



The Queens Award for
Voluntary Service

SAILING FOR THE DISABLED



Manx Registered Charity
No. 325

MINUTES FOR THE ANNUAL GENERAL MEETING HELD THURSDAY 3 OCTOBER 2019 AT
MANX BLIND WELFARE SOCIETY, ONCHAN

PRESENT:

Personal Members: Rodger Clague (Chairman), William Paterson (Vice chairman), Gerry Morley (Secretary), Paul Atkinson (Treasurer), Carole Quayle (Committee Member), Peter Crebbin (Committee Member), Adrienne Sanderson (Committee Member), Margaret Brierley (Committee Member), Lesley Callister, Liz Clague, Ian Clark, Monica Clark, Arne Dahn, Richard Downing-Green, Jane Falconer, Mike Gimbert, Nicola Kelly, Charlotte Lewis, Moira Quane, Sarah Spenser, Richard Wild, Donald Wilson, Graham Wilson, Christopher Wood

Corporate Members: RL360 – Richard Downing-Green

The Chairman Rodger Clague welcomes all present.

1. Apologies for absence
Patron: Sir Miles Walker
Personal Members: Alan Cope, Marion Bolam, Stuart Brierley, Sarah Carroll, Anthony Charnley, David Dorricott, Eunice Evans, Hugh Evans, Ian Gardner, Neil Johnson, David Killey, Catriona Livingston, Ian McCauley, Linda McCauley, Steve Morley, Bobby Moore, Joyce Parker, James Penn, Frank Sanderson, Martin Sewell
Corporate Members: LMS Partners - Steve Locking, Bernard Schulte Ship Management - Elaine Hunter, PDMS - Mike Bromwich
2. Minutes of the AGM of 20 September 2018 were **agreed** as a true record and signed by the Chairman.
3. Requested update on the last year's proposed new administration system.
Paul A explains we currently have a subscription to the chosen Admin system and Monica and Paul himself are working on entering all data and getting the system operable as soon as possible.
4. **Proposed changes to the Constitution**
Rodger C explains the change has been proposed as a precautionary measure to prevent a group of people to be voted in and take control over the charity and its funds. Paul A explains the necessity of the added 'exception': Being aware of the possible difficulty to fill the Executive positions, an exception is needed to be able to form a full Committee at all times.
Rodger C reads out loud the proposed change to Article 4.

Executive Committee

4. The Executive Officers of the Charity shall be the Chairman, Vice-Chairman, Treasurer and secretary.

A Candidate for any of the Executive positions. i.e. Chairman, Vice Chairman, Treasurer or Secretary must have been a Committee member for at least one year in the previous five (5) years. In the event of no one offering themselves for the position e.g. Treasurer, an exception would be made for a member with specific professional qualification for the post.

Chris Wood asks what would happen if a number of people of the committee leave at the same time. Rodger replies that the 5-year period should provide enough people to be able to fill the posts.

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

Rodger C explains the change in clause 18 is a practical change when absence of the Crewmaster. *Rodger C reads out loud the proposed change to Article 18.*

Membership

18. Day membership shall be granted at the absolute discretion of the Crewmaster **or Skipper** who will record the names of Day Member. The list of Day Members will be periodically reviewed by the Committee. There will be no membership fee raised for Day Membership.

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

Paul explains the Registrar made recommendations for a number of changes so the Constitution is in line with the current charity model. *Paul A reads out loud all proposed changes one by one.*

Auditor

14. Where required, an Auditor or Independent Examiner will be appointed at the Annual General Meeting to examine the financial records and documentation to determine their accuracy and to certify the accounts.

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

Annual General Meeting

20. An Annual General Meeting (the "AGM") shall be held in the month of September each year, or as soon as thereafter as may be practical, at which the following business will be transacted:

- To receive the Chairman's Report
- To receive the Treasurer's Report

- To receive and approve the Balance Sheet and Statement of Accounts for the financial year.
- To Appoint the Executive Officers
- To Elect the Executive Committee
- To Appoint an Auditor or Independent Examiner for the charity where required
- To notify the Personal Membership fee for the forthcoming year commencing 1st April.

(The reason for the suggestions re. 14 and 20 is under the current Charities legislation it is not a requirement to have an independent examiners' report or audit on an annual basis if the charity's gross income in the accounting year is less than or equal to £25,000 unless it is stated in the charity's governing document.)

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

General Meetings

27. Quorum of General Meetings

The Charity must not deal with any business at a General Meeting unless a quorum is present.

Twenty-one (21) Members present is a quorum for a General Meeting.

If no quorum is present within ten (10) minutes of the scheduled start time, the person presiding may adjourn the meeting to a time and place to be determined by the person presiding or if the meeting has been convened upon the request of members, the meeting must be dissolved.

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

28. Procedure at General Meetings

The **Chairman** must preside at all General Meetings at which he or she is present. If the **Chairman** is absent from a General Meeting, the **Vice-Chairman** must preside at the meeting. If both the **Chairman** and the **Vice-Chairman** are absent from a meeting, the Members present must appoint a Member of the Committee to preside. If no Member of the Committee is present, the Members present must appoint a Member to preside.

Any question arising at a General Meeting must be decided on a majority of the Members present and voting on the question. Each Member aged 18 or over present at the general meeting is entitled to one vote.

No proxy voting is permitted.

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

Dissolution

31. If at any time the members at a general meeting decide to dissolve the Charity, the Trustees will remain in office and be responsible for the orderly winding up of the Charity's affairs. After making provision for all outstanding liabilities of the Charity, the Trustees apply remaining property and funds in one or more of the following ways:

- 31.1 directly for the objects
- 31.2 by transfer to one or more other bodies established for exclusively charitable purposes which are within, the same as or similar to the objects
- 31.3 in such other manner as the law of the Isle of Man permits

A final report and statement of account relating to the Charity must be sent to the General Registry

(The above re. dissolution is taken from our model constitution and should be kept in its entirety.)

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

Process for amendment of the Constitution

- 32. The Constitution of the Charity can only be amended by the following procedure:
 - 32.1 Any provision of this constitution may be amended provided that:
 - 32.1.1 the members must be given 14 clear days' notice of the meeting at which the proposed amendments are to be moved, together with the text of the proposed amendments
 - 32.1.2 no amendment may be made that would have the effect of making the Charity cease to be a Charity under the law of the Isle of Man
 - 32.1.3 no amendment may be made to the objects, or this clause, without the prior written approval of the Chief Registrar
 - 32.1.4 any resolution to amend this constitution is passed by a two thirds majority of the votes cast at a general meeting
 - 32.2 A copy of any resolution amending this constitution must be sent to the Chief Registrar within twenty-eight days of it being passed detailing all of the changes.

(The above re. amendment is taken from our model constitution and should be kept in its entirety.)

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

We discuss briefly what would happen if the charity dissolves. There are two other sailing charities on the Isle of Man that could be approached but the remaining funds could also be transferred to other bodies established for exclusively charitable purposes which are within similar to the objects.

5. Proposed changes to the Code of Practice

Rodger explains the Code of Practice is an internal guideline for Skippers and Mates. The section 'Safety' was missing in the Code of Practice. Graham asks if the Code of Practice is mandatory. Rodger replies that it is all 'best practice', what we already abide by but wasn't written down.
Rodger C reads out loud the proposed change to Article 18.

6. Safety

All members should consider Safety as the major issue to address in all we do.

Skippers and Mates should consider sailing conditions expected to ensure crew is capable of meeting those conditions.

All crew should ensure members in their care are:

Briefed about condition

Dressed for the conditions

Fitted with appropriate lifejackets and harness if needed

Skippers should ensure sailing activities match weather conditions and abide by the rest of the Code of Practice.

Skippers should ensure shore contacts are kept informed of Position, Progress and Plans.

Skippers and Mates should ensure adequate briefing in the use and deployment of safety equipment on board.

Skippers should make known to crew who has First Aid certificates in the event of a medical emergency.

It was proposed by Rodger Clague and seconded by Paul Atkinson and voted in favour by 29 members (including 5 postal votes).

6. Chairman's Report

Pride of Mann III is well looked after by our yacht manager Bobby. With the help of Don, Neil and other volunteers most works are done in house. Later this month the boat will go to Whitehaven for maintenance that requires lifting out. The timing is convenient as during these days the flapgate will remain closed due to essential maintenance works.

Rodger continues thanking all volunteers involved in the various jobs the running of the charity requires.

Finding replacement for Crewmaster has not been easy. Ray Corkill has offered his services and this is in state of development. We know Arne can't be replaced but we count on his help passing on his knowledge to Ray. A special thanks goes to Paul A for his work as a Treasurer for the past 10 years!

On average a boat needs either to be replaced or renovated, with maintenance costs going up. In any case, we have to think ahead whether it's going to be Pride of Mann IV or any other option. Most important is what the members think. To get an idea of what the members think we made a questionnaire. If you haven't filled one out, please do so tonight. Richard D-G asks if the questionnaire can be filled in online. This is not available but should definitely be looked into.

Dave Killey is still in hospital and our thoughts are with him.

A special thanks goes to ARC Learning who not only reduced their fees significantly but also had a big influence in developing the current awareness course together with Carole Q. Carole brought the much-needed professionalism to the awareness course.

We are also thankful to Edwin Kinrade Pharmacy who sponsors our first aid stock.

Only this week we received an e mail from Ged Doran, the founder of the Solway Adventure Sailing charity. Unfortunately, the charity had to be dissolved and their intention is to pass on their yacht and assets to Sailing for the Disabled. The yacht will very likely be sold as there is no intention to sail a second boat.

7. Treasurer's Report

Paul Atkinson states it is with pleasure he presents us this cut down version of the accounts on the year ended 31st March 2019 and takes us through the report.

Adrienne S asks what are the 'fundraising costs'. Paul replies these are the Corporate events organised for the various sponsors.

Paul explains the purpose of Pride of Mann Limited to the new members present. The board consists of Rodger Clague as Chairman, Paul Atkinson as Treasurer, Monica Clark, Alan Cope and Neil Richmond as Director. Neil Richmond has been added as director last year as an independent voice.

In summary the report shows we continue to operate on a healthy basis. There is a good balance between expenses and money coming in. But as Rodger C said we have to look forward and take enough time to get finances organised with a possible new boat in mind. Graham W asks whether Pride of Mann III will have any extra value due to the adjustments made? Paul answers we have to be cautious when valuing POM III. Rodger C adds there is another element to it too. In the past the first Pride of Mann had to be sold to finance the new boat and we failed to do so. Thanks to Alan C buying the boat, we overcame this problem. When looking at buying POM III it was decided we had to have clear funds to buy the boat. With Pride of Mann II sold, we had the start of new funds for the future. Also, learned by experience we know that sponsors are willing to give money when actually needed, but not too far in advance. Paul thanks LMS for doing our investments with the money managed by Pride of Mann Limited free of charge.

Paul would like to emphasize the importance of social media for the charity, the members and the public. Paul asks if there are any questions. No questions.

It was proposed by Rodger Clague, seconded by Adrienne Sanderson and agreed by 24 members the Treasurer's Report be accepted.

8. Appointment of Independent Examiner/Accountant

Paul Atkinson reported that he asked Grant Thornton again and they have indicated they will.

It was proposed by Gerry Morley, seconded by Carole Quayle and agreed by 24 members that Grant Thornton be appointed independent Examiner/Accountant of the Charity's accounts for the coming year.

9. Election of Executive Officers

With the absence of Sir Miles Walker, The Hon Treasurer Paul Atkinson requested that Monica Clark takes over the election by taking the Chair.

Details of those nominated had been advertised on the website as well as being detailed on the postal voting form sent to all members.

There was only one nomination for Chairman. **Gerry Morley proposed, Rodger Clague seconded and agreed by 28 members** (Including 4 postal votes) Paul Atkinson was voted in as Chairman. **Monica C declared Paul Atkinson to be elected as chairman.**

Nominations were received for:

Treasurer: Charlotte Lewis – **Paul Atkinson proposed, Rodger Clague seconded and agreed by 28 members** (Including 4 postal votes)

Secretary: Gerry Morley – **Paul Atkinson proposed, Carole Quayle seconded and agreed by 28 members** (Including 4 postal votes)

Paul A explains the absence of a Vice-chairman on the voting forms at the time of sending out to the members. In the meantime, Carole Quayle has accepted the invitation to take the role of Vice-chairman. He asks all members to accept the nomination of Carole Quayle for Vice-chairman.

Margaret Brierley proposes, Richard Downing-Green seconded and agreed by 24 members Carole Quayle was voted in as Vice-chairman.

Monica C declared the above duly elected.

10. Election of Committee Members

Votes cast for Committee Members were:

Adrienne Sanderson, Peter Crebbin, Margaret Brierley, Neil Johnson and Anthony Charnley

They were unanimously voted in and Paul Atkinson declared the above duly elected to the Executive Committee.

11. Any other business

Carole would like to invite everybody to join the Whats-app group.

Monica informs us of the misfortune from Marion Bolam, who had a nasty fall and broke her arm in 2 places. Arne informs us Martin Sewell had an unfortunate fall too but is recovering. Gerry M will send 'Get well' cards to them including David Killey.

12. Close of Meeting

Paul thanks everyone for attending and invites all to join for coffee, tea and cakes.

The meeting closed at 9.20 pm.