



MINUTES of the Seventh Annual General Meeting
of the Weir Quay Community Watersports Hub Club Ltd
17th May 2018 at 7:30pm at Bere Alston Bowling Club

Apologies for absence: Chris Dill, Robin Musgrave

Present: 30 people signed the sederunt including **Members & Directors..**

1 Chairwoman Tricia Stewart [TS] on behalf of the Directors, welcomed all present to the meeting. Tricia read out the Minutes of the 2017 AGM.

2 Ordinary resolutions: To propose and if deemed fit, pass the following as ordinary resolutions:

2a To receive the minutes of the Annual General Meeting of 25th May 2017

Proposed: Simon Howes, Seconded: Steve Kirby. Unanimously agreed by the seven Members.

2b To receive the annual accounts for the year ending November 30th 2017.

Jane Rogers (JR) and Graham Reed [GR] presented the accounts with the benefit of a over-head projection.

Proposed: Chris Coomber, Seconded: Chris Jon, Overnell. agreed, Unanimously agreed.

3 To receive the Directors' Annual Report for the year ending November 30th 2017

Agreed

4 *Note: Under Article 29, at each Annual General Meeting one-third of the directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office but may stand for re-election. Under article 30.(1) the directors to retire by rotation shall be those who have been longest in office since their last appointment. Under Article 34.(1) The directors may appoint a person who is willing to act to be a director. Under Article 34.(2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.*

4a) To propose and if deemed fit, pass the following resolutions as ordinary resolutions, (i.e. requiring a simple majority of votes from the Members).

4a i)	to re-appoint	Chris Dill as a director	}	
4a ii)	to re-appoint	Becky Masters as a director	}	Unanimously Agreed
4a iii)	to re-appoint	Tricia Stewart as a director	}	

4b i] to elect Charles Robin Musgrave as a director: appointed by the Board 22/11/2017

4b ii] to elect Stephen Edward Barnes as a director: appointed by the Board May 2017

4b iii] to elect John Harris as a director: appointed by the Board May 2017

Unanimously Agreed

5 Tricia Stewart closed the formal meeting at 20.13



Informal General Meeting

A] Chairwoman's Report;

Tricia Stewart gave a short presentation that outlined the history of the Hub Club to the present position, moving on to review the forthcoming issues that the Board and Member Clubs will resolve. These include completion of the Boat Shed [including the need for more funds], bringing to fruition the Articles of Association [AofA] [see appendix file: ChairReport2017-18]

B Boat Shed A short presentation power-point shown [file: AGM18-BShedPrstn1805]

John Harris (JH) gave an update on the construction;

The laying of the floors is complete and the brickwork for the shower/toilet facilities is up and awaiting the laying of the mezzanine floor above them. Western Power will be installing the main cable which will allow the supply of electricity to enable the erection of the roller Door. Once these tasks are complete, the Hub Club Board will complete its contract with JAS construction and hand the Fitting-out work to a sub-committee to bring the building to User-ready.

C Lease / Licence Group [see appendix file: Agreement Working Group180517]

Steve Kirby explained with the help of the power-point the reasons for evaluating the relative merits of the two options. There were no significant questions – the two Member Clubs will have to complete their own assessments and report to the Hub Club Board for a final choice of process.

D Site Management [see appendix file: SiteMgtGpReport-BM180517]

BM gave a forthright appraisal of her role as director and the fact she is working hard for both clubs in order that both can enjoy their respective sports. Becky Masters (BM) explained about the Site Management Plan, option 3 being adopted (available from her) forms part of the Memorandum of Understanding (still under development). Becky said that the positivity and collaboration of the get afloat day, needs nurturing and that is everyone's responsibility. Also, she stated that she was at the beginning of collection of risk assessments that will encompass fire safety, first aid and generic risk assessments, much needed to show good governance and practice by Hub Club for the member clubs. Please refer to BM, Gary Strong & James Platt for site affairs. Mike Street should be consulted on planting. [These items may be subject to planning consent].

E Funding

GR suggested several funds that need participation from member of member clubs: possibilities and send an e-mail for onward transmission to member club members.

F] Fitting-out Group

Chris Miller [WQSC] and Jonathan Overnell [TTGC] have both expressed an interest in supporting the Fitting-out Group without being in a position of leading the Group. Tricia Stewart asked that both Clubs members liaise with these Gents to progress the Group.

G] AOB

None

Meeting closed at 21:40 approx.



Appendix:

[A] Chairwoman's Introduction to the Presentations from the Four Working Groups

As we review 2017/18 and enter into our eighth year, this may be a good opportunity to take a quick look backwards and just acknowledge just how far we have come in seven years. To turn what was a vision into a plan has been an incredibly difficult journey. At times I believe that we have been so overwhelmed with the enormity of the task that we may have lost sight of our goal, or not seen 'the wood for the trees'. That goal is to provide a 'forever home' for the Gig and Sailing Clubs so that both our Clubs are secure both now and into the future to nurture and grow such environmentally friendly pursuits on the River Tamar. My only regret is that we are not celebrating the Gig Club moving in which I was really hopeful that we would be doing. John will be giving us an update on the Boat Shed build in a few minutes and, hopefully, we are in spitting distance of our goal.

So let's take a look at how far we have come. The first Hub Club Board was formed early in 2010 and the Company formally registered in November of that year. Since the outset we have gone through 31 directors, seven of who are still on Board. There were some job descriptions for the 'Core Roles' on the board which I think would be worth revisiting. The Board, at that time, had an independent chair and this is something that we are thinking of revisiting at some point. Having said this, I am advised by one of the founder members that the 50/50 balance on the board was designed to ensure that as a truly joint enterprise, any issues were worked through and not decided by a majority vote. It was later decided, in June 2011, to also register as a charity to enable the board to apply for Charitable funding. This they did, to great effect with our first major bid for £50,000 from Sport England.

The land was purchased from David and Janet Clark in October 2012 after which a huge amount of Planning specifications had to be undertaken, designed, contracted and met. If you have a glimpse at the Hub Club website you will see the vast number of reports and surveys that we had to submit to West Devon BC!

Along with the kick-start from Sport England a great deal of fundraising was undertaken which both clubs and their members really rose to the occasion support. There have been hurdles along the way such as the excavation where, due to a local raising concern, a further £28,000 had to be found to ship the waste soil off site. Throughout this process we have been overawed by the generosity of the members of both clubs, that, added to the official fundraising has ploughed over £160,00 into this project to date.

Though it may be tempting to see this project as linear, and therefore slow in progress, it is as well to remember that, at any one time, two or three considerations, problems and/or 'issues' may be running concurrently. For example:

- The purchase of the land required fundraising
- The joint initiative needed Articles of Association
- The Directors had to be formally appointed
- The purchase of the site led to the need for planning
- The planning led to the need for specialist assessors
- Planning led to the need for fundraising which in turn led to reviewing if we could reclaim from the VAT paid out
- The excavation and, ultimately, the boat shed build
- The VAT paid out on the excavation caused great concern to the then Board.

All this brings us to this, last year [2017]

- The VAT 'issues' from last year led to needing advice which, ultimately, led to the Hub Club taking out the 'Option to Tax' on the land. This was achieved with the Board and Trustees undertaking a great deal of reading and consultancy to be sure that we have found the best possible solution with a lot of support on behalf of our accountants.
- We are now formally registered for VAT and are able to claim back the VAT paid out on the build, which, in turn leads to some kind of 'formal' arrangement between the Clubs for the shared use of the land – Lease Vs Licence - Steve Kirby will shortly give you an update on this position.
- The formal arrangement between the Clubs has also led to the need for the site to be fully assessed and some form of 'Memorandum of Understanding' which link up with the site management. Becky is leading on this and will give us an update on progress.



Weir Quay Community Watersports Hub Club Ltd



<http://www.wqwatersports.org.uk>

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- I have brought along a few copies of the Business Plan for last year. This has not been formally adopted by the board, yet, but, for those of you who are interested, it gives quite a bit of the history of the project and the position, pretty much up to date.
- One final item before I hand over to our representatives. We have a vacancy on the board for a Sailing Club Director. I am in the process of pulling together a 'Welcome/Induction' Pack for interested members. We also would really appreciate some help and support from as many of the general members of the two clubs as possible – particularly if you have any specific skills such as building; security; electricity; fundraising; project management; or general help with the many tasks still to be done. Please let me know or any of the Hub Club's representatives in your Club.

We have representatives from the:
 Boat Shed Group (John Harris)
 Lease or Licence Group (Steve Kirby)
 Fundraising Group (Graham Reed)
 Site Management (Becky Masters)
 Fitting Out Group (newly formed) (Chris Miller)

They will offer an overview of where the project is at now and where we are aiming to be.

Tricia Stewart

[B] Boat Shed

Weir Quay Community Watersports Hub Club

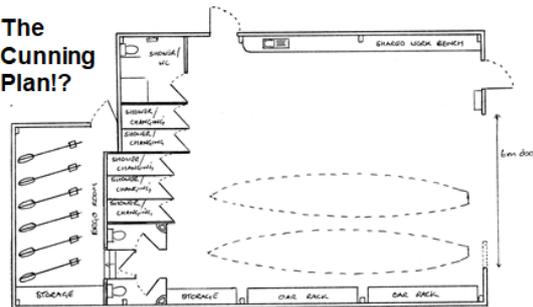
The Dinghy & Gig Park with the site for the Boat Shed - March 2017



WE NEED FURTHER FUNDS to COMPLETE THE SHED!

Weir Quay Community Watersports Hub Club

The Cunning Plan!?



WE NEED FURTHER FUNDS to COMPLETE THE SHED!

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The Contractors start work January 2018
John Harris – 'Mr. Project'



WE NEED FURTHER FUNDS to COMPLETE THE SHED!

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Ribs on firm foundations!



WE NEED FURTHER FUNDS to COMPLETE THE SHED!



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'Planking the bare hull!



WE NEED FURTHER FUNDS to COMPLETE THE SHED!

Weir Quay Community Watersports Hub Club

Keep the Rain out – holding in the heat!?



WE NEED FURTHER FUNDS to COMPLETE THE SHED!

Weir Quay Community Watersports Hub Club

The Planked Shell too good to paint!



WE NEED FURTHER FUNDS to COMPLETE THE SHED!

Weir Quay Community Watersports Hub Club

Ready to be floored!



going down

and

Done

WE NEED FURTHER FUNDS to COMPLETE THE SHED!

[C] Lease / Licence Agreement Working Group:

Formal Arrangements – Why?

HC - 8 Reasons including

- Demonstrate to HMRC HC is trading – ensure continuity of HC
- Define Liability
- Define services
- Set Fee
- Define responsibilities

Resident Clubs – 7 Reasons

- Security of tenure
- Fees
- Understand Liability
- Understand responsibilities

Lease or Licence

• Considerations:

- Security of tenure
- Costs
- Flexibility to change
- Legal requirements and protection offered
- Liability of signatories (trustees of officers)
- Tax – VAT
- Fundraising implications
- Withdraw of a founding Club
- Additional site occupier
- HC Charitable Status

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Lease or Licence (Contnd)

- Conclusion
 - Majority of considerations do not favour a lease or licence
 - However;
 - Ability of HC to obtain grants and fund further capital works favours a licence,
 - The adopted arrangement must ensure the HC is not a 'Captured Charity'. A licence provides greater delineation between the HC and the Resident Clubs than a lease.

The Way Ahead?

- Club Committees to consider summary paper on Lease / Licence option
- Heads of terms paper to be prepared by HC
- Heads of terms paper to be considered by Committees
- Details to of conditions to be developed by a ne WG compiled from HC, TTGC and WQSC representatives
- End date – 4 months or longer if that is what it takes

[D] SITE MANAGEMENT WORKING GROUP – Report by BECKY MASTERS (HC Director)

The site management working group - comprising of Gary Strong, James Platts & myself – following a rationalisation of the kit already on site and an audit of said kit, has been unable to develop the Site Management Plan further whilst the main construction of the boatshed is in progress.

Now that the constructors' time on site is coming to an end, in the last week or so we have begun the work needed to produce credible Risk Assessments as part of the required demonstration of good governance by the Hub Club.

Separate Risk Assessments are now in process concerning Fire safety, First Aid, Boatshed and the outside space. Our starting point was a Risk Assessment matrix. This identified key areas for consideration.

Our aim is to have a set of clear assessments completed; review dates set; in a simple user friendly format. Along the way, research has also identified the need for the procurement of additional equipment required (particularly in the area of fire safety equipment) & potential opportunities for joint training (e.g. in the case of first aid).

Fortunately, between the two Member Clubs there are the much needed key skills & knowledge available and already these have been much appreciated.

The Site Management team will hope to inform the next Hub Club Board meeting of their progress.

NIL ELSE TO REPORT

[E] Funding:

Graham Reed mentioned previous major receipts that include £50,000 Sport England, £20,000 National Grid, £20,000 Belinda O'Flynn Trust, Lawrence and Janet Brodley £11,000. The outstanding work to complete the Boat Shed will require further fund-raising efforts to pay for the Fitting-out of the building shell. Graham asked everyone present to support the yacht entry for the Eddystone Challenge whereby all the cash is enhanced by ~50% plus another 25% via Gift Aid. Nearly £100 was pledged on the evening.

[F] Fitting-out Group

No additional documents presented the meeting