

MINUTES OF THE AGM OF THE AYC 21 NOVEMBER 2023

1. ADOPTION OF THE MINUTES OF THE 2022 AGM

1.1 Circulation of Minutes

It transpired that Members had not all received the Minutes as presumed, as traditionally they would be available to any interested party, including the EGM Minutes, at the AYC.

On a proposal by Richard Archer, seconded by Clare Cupples,

The AGM AGREED that in future, said AGM Minutes (plus EGM Minutes, as requested by Geoffrey) should automatically be circulated in a timely manner by email to all Members

1.2 Adoption of the 2022 Minutes

On a proposal from Richard, seconded by Jonty, (as Richard HAD seen the Minutes & approved them),

The AGM ADOPTED the 2022 AGM Minutes

2. REPORTS OF THE FLAG OFFICERS

Franklyn congratulated the Younger Members' Captain of the AYC in their active representation of Antigua in various international events over the last year, notably the SSL, as well as the various Optimist events. Particular thanks were due to Clare, Karl, Susan & particularly Loraine, for whom there was a standing ovation thanks to Tommy.

The Financial Report by Acting Treasurer Clare is appended as is the fully comprehensive Youth/Dinghy Sailing Programme Report by Loraine.

3. CLASSICS

In the absence of Alexis, Classics Captain, Clare reported that the April Regatta had been a phenomenal success, thanking Paul Deeth, Robin Stout, Alexis & Gilly for their efforts. Sixty entries were predicted for 2024 with 10 confirmed ones already at the time of writing.

In response to the Poul Jensen's enquiry, Clare re-confirmed that Dragons had never been banned from entering, but that there would no longer be a Dragon Class as such, previously re-introduced by Carlo in the 2022 Regatta.

There followed a lengthy discussion about why the Event took place in the Dockyard rather than the AYC/AYCM, and whether it would consider returning to the latter (although it was already committed to the Dockyard for 2024). Both Members & all previous & current participating yachts should be consulted as to their preferences. Clare offered to do this

On a proposal by Alistair Forest, seconded by Ashley,

The AGM AGREED to have a suitable questionnaire drawn up by Clare and circulated to all Members & past & present participating yachts in the Antigua Classic Yacht Regatta to gauge their preferences for the location of the Event ie Dockyard or AYC, and why.

4. FINANCIAL REPORT

Acting Treasurer Clare explained why, yet again, the Audited report was not available in time for adoption by the AGM. David Watt, the previous Auditor, had unfortunately not been up to the mark each time, resulting in the appointment of Grant Thornton who, in the absence of any documentation from an uncooperative David Watt, had been obliged to start from scratch.

Clare suggested that the AYC finances needed boosting with additional funds from a CD - see her appended Financial Report. The Resolution for this (appended) could not be adopted in the absence of the Audited Financial Report.

On a Proposal by Richard Archer & seconded by Charles Kenlock,

THE FINANCIAL RESOLUTION was withdrawn, pending availability of the Audited Financial Report

Carlo referred to a distinct lack of appreciation for the Marina's sponsorship for various sailing events. He thanked Oliver Greensmith for his help in the reconstruction of the Marina after its destruction in the recent devastating fire & for whom dockage would henceforth be free. Shirley Falcone mentioned that relations between the Marina & the AYC were so bad at present that charging all Members for dockage was on the

books. Carlo added that maybe, with a new Marina & AYC Board, that this was an opportunity to work together in the future.

NOTED

5. REPORT OF THE NOMINATING COMMITTEE.

Richard Fear thanked his colleagues Peter Mullins and Susan Elliot, for their contributions & the Committee was applauded by Geoffrey for their efforts.

Further to the list drawn up by the Nominating Committee, nominations from the floor were:

- Richard Archer as Commodore, proposed by Jerry Bardoe & seconded by Tommy
 - Brad Esty as Rear-Commodore, proposed by Alistair Forest & seconded by Dave Simpson
- OR Richard Fear as Rear-Commodore, proposed by Tommy & seconded by Sandy Mair.
(this second proposal required a waiver of the appropriate bye-laws and which was unanimously agreed by the AGM)
- Jules Mitchell as Power Boat Captain (to be re-named Younger Members' Captain)) proposed by Susan Elliot Beatty & seconded by Karl
 - Sean Malone as Director at Large, proposed by Ashley & seconded by Franklyn.

(A proposal to appoint Angie as Social Director by Sandy & seconded by Simon was declared invalid as Angie had not been a Member of the AYC for the last 12 months. However, Dave suggested that she join Susan on a sub-committee that the latter set up, for organising social events. There were no objections to that proposal.)

Richard Fear then invited Members to vote for the Directors of the AYC, taking into consideration those who had voluntarily stepped down, the Nominating Committee's suggestions for their replacements, nominations from the floor and the brief statement by each of the contestants as to why they thought they were the most suitable candidate.

6. VOTING FOR THE 2023-2024 AYC BOARD MEMBERS

RESULTS

COMMODORE - RICHARD ARCHER (outgoing: Commodore Franklyn Braithwaite, but who would retain this position in a consultative role for the coming year.

VICE-COMMODORE - JANIE EASTON (outgoing: Clare Cupples)

REAR-COMMODORE - RICHARD FEAR (outgoing: Ashley Rhodes)

TREASURER - CLARENCE PILGRIM. (outgoing: Vicki Layfield & Acting Treasurer Clare Cupples)

HON SECRETARY - RACHEL GREENSMITH (outgoing: Gilly Gobinet)

FLEET CAPTAIN - TOMMY PATERSON (outgoing: Ciaran Browne)

DINGHY CAPTAIN - LORAINE MITCHELL }

CLASSICS CAPTAIN - ALEXIS HOWARD } retained previous roles

HOUSE & GROUNDS - JOHN GAILLARD. }

YOUNGER MEMBERS' CAPTAIN (replaces Power Boat Captain)- JULES MITCHELL (outgoing: Steve Carson)

DIRECTOR AT LARGE - SEAN MALONE (outgoing: Jonty Layfield)

SOCIAL DIRECTOR - SUSAN ELLIOT BEATTY(outgoing: Clarence Pilgrim, who remained on the Board having been appointed Treasurer)

In conclusion, new Commodore Richard Archer **THANKED** the Nominating Committee and all outgoing members of the AYC Board of Directors & **WELCOMED** all those newly elected to it.

AYC AGM 2023 Special Resolution

Proposed Changes to AYC Articles and By-laws:

By-law 14: Board of Directors

14.4 The seven (7) other Directors shall consist of a Fleet Captain, a Dinghy Fleet Captain, a Classic Yacht Captain, a Power Boat Captain, a Social Director, a House and Grounds Director and a Director at Large. **TO BE REPLACED BY:**

14.4 The seven (7) other Directors shall consist of a Fleet Captain, a Dinghy Fleet Captain, a Classic Yacht Captain, a Social Director, a House and Grounds Director, a Director at Large, and a Younger Members' Captain.

By-law 15: Powers and Duties of the Board of Directors

15.1 i) The Power Boat Captain shall be responsible for the organisation of special events for the power boat fleet and shall co-ordinate power boat support for sailing events. **TO BE REPLACED BY:**

15.1 i) The Younger Members' Captain shall be responsible for representing younger members on the Board of Directors and for acting as an ambassador of the club to younger members and potential younger members. They will serve a maximum term of 12 months and be under the age of 30, or 35 in the extreme, at the beginning of their term in office.

Rationale for changes to by-laws 14.4 and 15.1:

This proposal is based on feedback and comment by members expressing a wish to see younger members represented on the Board of Directors, and a greater focus on recruiting younger members into the club.

The Board of Directors consists of 5 officers and 7 other directors (12 in total) which is considered to be a good size. The club does not have a large power boat fleet and there have been no power boat events in Antigua for many years. Rather than create an additional Director position, the Nominating Committee is proposing to replace the current 'Power Boat Captain' with a 'Younger Members Captain'.

By restricting the maximum term to 12 months it is anticipated that, over time, the club will build a cadre of younger members with experience of serving on the Board of Directors. In due course they will become candidates for our future Directors and Flag Officers.

Should in future a requirement arise for a Power Boat Captain then the Board of Directors have the power to appoint a Supernumerary Director under current By-law 15.1 paragraph o.

Proposed by: The members of the 2023 Nominating Committee, Richard Fear (Chairman), Peter Mullins and Susan Elliot Beatty

Agree Please tick only one box

Disagree

Annual General Meeting:

Finances:

Yet again, I've ended up acting Treasurer for the past few months after Vicki stepped down for personal reasons. Thanks Vicki for giving me 8 months off!

We received the audited accounts yesterday. Our accountant Rufilo Camanche has had an opportunity to review the draft and states they're correct, but I'm afraid I haven't, not that I would expect to find a problem, but in order to do due diligence I'm obliged to look, therefore The 2023 audited accounts will be available in the office next week if any member would like to peruse them. We do not publish them or send them out to individual members.

AYC has 3 chequing accounts, at the end of the financial year, i.e. August 31st 2023:

The Main Account:

Yet again, this is suffering

While we've been able to continue running the Club without breaking into the CDs it has required every penny to be watched and the main thing that is suffering is maintenance, especially of the old building and the fact that NPA are trying to tighten up on discharges from businesses into the harbour. Our antiquated sewage system has been added to over the years and is seriously overloaded. We have started bringing it into a more acceptable state, but it is an extra unbudgeted expense.

We will need to break into one of the CDs, probably taking out around \$EC60,000, but this will be up to the new Treasurer.

Current balance \$EC36,000

Classics Account:

At the beginning of 2023 we closed the Classics CD to free up some money in the run up to Classics 2023. We started with \$EC80,000-ish. It is intended to return that money to a CD now we know more about what is ahead of us for next year.

Current balance \$103,000

Optimist Account:

Karl and Loraine have done a wonderful job of not just breaking even but making a significant profit. You will have seen we are going to ask your approval to allow some of that money to be freed up so that we can develop The Sailing Program and lessen the burden on the main a/c subsidising the Program.

Current balance \$390,000

CDs

Having closed the Classics CD, AYC now has 2 CDS:

CD1 \$EC85,000

CD2 \$EC102,000

Total \$EC187,000

By Law 16.6 states that there must be a minimum of \$EC75,000.

Having discovered what is actually involved in re-opening the Classics CD, it is intended to merge the AYC general money into CD 1 and use CD2 for a combination of the Classics and Optimist Ring fenced money. The accounts allow for us to ensure that the money is tracked.

We had a real nightmare last year with the Auditor, who unknown to us, was having personal problems which eventually resulted in him closing his business while our audit was ongoing. The audit was eventually signed off and registered in March this year. David Watt has been the AYC auditor for many years and we'd like to thank him and wish him well for the future.

For several reasons, we were delayed in appointing new auditors for this year and eventually decided to ask Grant Thornton. Mrs Djon Kentish has conducted the audit and sends her apologies that she had a prior engagement this evening.

I should say, asking GT has resulted in a huge amount of extra work for Nesie and also is significantly more expensive than what we have paid David in the past. On a positive note, this year we can be confident that the audit has been done diligently and will give us a jumping off point if it should be decided that we should look for a somewhat more economical option for next year.

I would ask that Item 8 on the agenda Appointment of Auditor be waived while the new Treasurer be allowed to look at options.

Financial Resolution for the 2023 AGM

After the 2023 Optimist North American Championship the Optimist Bank Account now stands at \$EC368,383

The Board requests approval from the Members to ring fence \$EC150,000 towards any future International Dinghy Regattas and free up the remaining money to be used towards supporting The Dinghy Program, assisting towards entry fees for youngsters representing AYC abroad, sponsoring deserving youngsters etc. The money will be used at the Board's discretion in consultation with Karl.

It is not intended for this money to be used for the day to day running of the Club.

Currently, the AYC main account subsidises The Dinghy Program, pays the Instructors, maintains the dinghies etc. leaving very little money for maintenance etc.

Credit must be given to Karl and Loraine who were co-chairs of the OPTINAM, this windfall is totally due to their diligence.

AYC MEMBERS PRESENT & VOTING AT THE AYC AGM 21 NOVEMBER 2023

ANNUAL

Alistair Forrest
Andrew Dove
Angie Dickinson
Ashley Rhodes
Charles Kenlock
Clare Cupples
Clarence Pilgrim
Clive Edward
David Simpson
Gilly Gobinet
John Gaillard
Jonty Layfield
Loraine Mitchell-Gaillard
Mike Stout
Nicolas Girard
Oliver Greensmith
Poul Jensen
Rachel Greensmith
Rana Lewis
Richard Fear
Robbie Cook
Robin Stout
Sandy Mair
Shirley Falcone
Simon Holt
Simona Garbelli-Dove
Sofia Jensen
Susan Elliot-Beatty
Tim Duce
Vicki Layfield
Zoe Fear

LIFE

Brian Harrison
Carlo Falcone Carol Archer
Fenella Goldsworthy
Franklyn Braithwaite
Geoffrey Pidduck
Janie Easton
Jenny Byerly/Bentley
Jerry Bardoe
John Bentley
Judith Harrison
Karl James
Lyn Bardoe
Paola Falcone/Vittoria
Richard Archer
Tommy Paterson
Tony Maidment

PROXY VOTES FROM:

Manfred Schweizer
Don Ward
Brad Esty
Steve Carson

Paul Deeth
Carey Ferron
Robbie Ferron
Alexis Howard
Karen Portch
Richard Freeborn
Bill (William) Dyer
Michael Liebaert
Kathy Lammers
Hans Lammers
Tracey Meagher
Michael Hassing
Greta Hassing
Julian Guildersleeve
Peter Mullins
Blair Trainer

ADDENDUM:

Franklyn Braithwaite remains as a 'non voting' director of the board as the 'immediate past Commodore' for 12 months as per the By Law 5A. Not as a 'consultant' as stated.

The results of the voting on the special resolution to change the Power Boat Captain director to Younger Members' Captain was carried by a vote of 62 in favour and only 6 against.