



BLAIRGOWRIE YACHT SQUADRON INC.



Minutes of the Annual General Meeting of Members to be held in the Southern Waters Room on Saturday 23rd July 2022

1. Welcome by the Commodore

Note that we had 72 participants at the commencement time of the meeting both in the room and on Zoom. A quorum in accordance with the BYS Rules was therefore present for the meeting.

2. Apologies

The following members provided their apologies:

- Barbara McMahon
- Bill McMahon
- Ross Bishop
- Andrew McIntyre
- Nicole Dixon
- Simon Harvey
- Cathy Smith
- Brian Smith
- Lynne Fitzpatrick
- Barry Fitzpatrick
- Megan Bolton
- Campbell Dobbin
- Andrew Sullivan

Proxies received:

- Michelle Florenini in favour of Georgina Plumridge

3. Members passed

A minute's silence was proposed by the Commodore and observed for members noted as having passed since the last AGM:

- Susan Winter OAM
- Peter Bates (Life Member)
- Ted Osbourne
- Robert Kamer
- Frank Martin

4. Minutes of the previous Annual General Meeting

The Commodore asked that the minutes of Half Yearly Annual General meeting held on Saturday 9th January 2022 be received and confirmed.

Proposed: Alistar Singh
Seconded: Phil Endersbee



5. Reports:

- *Commodore's Report: Matt McCarthy;*

Refer to attached report – Key points below:

- Difficulties Covid has caused BYS – Matt thanked all members for their understanding during this tough time.
- New appointment of our General Manger – Andrew Cooper.
- Retirement of Brian Jones.
- Renewal of 44 berth leases.
- BYS Foundation – Comprehensive review has been undertaken.
- *Club Captain's Report: Richard Backwell;*

The Club Captain provided an update on the sailing for BYS. Refer to the PowerPoint presented to the members (attached).

- *Treasurer's Report: Greg Lewis;*

Greg Lewis provided an overview of the financial position of BYS since the half yearly AGM and included a perspective on the economic environment moving into 2022/2023. Refer to the PowerPoint presented to the members (attached). Greg also presented the Audited Financial Statement for year ending 30 April 2022.

6. Election of Flag Officers and Executive Committee Members.

(a) Flag Officer:

In accordance with BYS Rules 18.1 – Term of Office and 18.2 – Re-election, the following Flag Officer positions will be declared vacant at the Annual General Meeting. As at the close of nominations the following nominations have been received:

Position	Nominee	Proposer	Second
Club Captain	Richard Backwell	Chris Coghlan	John Plumridge

There being one nomination for the Flag Officer vacancy, the above nominee will be declared elected without further action.

(b) Executive Committee:

In accordance with BYS Rules 18.1, 18.2 and 18.7, the Executive Committee positions currently held by Alistar Singh, Megan Bolton and Denis Liubinas are declared vacant. There are therefore three vacancies on the Executive Committee to be filled. Each of Alistar Singh, Megan Bolton and Denis Liubinas have offered themselves for re-election. As at the close of nominations the following nominations have been received:

Position	Nominee	Proposer	Second
Executive Committee	Alistar Singh	Matt McCarthy	Adita Singh
Executive Committee	Megan Bolton	Georgina Plumridge	Felicia Brown



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Executive Committee	Denis Liubinas	Ian Delmenico	Adrian Cole
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There being three nominations for the three Executive Committee vacancies, each of the above nominees will be declared elected without further action.

7. Special Business: Proposed Special Resolution to Amend the BYS Rules.

The Vice Commodore informed the meeting that the BYS Executive Committee is proposing to make some changes to the BYS Rules. In summary, the proposed changes are as follows:

- Deleting Rule 18.1A. This is a transitional provision introduced into the BYS Rules at the time the Rules were changed a few years ago to provide for the current sub-committee set up and establishment of the Executive Committee in place of the previous General Committee. Amongst other things, Rule 18.1A provided for the composition of the first Executive Committee and for the cessation of the operation of the General Committee. Rule 18.1A has now ceased to apply and although it is therefore deemed to have been removed from the BYS Rules by virtue of Rule 18.1A.3, it is considered preferable to clean up the Rules by deleting the physical text in its entirety.
- Inserting a new Rule 23.9.2 which allows BYS to pay a Member, despite the general prohibition from doing so in Rule 23.9.1:
 - for reimbursement of expenses properly incurred by a Member; or
 - for goods and services provided by the Member if this is done in good faith on terms no more favorable than if the Member was not a Member.

This is to recognize the fact that the BYS membership comprises a diverse range of skill sets and there are likely to be circumstances in which it is in the best interests of BYS to be able to purchase goods and services from a Member or a company with which a Member is associated. Such a provision does not derogate from the usual rules about the necessity to declare the existence of a conflict of interest and disqualification from voting on matters where such a conflict of interest exists.

- Enabling the Executive Committee to appoint the chair of any of the Sailing Committee, Clubhouse & Operations Committee or Membership Committee in circumstances where the chair of the committee in question as designated by the BYS Rules (the Club Captain in the case of the Sailing Committee, the Vice Commodore in the case of the Clubhouse & Operations Committee, and the Rear Commodore in the case of the Membership Committee) declines or is unwilling to chair that committee. This is designed to provide greater flexibility in the chairing of committees, and brings the chair arrangements for such committees in line with the rules in respect of the Marina Committee and the Audit & Financial Risk Committee.
- Increasing the maximum term that a person may serve as a member of the Executive Committee (excluding any period as Commodore) from 6 years to 8 years (and a consequential increase to the combined period a person may serve as a Flag Officer or Member of the Executive Committee from 12 years to 14 years). The role and structure of the Executive Committee and sub-committees created under the BYS Rules is significantly different to the previous structure. Past General Committees have been both operational and strategic. The new structure intended the Executive Committee to have a predominantly strategic focus and the sub-committees to have an operational focus. Therefore, longevity of appointment on the Executive Committee, in order to preserve past knowledge of the history, operation and ethos of the club, is highly relevant. Finding people with time to volunteer is increasingly difficult and a maximum term of 6 years is likely to see good people forced to retire when they would still be prepared to serve. This proposed amendment provides greater duration of service, and brings the BYS Rules back into line with the position that existed previously before the replacement of the General Committee with the Executive Committee.
- Other clean-up type changes, such as the removal of the "BYS events coordinator" as a compulsory member of the Membership Committee as such a position no longer exists at BYS

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and deletion of the concept of an “honorary solicitor” for the same reason (with the club now obtaining legal advice on a case-by-case basis with a focus on obtaining such advice from experts in the relevant field).

Attached to the notice of meeting are the following documents:

- (a) Draft new Rules (these are marked up to show all changes that are proposed to be made to the existing Rules); and
- (b) a clean copy of the draft new Rules.

The Commodore and the Vice Commodore, with the support of the Executive Committee, recommend the new Rules for your approval.

The following resolution was then proposed as a Special Resolution:

“That the existing Rules of Blairgowrie Yacht Squadron Incorporated be repealed and replaced by the Rules in the form (clean version) attached to the Notice of Meeting dated 30 June 2022, as may be amended to satisfy any requirements of the relevant Government authorities, to comply with the law relating to Incorporated Associations, or to overcome any inconsequential errors or omissions.”

Proposed: Matt McCarthy, Commodore

Seconded: Martin Kudnig, Vice Commodore

Motion carried – 100% in the room and on Zoom.

8. Other Business

- (a) Announcement of Junior Club Captains:
Chloe Warner and Archie O’Brien. Jackets were presented to Chloe and Archie. Their respective parents were presented with aprons.
- (b) Announcement of Ian Pender Award – Club Person of the Year:
Danielle O’Brien. Danielle expressed her thanks to the meeting.
- (c) To consider any other business that is presented in accordance with the Rules of Blairgowrie Yacht Squadron Incorporated relating to General Meetings.
Nothing presented.

9. Questions were invited from the floor:

	Name	Question & Answer
Question	Malcolm Cook	Is the membership capped? Do we need to continue to have new members with very few of them interested in sailing?
Answer	Matt McCarthy	No we don’t have a cap on membership. It is discussed at membership committee level, and it’s also discussed at executive committee meetings as well.
Question	Malcolm Cook	Do we still require non-members to sign in?
Answer	Matt McCarthy	Absolutely we do. It’s part of our club rules and it’s a requirement of the liquor license. It is the responsibility of Members to sign in their guests at all times.
Question	Malcolm Cook	Do new members still need to do their 10 volunteer sailing acts?



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Answer	Matt McCarthy	This was incredibly hard to manage. Discussions are had at sailing and membership committee as to how to get members to participate in sailing / boating. The requirement was removed from the rules approximately 2 years ago.
Question	Malcom Cook	The club increased marina and hardstand fees. I understand maintenance costs are a factor. No increase to off the beach. Surely inflation is relevant there as well.
Answer	Matt McCarthy & Alistar Singh	<p>The increase in the marina and hard stand wasn't taken lightly. A strong analysis was performed, and it should always be cheaper to purchase than rent.</p> <p>No change in the hard stand fees, however a significant change in the marina fees. The EC made a decision to increase the rental cost of the berths to keep it in line with the formula that it is cheaper to purchase than rent.</p>
Question	Malcolm Cook	Given the club is a not-for-profit organisation, what are the clubs plans to disburse accumulated funds? Are we planning to spend it on sailing or disburse to members?
Answer	Matt McCarthy	Not – for profit can't receive a dividend. We're all stakeholders of BYS, not shareholders. It's not the members money, it's BYS's money. The strong focus of BYS is to pour the money back into sailing.
Question	Wayne Mercer	Has there been any progress after the fire on the marina? Has the club looked into purchasing a fire cart or pump?
Answer	Andrew Cooper	1 pump has been purchased already and is on a trolley down there now. Wayne suggested the club need 2 or 3 to function properly.
Question	Wayne Mercer	Can the club please look at getting another hardstand crane to reduce the time to put into the water and retrieving boats from the water? It can take 3 hours to put 15 boats in the water currently.
Answer	Matt McCarthy	We will take that on board. A discussion has been had about getting a 2 nd crane. It was in the original design, however, due to financial restraints at the time it was postponed. The marina and sailing committee will look start talking about this.
Question	Barb Wilson	Does the pump use tap or sea water?
Answer	Mat McCarthy	Sea water
Question	Chris Wilson	Do we still have a cap on the number of social members at the club?



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Answer	Matt McCarthy	Yes, there is a cap. This has never been removed. It is at 300 and 80 on the wait list. We have to have our focus as a sporting club, not a social club.
Question	Jenny McClean (via Zoom)	Please provide details on the legal opinion on why the foundation was deemed no longer fit for purpose?
Answer	Matt McCarthy	Foundation was not deemed fit for purpose because it was a very different club at the time. It was done to protect the clubs tax exemption status. The deed was fit for purpose at the time, but it's not fit for purpose now.
Question	Peter Southwell (via zoom)	The hard stand is getting pretty full, in part with empty trailers and power boats. But more importantly as a result of the growth in demand from sailors, our core business being yachting. Are we going to get a 2 nd crane as originally budgeted for? Can we clean up the hard stand and ensure the central runway remains clear of empty trailers.
Answer	Matt McCarthy	1 st part of the question - exactly the same question as Wayne Mercer asked. Cleaning up the middle of the hardstand is probably and operational thing that Andrew can look into with the marina team.
Question	Phil Endersbee	Is there any thought to increasing the size of the hardstand? Is it possible to add to what we already have?
Answer	Matt McCarthy Al Singh	Matt hasn't seen anything on this during his time on the general and executive committee. It would be subject to a separate planning application
Question	Wayne Mercer	Aware the way the hardstand is set up now, is not what was on the initial plan. Suggested the boats aren't currently parked efficiently enough.
Answer	Matt McCarthy	At a berth holders meeting Wayne was going to look into, or produce a design or drawings. Wayne hasn't done this yet, but this needs to be re-visited.
Question	Claire Bamford	Sailability would like some space on the hardstand for their red trolley they pull out each day. It would be more efficient to keep on hardstand.
Answer	Matt McCarthy	Matt acknowledged Claire's request and suggested it was another design for the operations team.

There being no further questions, the meeting was closed at 6.33pm