preside at the AGM and all other meetings. Given that the Club Captain for 2023-2024 had resigned JFig said that he had been given a mandate by the committee to preside at the 2024 AGM and chair the meeting.

PBrere asked a question and said that his proposal was that ECYD carries on with this AGM and any suggestion that there should be an SGM should be discussed at the end of this meeting (2024 AGM).

JFig said that only items on the agenda can be acted on during this meeting.
JFig covered the domestics at LSC (evacuation procedures) and where to muster in the event of an emergency.

JFig said that there had been some confusion about who could be an ECYD member (eligibility) and that, according to the ECYD constitution a member is someone who has recently sailed aboard Freyja (last three years) and some "related activities". These related activities do not include those who have attended an AGM. JFig cited article 4.1 of the ECYD constitution.

AHutton, in her capacity as Rear Commodore CSSA said: "I suggest that we ask the members in the room as to what constitutes a member of ECYD" and went on to say that ECYD is at variance with other clubs within CSSA. The issue had been discussed at the General Council of the CSSA. JHerschel (former ECYD Club Captain) had agreed that "related activities" should include attendance at events (such as the AGM) and had spoken with enthusiasm on that subject.

JFig said that he would continue (to speak), AHutton's suggestion was not a formal motion and was not on the agenda. Clause 5 covers this, booking club yacht (making a payment) makes you a member of ECYD. JFig mentioned supermarket loyalty cards and said that it was an analogy - similar. In essence, if you have not paid to use the club yacht then you are not a member.

PBrere said that members should be consulted and it's not a decision for the outgoing committee. PBrere cited article 2 in the constitution and it defines "related activities" as those that include events and activities organised by ECYD and that may not involve the club yacht. Article 2 does not say anything about paying; nor does article 4.1(a) say anything about paying. If there is a fee then it should be paid; if not paid then you are ineligible.

PBrere says that he goes back to his (and AHutton's) point about the fact that it is for ECYD members to decide who is a member of the club and that's the purpose of the meeting and meetings where members have their say. It is not for the outgoing committee to decide.

JHiller gave a thumbs up; agreed with comments made by AHutton and PBrere.

JFig said that there is a suggestion that ECYD members (as currently deemed to be members of ECYD) should vote on who should be ECYD members.
JFig: "I see some shaking of heads".

GuyB commented that he had sailed on Freyja recently and hoped that enabled him to vote at the meeting. GuyB went on to say to JFig that the latter had told people on Zoom that their votes may not count (depending on the outcome of decisions after the 2024 AGM) and asked if JFig knew that as recently as this time last week. There is a danger of all of this (AGM business) being unpicked at a later date.

JFig asked for a vote by show of hands; ECYD members only.

LBarb asked whether any tellers had been elected?
JFig said, "No". LBarb and JSavage volunteered to be tellers.

Result:

In the room 12 members voted in favour ofAHutton's proposal and 8 members on Zoom in favour; making a total of 20 in favour.

This followed a recount after confusion about whether proxy votes should be counted as this proposal was not on the agenda. The original vote in favour was 10 in favour on Zoom and 13 in favour in the room (including proxy votes).

JFigg said that as this proposal wasn't on the agenda then the vote would be taken "for guidance" only. Proxy votes, were set aside for the purposes of this "indicative vote". JFigg said that he would be pausing sound whilst conferring with tellers.

The results were then announced as:

20 against; 17 in favour; 1 abstention.

Result: The "motion" (or proposal) fell - 20 to 17 votes with 1 abstention.

The meeting indicated that attendance at an ECYD AGM did not, in itself, confer membership of ECYD.

SBlakelock asked a question about proxy votes and quoted the ECYD constitution. SBlakelock raised Section 12.2 and, in essence, anyone who is a member can exercise a proxy.

JFigg said that this was not a formal vote, merely an indication.
The proposal was not on the agenda.

JBignell and PBrere asked about loss of sound in the meeting at this point; what was going on? JFig didn't know and said that others could hear.

BFletcher asked whether the constitution should be amended.
JFigg said that he was aware that 90% of the ECYD constitution could be interpreted in many different ways - as can many constitutions of many clubs. JFigg agreed that the constitution needed some work to be done on it and to bring it up to date to reflect current practice and thinking; notably issues such as family membership. For some reason the constitution had not been updated. We have to run with the one we have.

JFigg asked if we could "move on" to the meeting.

We have covered the matter about who is a member and who is not.
JFigg asked that those who are NOT members refrain from taking part in any further vote at this meeting.

SBlakelock pointed out anomalies in the constitution.
JFigg pointed out that we do have "day members" but the other members named in the constitution may or may not still be valid members.
JFigg pointed out differences between 5 Kingdoms Sailing Club (5KSC) and other CSSA clubs regarding membership. 5KSC was the club that allowed membership solely by virtue of attendance at an AGM, notwithstanding other involvement.

2. Minutes of the previous AGM

JFigg said that he had become aware that there had been comments that ECYD has been slow to publish the minutes of the 2023 AGM. JFigg went on to say that he is not aware that ECYD has ever produced minutes promptly after the respective AGM. He said that he believed that the situation is that 5KSC, Channel Sailing Division (CSD) and even CSSA do not produce minutes promptly after the relevant AGM. Minutes are normally provided shortly before (or at) the subsequent AGM. Therefore, minutes for the 2023 AGM would not be expected to be produced until shortly before the 2024 AGM.

JFigg reiterated his point saying that traditionally minutes are produced within the days prior to the following year's AGM. JFigg said that he was not a long-standing member of ECYD - only 20 years of membership - and he would not know. He asked others in the room (referred to Vic Crawshaw) and saw that Brian Barnes was shaking his head.

JFigg ruled that minutes need not be published in draft shortly after the AGM to which they refer.

AHutton said that it was the case that the CSSA AGM minutes had already been published.

JFigg commented that whilst it was the case that CSSA had published the minutes (in draft or otherwise) for its AGM, he understood that this meeting (the ECYD AGM 2024) was of great interest. Therefore, ECYD would endeavour to produce a set of draft minutes, for this meeting, as quickly as possible.

JFigg asked the meeting to agree the minutes of the 2023 AGM and whether, or not, anyone had any amendments or comments.

AHutton said that she did and her comments and request for amendments was regarding the terminology. The minutes of 2023 AGM state that "another 21 who indicated they would join by Zoom". AHutton said that she joined by Zoom and she also confirmed that 23 actually joined the meeting. The wording in the 2023 AGM minutes needs to be corrected as it gives the wrong impression. These 23 members did indeed join the meeting, they did not merely indicate that they would join. AHutton went on to say that it's not the first time that ECYD had Zoom members at an AGM. Members joined on Zoom at the 2022 AGM.

AHutton also said that amendments need to be made about the nominations. The nominations on the ECYD website are as at this meeting and not as per the 2023 minutes. This needs to be replicated in the 2023 minutes. AHutton asked about the Membership Secretary being stated in the minutes for 2023 and JFigg said that the Membership Secretary is not part of the management committee and that he would check the 2023 AGM agenda for accuracy.

Subject to corrections and amendments as outlined above the 2023 minutes needed to be agreed.

JMiller proposed adoption of the 2023 AGM minutes.
GuyB seconded the proposal to adopt.

JFigg asked for any abstentions.

LBarb said that she was on the parallel Zoom meeting in 2023 and could not attest to the accuracy of the minutes of the 2023 AGM. LBarb said that she would be abstaining on the acceptance of the minutes.

In total there were 7 abstentions relating to the agreement of the 2023 AGM minutes (6 in the room and 1 on Zoom).

23 voted to accept the minutes (19 in the room and 4 in the room).

(Unintelligible - JFigg, "that's 10 then").

There were 'none against' acceptance of the minutes; the minutes of the 2023 AGM were accepted/adopted unopposed.

2. Matters Arising (from the 2023 AGM minutes)

JFigg said that he intended to ask the meeting for acceptance of the reports appended to the 2023 ECYD minutes. He asked if there were any matters arising relating to the 2023 minutes and asked the meeting for comments.

No further comments were made at this time.

3. Captain's Report

JFigg asked for comments and matters arising from the Captain's report.

PBrere had a comment to make about this and did so to the meeting and said, "as CSSA Commodore then I feel obliged to inform the ECYD members of complaints, mostly verbal, of incompetence, abusive behaviour and failure to follow the ECYD constitution. In general this comes across as a lack of confidence in Freyja's management and I think that the ECYD membership should be aware of those complaints. As a member of ECYD I am just abstaining on the provided reports."

JFigg said that he was unaware of any adverse comments and if these comments are in writing "we" will examine them.

LBarb said that she was very concerned about an email that had gone out to ECYD members on 7 November 2024 regarding the proxy votes. In this email it suggested that any proxy votes sent to LBarb should be blind carbon copied to the ECYD Treasurer. This gave the impression that LBarb (as Club Secretary) could not be trusted to handle and present proxy votes. LBarb assured the meeting that any proxy votes (given to her) had been counted. LBarb was concerned about her integrity being questioned and wanted to assure the meeting that as a civil servant of many years standing she would never betray the trust of those who had sent her their proxy votes. She would seek further guidance, where needed, should anyone have given a false impression of her honesty.

4. Treasurer's Report (2023 Accounts and Independent Examiner).

JFigg to give the Treasurer's Report. The 2023 accounts have been published on the ECYD website and JFigg said that ECYD had not had the income that it had hoped for. ECYD's outgoings had exceeded its income by approximately

£13,000. Most of this was berthing fees. There had been some unexpected fees at Shotley, for example. ECYD was obliged to use its reserves.

JSavage wanted the £13k to be made clear. How much of the £13k is included in year 2023 - was any amount paid early?

JFigg said that no amount paid in this year, namely 2024, is part of expenditure in 2023. The 2023 figures are cash ins and outs and are "in year".

On page 1 there's a berthing prepayment, which accounts for the fact that there's less money in the bank than we would have had.

PDunn asked about income and expenditure (I&E) and E. JFig said that it was on a pink document (as circulated) and that would be considered in due course during the meeting.

JeffLlew called to speak - question about berthing fees, does the 2022 figure represent berthing fees? There seems to be a disparity. JFigg said that due to the move of Freyja from Shotley to Ipswich some fees were paid in advance. That accounts for the differences in levels of funds in that account.

Q: (from unidentified member) - how long can ECYD keep going as the reserves seem to be fast disappearing?

JFig said that was a concern for ECYD and has been JFig's concern since he has been Treasurer. Many previous Club Captains have also been concerned about this. Last Club Captain sought alternative berths for Freyja.
The motion on the agenda, proposed by John Hulme, goes some way to covering this but we'll come to that later in this meeting.

JSavage asked about the advance for next year, how long does that commit us to?

JFig has yet to pay for berthing fees for 2025. This depends on where Freyja is located.

JFig asked for a proposer for accounts for 2023.

RChapman proposed.
PDunn seconded.

No objections; PBrere abstained.
2023 accounts carried.

JFig said that he hoped that those at the meeting had read his Treasurer's report for 2024. He hoped that people had seen the provisional I&E account. The question had been raised, "how long can we support Freyja with the current state of income". JFig said that the answer is "not very long indeed". ECYD has done its best to ensure that Freyja is kept in first class condition. If we don't have an income of at least £30,000 per year then the club is no longer viable. If we do not fill all of the charter berths next year then we will be trading as insolvent and that is not allowed.
JeffLlew said that he was encouraged by the fact that the downward trend is not as steep as it was. We shouldn't think of it as all doom and gloom.

PDunn asked about refunds and noted that 10% of ECYD income was given over to refunds. Is this solely an accounting matter?

JFig said that due to poor take up of charters for the Baltic (and potentially incurring berthing fees in the Baltic) this could result in a loss of income similar to that we suffered two or three years ago. This was where Freyja sat on a mooring/berth for 61 days - a fantastic loss of income to ECYD. Sailing on the west coast of Scotland is challenging and very rewarding and JFig was staggered to find that this situation had arisen. The club tries to be sensible on the issues of refunds.

There was a question, from the floor, about projected expenditure of £29k against a projected income of £19k, is this correct as that's what was shown on the sheet provided.

JFig said he thinks this is what we need to spend in order to get the club yacht ready for the SCV certificate, involving removal of mast, replacing spreaders, consideration of work on boom strut and other maintenance (sheaves for example) and all of this adds up. If the keel has to be dropped then this would present a further expense.

JFig said that we had an impeller failure and the cause of this event was unknown; could be an overheating problem due to the hose having been incorrectly installed in the first place. Could be blockages. Work had to be done following a particularly difficult channel crossing. We've tried to be frugal with maintenance without Freyja breaking down, which cannot be guaranteed.

JeffLlew - depreciation is inaccurate as Freyja is worth more than as stated. CSSA should reconsider the figures they use - this is a problem with other clubs.

JFig said that most asset and liability statements are unique to the organisation it represents.

5. Yacht Husband's Report.

JFig gave the Yacht Husband's report. JFig has published his view in the maintenance activities report (attached to these minutes).

No questions arising on Zoom about the maintenance activities report.

JAllen thanked JFigg for taking on the YH role and to thank all of those who had come out to help when Freyja needed work.

6. Crew Bureau Report.

The crew bureau report from JAllen has been published attached to these minutes.

7. Yacht Secretary Report.

Yacht Secretary's report is published (as attached).
JFig asked if anyone had a question of BBarnes, ECYD Yacht Secretary (YS).

BBarnes provided verbal comments around the issue of the club yacht being late in the water; because of that ECYD wasn't able to have any taster sails. We had some seatime, with skippers pencilled in, but the trips didn't take place.

Mary Reed asked why wasn't a skippers' meeting called. Mary R. didn't know where the boat was going to be and when. She said that she found it ironic that ECYD YS viewed the season as successful when the Treasurer said that there hadn't been sufficient charter take up to keep the club on an even keel.

BBarnes said that a meeting had taken place after the 2023 ECYD AGM.
Idea was to take the club yacht to 'The Baltic' and use Malmo as a base.
We had Nick Bowles who said that he was prepared to take it into Danish waters and we had RMaxwell who said that he would take it (Freyja) home.

Mary R. asked about the nature of the meeting, namely that this was the meeting (AGM) where 20 people were disenfranchised (because they couldn't be heard due to the Zoom not working) and people at the meeting were saying, "we can't hear, we can't hear".

JFig disagreed. He said that it was only in recent years that ECYD has held online meetings and that if people are interested (in the meeting) then they should attend in person. JFig went on to say that it is contrary to the ECYD constitution to hold meetings that include Zoom members. Also, possibly illegal under the 2020 legislation he quoted earlier.

At any time people could have enquired of the YS about the sailing programme.

Mary R. said that when she was talking about being disenfranchised she was referring to the (skippers') meeting after the AGM.

JHulme said that his view was that 'disenfranchised' perfectly sums up the state of the situation. Disenfranchised is the correct word.
There was no attempt to defer the meeting, no attempt to follow up on what those online wanted to say. No one contacted JHulme to discuss the proposal he wanted to make at the 2023 AGM and he was merely told that his proposal was "thrown out".

JFig said that JHulme's comments would be minuted.

JAllen (Crew Bureau) said that between the AGM and Christmas he normally deals with 50 requests for berths per year. That number dwindled to fewer than 20 (in 2023) and he might have 10 emails from an individual requesting a berth. JAllen consistently tried his best to fill berths and match members with skippers. JAllen would ask skippers about any spare berths on board charters and other voyages and was regularly told "No", assuming no room on board.

JAllen had not found the Nuticket system user friendly and had trouble over a two year period getting into the CSSC system. It was very difficult to support those with extra needs. It's also difficult to sell berths outside of the ECYD Facebook page or website.

PBrere said that what he'd just heard reinforces his belief that there's an issue with ECYD around poor communication. PBrere had heard nothing from ECYD post-2023 AGM and, after giving ECYD a couple of months to get in touch, PBrere was in a position where he needed to get on with his plans for the sailing year. PBrere said that poor communications needed to be overcome if ECYD was going to get the bookings it required.

GuyB asked JAllen, was he getting enquiries but the problem around getting people on a boat or was it the shortage of enquiries in the first place?

JAllen said that he was in the difficult position of having to say that Freyja's not ready and JAllen was having criticism aimed at him. He had found this upsetting.

JFig asked whether we wanted to discuss this any further and AHutton asked what the committee had done to change the poor situation around bookings and new business.

JHerschel said that last year's committee failed to get off the mark and get a programme out and the programme that did go out was truncated. Thank you to AHutton for (recently) providing a list of approved skippers.

LBarb said that she was disappointed that she hadn't been provided with a list of members; she had been told that a membership list didn't exist. This speaks to poor record keeping within ECYD and a lack of willingness to do things in an innovative way.

PBrere, on JHerschel's point about circulating to ECYD skippers, "I received the email thank you very much", said PBrere. He went on to say that in 2022 and 2023 he was willing to take the club yacht for longer than just a short trip, however, that wasn't made to happen by the management. PBere said that that speaks to poor communication and, as a result, there was an opportunity lost by ECYD.

JFig said that he could not speak to what had happened previously and cited the loss of a yacht husband as the main reason for ECYD's poor performance in 2024.

8. Election of Officers and Committee for 2024-2025.

JFig set out the constitutional requirements relating to ECYD's committee; noting that the committee should promote the objects of ECYD.

The committee shall consist of Captain, Secretary,Treasurer, Yacht Secretary, Crewing Bureau Secretary and Yacht Husband and three members jointly referred to as “its membership”, namely that of the committee.

JFig stated that whilst the constitution, of ECYD, does not specify that committee members must be ECYD members, the present committee believes that this is an implied criteria. JFig went on to say that as there is no clear requirement the nominations on the agenda stand.

In the past all persons for nomination for committee posts in ECYD were active supporters of ECYD and well known to the ECYD members. This is not the case this year. Accordingly, JFig felt it reasonable to invite those nominated to inform the meeting of something about themselves, what they bring to any specific roles and where they are based. This gives members an opportunity to assess who is on offer. JFig asked whether this would be acceptable to the meeting.

Question from the floor about the asterisks on the list of nominees.
JFig said that the asterisks refer to the named committee post(s) in the constitution; plus when JFig was putting the agenda together he’d had no nominations. JFig had asked JHulme whether he would accept the nominations as such - otherwise there would be no committee. Therefore, what was planned for next year would be largely irrelevant as the existing committee had, largely, stood down. There would be no one from the present committee to hand over to.

JMiller made a point - when he had looked at last year’s report of the 2023 AGM he saw that he’d been elected for two years. He thought that he was still on the committee and that’s why he didn’t think it necessary to stand again this year. Otherwise, JMiller said that he would have stayed on and is now unsure whether he’s on the committee or not.

AHutton said that the constitution clearly states that only the Club Captain is elected for two years, that’s not the case with other post holders. The constitution stipulates that they are elected for one year and stand down at the end of the year. Only the Captain is elected for two years and the Captain has resigned.

JFig said that (speaking to AHutton's point) there was an error in the minutes and that would be corrected. This corrects the point that ALL post holders were elected for two years - they were not.

Point of clarification from the floor.
There are various proposers and seconders for nominations on this list. In light of the conversations (at this AGM) are any of the proposers and seconders entitled to propose and second these nominations?

JFig just checking the constitution - PBrere commented that para/article 11 of the constitution applies.

JFig said that anyone who is a member of the Civil Service Sports Council (CSSC) is able to propose/second the Club Captain (CC), Club Secretary (CS) and Club Treasurer (CT).

PBrere said that that's contrary to what JFig said in his opening statement.
PBrere has read this as proposer/seconders shall be ECYD members.
JFig agreed that constitutions can be interpreted in many different ways.

PBrere recommended that JFig got on with putting a committee in place, either by co-option of those on the list or requesting that volunteers in the room step forward.

JFig recommends that the AGM accepts the nominations as set out on the document provided.

SBlakelock asked about article 11.1 of the ECYD constitution.
It implies that CC, CS and CT should be ECYD members.
JFig said that those three posts should be ECYD members.
In the interests of fairness we should rely upon the constitutional requirement that CC, CS and CT should be fully paid up members of CSSC.

JeffLLew asked whether the former members of the committee knew that they were no longer members of the committee (after having to stand down at the end of the year) and had they known this would they have stood again? Only JHulme and LBarb appear to be members of ECYD.

JeffLlew proposed that these elections are declared null and void and deferred until there is sufficient clarity on all of this.

JHerschel said that, following the emergency general meeting (EGM) in 2023 (which preceded the 2023 AGM) a committee was co-opted so that the club could be saved. In his opinion committee members were elected for two years. It was his view that this was because the belief was that it would take two years to turn the club around.

LBarb said that she was unaware that she had been co-opted onto the committee for two years. She prefers to stand for election to the committee 2024-2025 as she feels that would be fair to all.

PBrere said that he goes back to his previous comment; he proposes that ECYD forms a committee today. Those who thought that they had stood for two years (2023-2024 through to 2024-2025) can stand as can those who are co-opted.

Following a short break RStevens provided the meeting with his thoughts on proposals about the new committee and the sole motion for consideration at this AGM.

His concerns were around electing a new committee without understanding its future strategy and that this could be considered an “external takeover” that takes the club yacht out of the country. That would be a serious concern for RStevens and he’d want to explore proposals before the club went down that route. RStevens outlined his public service and civil service career, relating to project work.

RStevens said that he suggested that the 2024 AGM should be declared null and void and should be reconvened in two to three months time and by that time the constitution would be sorted out. These issues could also be resolved by means of a Special General Meeting (SGM); this way ECYD could firm up a baseline from which to work and ensure that the provisions of the constitution are non-negotiable. RStevens suggested a rerun of elections, perhaps with the same set of committee nominees; there are three areas to question (constitution, committee nominations, proposal to rebase the club yacht) and debate will result in endless arguments.

In conclusion RStevens felt that the AGM should be declared null and void but that's very much the committee's decision.

JFig thanked RStevens for his contribution.

AHutton asked if she might respond to what RStevens had said and asked to wait until JSavage had made a point. JSavage said that until we got to this point (prior to the nominations) we were making good progress. Is there a way of accepting what we have done so far, so that we don't have to repeat it?

RStevens said that the mechanism doesn't matter but felt that the meeting should be adjourned now. JFig agreed that if we adjourn we're adjourning at this point.

PBrere said that we need a committee to "move forward" from this AGM; we have no need to adjourn it. We can have a caretaker committee and we have a general meeting at the first meeting of the newly formed committee; we have volunteers for the committee (in the room and on Zoom), which was better than we had last year and during all the time ECYD was seeking volunteers. We (in ECYD) should make use of the committee and the individuals that have put themselves forward.

AHutton said that she wanted to respond to RStevens's three suggestions, one of which was to clarify the club's constitution. The point that she wanted to make was very important. Members may not be aware that CSSC has put a very strong steer on divisions, yacht owning divisions, to become Companies Limited by Guarantee (CLGs). So you are going to have to do this. It's a discussion point at the end of the AGM but CSSC does not wish to be responsible for owning boats; they see this as a high risk and so (ECYD) is going to need to work on reforming the constitution. That's a sort of "newsflash".

Discussion regarding the boat location; we have people here and on Zoom who can discuss this. If not discussed here then who can discuss this? So why adjourn now, when there are people who can inform the meeting? Why call another meeting in a few months time to start again, so we can have that discussion now. There is no reason (to adjourn) as there are items on the agenda in order to cover this and agree. A revised committee is just one talking point.

AHutton went on to say that she knew that JHerschel has resigned as CC and JFig has resigned as CT because he does not wish to take on the risk of being CT and BBarnes said the he was retiring (as YS); in addition JAllen had told AHutton that he is retiring from running the crew bureau. That leaves Laura Barber (solely) as the committee, so we need (here and now) to sort out a committee. BBarnes said he was retiring. If you don't sort out a committee, said AHutton, then you can't sort out the programme. So next year you'll be in February, March, April, wondering where you're going and where your crews are, and your skippers will not be signing up like Paul (Brereton) said last year because he didn't get any information. So this suggestion from RStevens, whilst AHutton respects his experience is just a non-starter. The club will fail.

PDunn, the point I wish to raise (irrespective of this process - at the AGM). There are facts of life in the outside world. On 17 March 2025 the SCV lapses unless we do something about it.

In order for 'all that' to happen, and the boat to be in commission for next year, people who have extended goodwill in keeping options (open) to support us would need to be told (what to do), and actually then firmed up, not today but actually in the not too distant future. So if there's any consensus within this group it should be that we want Freyja to be operational in 2025 and for somebody doing something somewhere.

PDunn went on to say that the process side of it can actually unwind but the other practical aspects of it, if there is no consensus on that fact; I don't know really, actually what this is all about. I'll leave it there.

From the floor speaker said if you don’t have a committee (then) you don’t have a programme, you don’t have a vote, because there are no reserves - so it's as simple as that. That's your club - bankrupt.

JHulme said that he just wanted to make a practical point. If we have a two month cessation then, effectively, the motion (on the agenda) will be withdrawn. We won’t have enough time to put the plans into motion, we are on a very tight timeline. The processes we've heard about today need to be improved and there’s a lot of work to be done. We need to have a boat in the right place ready for business in 2025.

JeffLlew then made a number of points, namely that he fully endorsed what RStevens had said, and was cognisant of the difficulties and risks of not having a committee. Fact of the matter is that, as of today, any group elected today will simply be unconstitutional. JeffLlew was of the opinion that any decisions made today must be captured in a documented way so that it is recorded. JeffLlew said that he believed the proposal to adjourn is sensible.
The election (of the committee) can, with goodwill, be rerun in two to three weeks time and ECYD could then get an elected and constituted committee in place ‘to take matters forward’. Otherwise I think you risk the accusation that anything that is decided now is just simply null and void and unconstitutional.

PBrere said he is at odds with the previous speaker, it is not unconstitutional to allow the members to make a decision today. The membership has the power to co-opt, it’s not down to the committee. We can have votes on who's co-opted, although PBrere did not really see the need for a vote, because we seem to be only a couple of people over the constitutional part of the committee. The members must make a decision today - before we all depart.

We can get a committee, we can look at what programmes are achievable next year and we can get the boat ready to depart.

AndreasA said that he was guided by the numbers and cash available and wanted to know what the alternative was for Freyja (perhaps PBrere would be able to answer that) as the status quo does not seem viable.

JFig asked PBrere whether if the club becomes insolvent do we hand the boat back to CSSA. PBrere reminded JFig that ECYD was not yet insolvent.

JFig said that he had a variety of thoughts. He did not expect the situation to arise that this meeting would become a detailed conversation on the ECYD constitution. The latter had been in place for 10 to 15 years and had never been a problem before. We have a situation where a whole lot of people have stood for election. We have established who is a member or not. This is a membership meeting and is quorate. We have resolved what is and isn't a member by a vote at this meeting, not by referring matters to the ECYD membership as a whole.

JFig said that there was a suggestion (and problems have arisen out of this) that had the present committee known that they were, in fact, elected for only one year some, or all of them, might have stood for re-election. This might not have meant we had a complete committee, but at least we might have had people standing for different positions.

JFig said that he'd attempted to give everybody their chance to have their say but his job is to present an independent view. This is so that business can proceed. Those still in office on the committee do not fall out of office until a new committee is elected/co-opted.

JFig asked those in the room and on Zoom if they would accept a proposal (from the chair) that the new committee, as set out in the nominations, could be co-opted en masse. He wished to caveat that by saying that since ECYD doesn't have a CC at present it would help to fill that role at this meeting.

As JHulme is nominated for the captaincy I shall ask him if, in these circumstances, he would agree to consider taking the role. JFig said that the members present would be asked to take a vote on JHulme as a candidate for the role. JHulme to take a short break to consider the matter.

PBrere suggested a lunch break. Chair suggests a 20 minute break.

ATopson (on Zoom) reminded the chair that she is also one of the nominees as did RegM.

RegM said that he was on Zoom and was joining from a different time zone. He needed to leave the meeting very soon. JHulme has a proxy vote for RegM and likewise has his support. JFig said that it's his understanding that if JHulme elected then other nominees would be co-opted.

Once reconvened JFig said that it is unfortunate that the meeting has concentrated for too long on matters of the ECYD constitution. He went on to say that after consideration and discussion with JHume we think it's not unreasonable for us to accept that the members of the committee who thought they might have been elected for two years are deemed to carry on on the current committee and that John Hume is willing to stand as captain, and that the meeting agrees to co-opt all the people who were nominated on the agenda. JFig pointed out that this is a significant change to the agenda and I need to ask the meeting about this. Again, it comes down to those who are, as defined in the ECYD constitution, in agreement about this change of agenda. JFig asked for a show of hands.

The majority in the room agreed to a change of agenda (as outlined above) with six members on Zoom also in favour. There were no abstentions from members on Zoom and three members in the room abstained.

JFig said that given a new group of people were seeking co-option to the committee he thought it best that they introduced themselves to the ECYD membership and to sit in the chair's seat so that they can be seen on screen.

John Hulme (proposed CC):

JHulme explained that he is a Yacht Master Instructor. He is chief instructor at 5KSC, performing a set of training activities. He lives in Largs in Scotland. He has owned his own yacht (from 1994 through to 202) and operated three such vessels in this period for charter and training purposes. JHulme has had extensive sailing experience going as far afield as Gibraltar and Trinidad. This includes doing boat deliveries out of Spain and Gibraltar.

JHulme told the meeting that he was chief instructor of the Royal Navy at Faslane, which is part of the RSA Scotland branch. This means JHulme has a pedigree in terms of running training operations, yacht management and operations over a period of more than 25 years.

JHulme asked if anyone had any questions regarding his experience and suitability.

JHulme was asked (by Andy) how he hoped to develop the club to actually move it forward and what his vision for the club is over the next two years.
JHulme said that all of this was wrapped up in the agenda motion about providing a flexible solution to ensure that ECYD rapidly injects funds into the club before it goes to the wall. Having seen the financial statements, today, this approach has become urgent. JHulme thought that the wind up motions of 2024 were difficult to understand.

JHulme said that he had a team ready to go and an integrated package of activities to offer to members. Subject to the AGM what we intend to do is to offer the potential to go down to Gibraltar, overwinter for a year. This would be subject to the will of the AGM and the option to keep it somewhere else. JHulme said that that was his best appraisal of where the potential market can be that's going to get the money required to reinvigorate the club.
Now, if anybody knows a plan, JHulme said he'd love to hear it. There were activities that JHulme didn't allude to in his CV statement but members may be interested to know that, in 2024, JHulme delivered the RYA yachtmaster and ocean trips down to Portugal, Spain - including Coruna. He also delivered an

eight week charter in Ibiza and that culminated with the visit from the crew to see the America's cup final. JHulme stated that he was utterly convinced that if this is supported today he (and others) will be able to secure a future for Freyja.

ClivePel commented that these things are continuing and asked whether, or not, if you (JHulme) are elected (and others are co-opted) is that election (and the co-options) - is that contingent on going to Gibraltar or are these two separate things? Will Freyja still be operating out of Ipswich?

JFig said that he wanted to make something clear and that was about what was being discussed prior to JFig inviting JHulme to tell the members about himself. By electing JHulme as captain and keeping the existing committee (including co-opting other members) this underpinned the point that JFig made around the acceptable amendment to the agenda.

JFig said that ClivePel makes a good point but anticipates JHulme intending to have a committee in place. This committee would use existing expertise as far as possible assuming the existing committee is willing to carry on but will be shadowed by "a whole pile" of co-opted people. This would be an interim measure whilst ECYD sorts the boat out and ensures that there's a (sailing) programme in place. The programme would fit in early season activity in the UK and in the long-term would take Freyja down to Gibraltar.

This does not disregard the motion but enables the club to carry on as opposed to having to run a later AGM. That was the proposal I put to you a few minutes ago and you agreed that that was a sensible proposal on that basis. I invited JHulme up to explain why he should be captain. JFig said that he was willing to carry on as Treasurer during the interregnum.

Once the program is fixed the management team can hold a special general meeting based on the Gibraltar proposal. This enables current long-standing committee members to stand down and their permanent replacements being re-elected instead of being co-opted. This provides flexibility, and it enables the club to keep going starting today. That's what the amendment is effectively about. I'm sorry I hadn't explained that better earlier.

SBlakelock asked who is remaining on the current committee right at the moment.

JFig answered that he is offering to stay on and the current committee as YS BBarnes. JFig asked BBarnes whether he is willing to stay on and shadow Mary R.

BBarnes said he was happy to do the shadowing but not in favour of the Gibraltar motion.

Mary R. asked a question about the yacht husband - do we have one?
JFig said that we now have a captain, treasurer and club secretary and we are gradually getting towards securing YH capability. JFig to cover later in the proceedings.

Mary R. said that she had a short question but would ask it later in proceedings and in the interim would give an overview of her suitability for the role of YS. Mary R. had previously been YS and had handed over to BBarnes for him to fulfil the YS role in 2023-2024. Mary R. had agreed to shadow BBarnes and take over as YS in 2024-2025. Mary R. had over 17,000 miles under her belt of yacht sailing experience. She had completed coastal skipper sails in many places as far north as Finland and as far south as the north coast of Spain, all aboard Freyja. Mary R. said that she had also completed many charter sails in the Mediterranean.

JFig said that we've got an ECYD Secretary, who will need no introduction.. LBarb introduction.

LBarb said that she would like to stand for election, it'll be for the will of the people. LBarb would like to continue and see a more collaborative way for ECYD to work. LBarb did her Day Skipper qualifications, Competent Crew and VHF Radio courses at Titchmarsh Marina back in 2003. She brings a background to the club in dealing with large business. LBarb happy to remain as a continuity candidate.

She believes that all committee members should start succession planning early. There should be a throughput of active members and LBarbe wanted to see ECYD thrive and perform in a business-like way.

JFig asked JAllen if he wished to continue as Crew Bureau Secretary. JAllen declined.

JFig asked if JMiller, RMaxwell and SMcGarry would be willing to continue on the committee to help and guide new committee members. Once we've got through this stage then JFig, BBarnes and existing "lay" members of the committee would stand down. JFig thanked RMaxwell, SMcGarry and others named above for their long and loyal service.

JFig said that he would now like to invite AndreasA to tell us about his knowledge and experience.

AndreasA is a civil servant and is a CSSA, qualified in finance and was a financial consultant and lives in London. Worked for hedge funds and then joined the civil service and is now head of a large government department dealing with climate impact.Joined the Ibiza cruise around the time of the 2024 America's Cup. Very keen on developing his sailing skills. He is happy to shadow JFig. and to fulfill the role of ECYD Treasurer.

JFig asked ATopson to introduce herself.
ATopson has been sailing with 5KSC for 17 years. She is an experienced project manager and portfolio and account manager. She also has business development experience and had worked for many years in a high profile UK government department, which gave her extensive overseas development experience.

ATopson is retired and relocated to Spain because of her love of sailing. She has been cruising in the Mediterranean. She was doing a transatlantic trip at the time of this AGM, having reached Cape Verde.

For four years she worked as a volunteer with the Costa Blanca Sailing Association, which has 300 members. ATopson did the crew bureau job and organising two major activities per week and that's why she is keen on helping ECYD. She's fluent in Spanish and Portuguese.

JFig said thank you to ATopson. He said that much of the crew bureau work was online and ATopson may wish to contact Susie Welch at Channel Sailing Division for further information about important functions for CSSA sailing clubs and online requirements.

JFig asked Warren McDonough to tell the meeting about himself.
WarrenMc had to leave the meeting. JHulme presented on his behalf.
WarrenMc is retired and is a Fellow in Mechanical Engineering. In 2006 WarrenMc purchased a large yacht and had completely stripped and reconstructed the vessel. WarrenMc is partially based in Portugal.
He can support ECYD activities.

JFig said, by way of information, that being YH requires a great deal of "hands on" activity. There is a a great deal in the way of face-to-face negotiations to ensure best value for works on the vessel.

JFig asked RegM to tell the AGM about himself.
Had a career as a consultant clinician and director of health services.
RegM has also served as the Chair of a University.
He is very impressed with JHulme and has utmost confidence in his project management and practical skills.

RegM first caught the sailing bug during a charter in the Caribbean and came back to the UK keen to hone his skills. He purchased a dinghy and started dinghy racing. Took up yacht cruising in the Bristol Channel and completed the full range of RYA certificates up to and including Coastal Skipper.. He then moved to Plymouth and joined the Royal Corinthians Yacht Club and did more sailing with the Royal Naval Sailing Association. RegM then took the commercial endorsement and then Yachtmaster coastal and the "Ocean" theory.

RegM is an approved skipper with "Go Sailing Association" and the BSA.
RegM has sailed in all kinds of conditions and has 3,500 miles of cruising under his belt.
RegM has a house in Spain and would offer himself as an assistant YH as he's within a reasonably easy commute to Gibraltar. RegM speaks Spanish.

JFig asked Bob Fletcher to introduce himself.
BFletcher has sailed for 50 years (since the age of 12) and worked through the Norfolk Schools Sailing Association programme and became an instructor and, at the same time, bought a small lifting keel boat and kept it at Aldeburgh (Suffolk) and sailed it across the North Sea a number of times. Also involved with Ocean Youth Club. BFletcher has sailed in Singapore, where he raced Kiwi yachts, and Dubai. BFletcher has done a great deal of tall ships sailing with "Jubilee Sailing Trust" and is still involved as an instructor with two sailing clubs. BFletcher has a passion for enabling people with personal restrictions to get out sailing. He is keen to retain Freyja for the use of ECYD in order to bring in new members. BFletcher lives in Northampton.

JFig asked Andy Furness to introduce himself.
AFurness is a fellow of the Landscape Institute and lives in Dunblane in Scotland. He is offering support services as an ordinary member.
He has sailed everything from dinghies to 70ft ketches.
He has done many delivery trips, Malta to Las Palmas, Dover to Falmouth, has sailed from Bermuda to the Azores and has navigated from the Azores to Southampton not using electronic navigation.
He is a former cruising instructor with the RYA and AFurness is keen to
Put something back into the sport of sailing by maximising sailing opportunities.
He wants to get people out onto the water, improve their confidence, build ECYD membership and put something back into the sport.

JFig thanked AFurness and moved to a proposal for putting in place a committee.

JFig proposed that he, BBarnes, LBarb, SteveMcG and RMaxwell continue in the posts that they are currently holding and all of the other names that are on the nomination list be co-opted onto the committee.

Due to the larger number of nominees than the constitution allows, RegM, BFletcher and AFurness will not form the names for which a vote will be taken. If an opportunity arises for any of the three to be co-opted then that will be considered in future.

Question from the floor about the YH role and the previous YH who had resigned. JFig said that the previous YH resigned in March 2024 and JFig, RMaxwell and PDunn had been covering the role. It was not a satisfactory situation but volunteers will carry on doing as much of the work as possible.

AndreasA, ATopson and WarrenMc to be co-opted.

JFig asked whether the webmaster was willing to continue in that role and Martin Hugo agreed that he would continue.

ATopson said that she did not understand why we were not putting the committee in place that was proposed in the motion that was submitted within the relevant time frame. Would she be elected?

JFig said that due to some existing committee members did not realise that they may have to reapply. He confirmed that ATopson will be elected.
JFig asked about WarrenMc. He is in Anglesey but is willing to fulfil YH duties.

Question from the floor - what is the difference between co-opting committee members and electing them.

PBrere confirmed that elected committee members and co-opted committee members received the same papers; no material difference between elected and co-opted. The membership, at this AGM, are making it clear that they want these people co-opted.

SBlakelock provided her legal expertise in relation to the ECYD constitution to help JFig to set out who will fill which vacancies and who will be the “plus” committee members.

JFig said that he was sure that SteveMc and RMaxwell would be willing to carry on helping even if not on the committee. He then summed up as follows:

Club Captain: John Hulme
Club Treasurer: John Figgures [AndreasA to shadow JFig and to be co-opted in due course]
Club Secretary: Laura Barber
Yacht Secretary: Brian Barnes [Mary R. to shadow BBarnes and to be co-opted in due course]
Warren McDonough: Yacht Husband

RegM and BFletcher to fulfil “ordinary member” roles.

Vote:

A majority in the room was evidenced by a show of hands.

Against: 0 on Zoom.

Abstentions: 4 in the room; 0 on Zoom.

JFig announced that the 2024-2025 committee is elected “nem con”.

JFig thanked the outgoing committee members for their service in 2023-2024 as did others at the meeting.

9. Confirmation of Independent Examiner for 2024

Mary Gandy has offered to continue in her role as Independent Examiner for the accounts to the end of 2024.
Those assembled agreed to accept, with thanks, Mary Gandy's offer to act as Independent Examiner for 2024-2005.

10. Consideration of Motions

10 (1) falls as a committee is now in place.

10 (2) JFig asked about numbers of civil servants living full time or part-time in Spain and Gibraltar. JHulme said that he hadn't any figures on that.

JFig asked a question (prior to A.O.B.) about requests for draft minutes for the 2023 AGM.

LBarbe said that there were at least two members who had asked about the existence and accuracy of the minutes for the 2023 AGM, namely LBarbe and AHutton. LBarbe said that she was disappointed that the minutes from 2023 were not made available to members in a more timely manner and she hoped that the minutes for the 2024 meeting will be sent to members as soon as reasonably practicable and in a more professional way in future.

JFig said that there was some concern about the 2023 AGM and that the proposal to relocate Freyja in Gibraltar was dismissed out of hand.

Please note: At this point in the meeting the IT failed. The laptop in use was tethered to a mobile phone that had run out of battery charge.

Again there was a parallel meeting online, which has been recorded.
There were three people on the call, JBignell, ATopson and PBrere.
They briefly discussed JBignell's desire to sail along the coast of the Netherlands. All three appeared to leave the meeting (as requested by a text/WhatsApp by someone in the room at LSC).

In the room a number of members had travel commitments and needed to leave. The meeting then became inquorate and a suggestion was made to reconvene the meeting at a later date.

Motion 10(2) was not considered as the meeting had, effectively, run out of time.

11. Any Other Business.

None discussed within, or without, the confines of the AGM.
The meeting became inquorate.

End of minutes.

All documents referred to above have been scanned and are appended to this document.

Laura Barber
ECYD Club Secretary.