

**Minutes of the 44th Annual General Meeting  
of Clwb Cychod Trefdraeth / Newport Boat Club  
held at the Clubhouse at 18.30h on Thursday 26<sup>th</sup> August 2021**

**Present:**

Nica Prichard (President)  
Tony Williams (Commodore)  
Niki South (Vice Commodore)  
Douglas Williams (Rear-Commodore)  
Charles Searle (Membership Secretary)  
Mike Prager (Treasurer)  
Shaun Lowde (Club Secretary)  
Andrew Kenyon (Secretary, Sailing and Boating)  
Management Committee Members and 35 additional Members.

**In Attendance:**

Ema Commons (Club Administration Manager)  
Islwyn Evans (Pritchard & Co., Accountants) until 18.47

The Commodore welcomed members to the 44<sup>th</sup> Annual General Meeting of Newport Boat Club and asked for a minute's silence to remember Roger Howell (previous Club Secretary), Tom Baxter-Wright (former Trustee), Betty Parker (past Commodore) and Gavin Wheeler and Patricia Griffiths (founder Members) who had all died since the Club's last AGM.

No tellers were appointed as there was to be no vote.

**1. APOLOGIES FOR ABSENCE**

These were received from:

Robert John  
Liz Docwra  
Sophie Colquhoun  
Andrew Tuggey  
Marc Mordey  
Alison Cantle  
Antony Cantle  
Huw Pateman  
Michael King  
Frances-Anne King  
Heledd Williams  
Lynne Poole  
Gaynor Martin  
Kraig Murley  
Jonathan Prichard  
Daniel Prichard  
Simon Prichard  
David Prichard

## **2. MINUTES OF THE 2019 AGM**

It was proposed by the Commodore that the Minutes of the 2019 AGM were to be taken “as read” and should accordingly form part of the Club’s official documentation. The motion was carried *nem con*.

It was noted that due to the Covid pandemic it had not been possible to hold an AGM in 2020 and that accordingly there were no minutes to be approved for that year. However, the accounts for the year ended 28<sup>th</sup> February 2020 needed to be accepted (see item 4 below).

## **3. MATTERS ARISING**

The Commodore noted that at the 43<sup>rd</sup> AGM a question had been raised about the state of the Club’s showers, which required attention. He explained that the showers had been scheduled for upgrade and included in the list of expenditure items for 2020, but that had been delayed until 2021 due to the Covid pandemic. Unfortunately, the builder had been unable to start work on the showers until June this year and further delays had been caused when a member of his team tested positive for Covid. The project was due to be completed by the end of the month

## **4. TO RECEIVE AND, IF CONSIDERED APPROPRIATE, TO ACCEPT THE ACCOUNTS FOR THE YEAR ENDING 29<sup>TH</sup> FEBRUARY 2020**

The Commodore explained that the accounts for the year ended 29<sup>th</sup> February 2020 would have been presented for acceptance at the AGM for that year but that since that AGM had not been held no such presentation had occurred. In the circumstances, it was therefore proposed that those accounts should be accepted as a matter of record now. The motion was carried *nem con*.

## **5. TO RECEIVE AND, IF CONSIDERED APPROPRIATE, TO ACCEPT THE ACCOUNTS FOR THE YEAR ENDING 28<sup>TH</sup> FEBRUARY 2021**

Islwyn Evans of the club’s Accountants/Auditors, Pritchard and Co., guided members through the club’s accounts for the financial year ending 28<sup>th</sup> February 2021. He pointed out that the impact of the Covid pandemic was to create a strange year for the club’s finances. The major impact of the pandemic was to reduce the net trading surplus from bar sales which was down from £75,977 in 2020 to £13,659 in 2021. However, Government grants and furlough payments had gone quite a way to compensate for this so that overall trading income was only down from £140,422 in 2020 to £114,578 in 2021. The other impact of the pandemic was that apart from fixed costs the cost of running the Club’s business had reduced. Perversely, this meant that the Club had enjoyed the best net trading position for five years. Cash Reserves were also up from £75,030 in 2020 to £96,920 in 2021 due in some part to Government grants and payments. Mr Evans said he felt the club was in a healthy position but should proceed with caution as business will likely begin to open up slowly without ongoing Government support now that the pandemic alert level is at zero.

The Commodore asked if there were any questions from the floor regarding the accounts. There were none. It was proposed by Pete Smith and seconded by Robert Mercer that the accounts should be accepted, which was agreed *nem con*.

The Commodore thanked Mr Evans for his presentation, who then left the meeting to applause.

## **6. COMMODORE'S REPORT**

The Commodore referred to his written report circulated to Members with the AGM notice. He added by way of update that the Club's current difficulties were not with the number of legal restrictions but the lack of them. The Senedd has replaced legal restrictions with 32 pages of recommendations, leaving the Club (like all business owners) to do risk assessments of its operations and to decide what is a reasonable mode of operation to safeguard the Club's members and staff given the current code zero level of risk.

The Club's current challenge was managing the unprecedented level of summer visitors and the well-publicised shortage of staff in the hospitality sector. Magnifying this challenge were the isolation rules imposed on individuals who come into contact with Covid positive cases. In one shift the Club had lost a cleaner and two out of the five bar staff as a result of this. That is why Members would have noticed some veterans managing the bar and facilities at times.

The Commodore added that he wanted to pay tribute to the Club's staff who had worked incredibly hard to keep the Club functioning this summer and Club officers who stepped in to support when needed. The Members at the meeting applauded at this point.

The Commodore stated that the Club was coming to the end of the busy period and faced a long period of uncertainty. It is in a sound financial position, but we needed to remain cautious until we could see how Newport Boat Club is going to fit into Members' post-Covid lives.

Ex-Club Secretary, Ray Jones, interjected at this point to add that he wished to pay tribute to the Club's Covid crisis team that had been established to deal with the huge challenges created by the Covid pandemic and formally to record the appreciation of the Members of the Club for the efforts of that team. Members at the meeting applauded this.

## **6. APPOINTMENT OF AUDITORS/ACCOUNTANTS**

It was proposed by Mike Prager and seconded by Andrew Kenyon that Pritchard & Co. be appointed as the club's Auditors/Accountants for the period until the next AGM, to be held in 2022. This was carried *nem con*.

## **7. CHANGES TO EXISTING RULES AND ADOPTION OF NEW RULE**

The Commodore asked the Club Secretary to explain some changes that were to be proposed to the Rules of the Club.

The Club Secretary explained that the Covid pandemic has brought to light some issues with the Club Rules.

The main problem was with the holding of meetings. As the rules currently stood all meetings (the AGM and any Extraordinary General Meeting (EGM)) were required to be held in person in Newport. This meant that if we were locked down again or there was any other reason why a physical meeting was not possible the meeting could not go ahead. In the case of the AGM that meant that the Club could not deal with appointments of officers and all the other matters that are required to be discussed at an AGM. In practice this could paralyse the proper functioning of the Club. So, to deal with this first problem the Management Committee were recommending a change to the rules that allowed the holding of meetings electronically where that is reasonably required.

An associated issue was that it was not entirely clear from the rules whether nominations for officers and management positions at the AGM could be made by email or other electronic means rather than having to provide the nomination in paper format which would create extra hassle and possible delay if we were locked down again. The Management Committee wanted to clarify that the use of email or other electronic means was acceptable, and a rule change was required for that.

The Management Committee also wanted to ensure that if all else failed and an AGM could not go ahead due to force majeure (in other words, for a reason outside our control) then the Commodore could appoint any officers and management positions who had received nominations until an AGM could be held. This was purely a measure of last resort to ensure that there were people validly able to run the Club. It was explained that the Management Committee had passed a by-law to this effect when it wasn't clear whether this AGM could proceed and were recommending that this by-law forms part of the permanent rules.

Lastly, and this was more of a general issue, in order for any AGM or EGM to be valid a quorum of at least 40 members was required and it had proved quite difficult in practice to get that number of people together so the Management Committee were recommending a change to the rules to reduce the quorum from 40 to 30 people.

The Club Secretary then read out each of the proposed resolutions (all set out below) and the corresponding proposed new versions of the rules (set out below in italic script), adding emphasis to highlight the additional language that would need to be added (shown underlined below).

#### **Changes to the rules governing AGMs**

THAT the Management Committee should be authorised to hold any Annual General Meetings (AGMs) of the Club other than in Trefdraeth/Newport, including by remote electronic or other means as they may deem reasonably necessary from time to time, and that accordingly paragraph 24(a) of the current rules should be amended by substituting the following for the first sentence of paragraph 24(a):

*“(a) A General Meeting of the Club shall be held annually in August either by way of a physical meeting in Trefdraeth /Newport or otherwise, including by remote electronic or other means, as the Management Committee may deem reasonably necessary from time to time. Meetings shall normally be chaired by the Commodore”*

THAT paragraph 24(b) of the Rules should be amended to clarify that nominations in writing should include email or other electronic means and that the following should be substituted for the first sentence of paragraph 24(b):

*“(b) Candidates for Office or Membership of the Management and/or Sailing and Boating Committees shall be proposed and seconded in writing, including by email or other electronic means, by Members eligible to attend the meeting, accompanied by the signature of the candidate, indicating that they are willing to serve if elected.”*

#### **Changes to the rules governing EGMs**

THAT the Secretary in consultation with the Commodore should be authorised to arrange the holding of any summoned EGM other than in Trefdraeth/Newport, including by remote electronic or other means, as they may deem reasonably necessary from time to time, and that accordingly the following should be substituted for the fourth sentence of paragraph 24(d):

*“On receipt of such a summons, the Secretary, in consultation with the Commodore, shall arrange such a meeting either by way of a physical meeting in Trefdraeth /Newport, or otherwise, including by remote electronic or other means, as they may deem reasonably necessary from time to time, as soon as possible and normally give at least 14 days’ notice of any such meeting by announcement on the Club Website and/or email and display on the Club notice board.”*

### **Changes to the rules governing the quorum for all meetings**

THAT the quorum for AGMs and EGMs of the Club should be reduced from 40 to 30 eligible Members and that accordingly the number 30 should be substituted for the number 40 in last sentence of each of paragraphs 24(a) and 24(d).

### **New rule**

THAT the following by-law, adopted by the Management Committee, should be ratified and adopted as a new rule 24(e):

*“Where force majeure invalidates the Club AGM, the Club Commodore is empowered to appoint those Officers and Committee Members nominated. Such appointments will cease when the standard form of AGM is resumed.”*

Each of the above resolutions was proposed and seconded by the Management Committee and agreed *nem con*.

### **8. ANY FURTHER MOTIONS**

No further motions had been presented.

### **9. 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
Vice-Commodore	Tony Williams
Rear-Commodore	Douglas Williams
Secretary	Shaun Lowde
Membership Secretary	Charles Searle
Sailing and Boating Secretary	Andrew Kenyon

#### **Management Committee Members**

Amanda Elmes  
Jay Williamson  
Pete Smith

## **Sailing and Boating Committee Members**

Heledd Williams  
Sarah Lewis

The Commodore pointed out that the role of Club Treasurer and three additional seats on the Management Committee were unfilled. The Management Committee would attempt to remedy this by co-opting Members to those positions.

### **10. PRESIDENT'S ADDRESS**

The Commodore introduced the club's President, Nica Prichard. The President commented that it was now 45 years since she had joined the Club as one of its Founder Members. She thanked the Commodore, all Committee members and the Club Administration Manager for all their hard work and efforts dealing with the challenges thrown up by the Covid pandemic. She also thanked all Members (both local and holidaymakers) for their continued support.

### **11. NEW COMMODORE'S ADDRESS**

The out-going Commodore (Tony Williams) commented that it had been his absolute pleasure to serve as Commodore and he thanked all Committee members and the staff for all their hard work and support. He then handed over the Chair to the new Commodore (Niki South).

The new Commodore added her thanks to those of the out-going Commodore and also thanked out-going Committee members, Gaynor Martin, Liz Docwra, Laura Rees, Ray Jones and Mike Prager, who were presented with gifts as tokens of appreciation.

The new Commodore also praised the out-going Commodore for cheerily steering the Club through very difficult waters and presented him with a gift as a token of appreciation.

In addition, both the out-going Commodore and ex-Club Secretary, Ray Jones, were awarded honorary life membership of the Club as a mark of appreciation for their hard work and commitment.

The new Commodore briefly introduced herself, noting that she was a rower, sailor and full-time resident of Newport, and has been fully involved on the management committee for over 2 years. The Commodore commented that she is privileged to be the Commodore of Newport Boat Club, looks forward to continuing working with the management committee, and staff, as well as meeting more members.

### **12. ANY OTHER BUSINESS AT THE DISCRETION OF THE CHAIR**

There being no further business, the Commodore closed the 44<sup>th</sup> Annual General Meeting of Clwb Cychod Trefdraeth / Newport Boat Club at 19.13h.