

Paphos International Sailing Club

PIISC



The Extraordinary General Meeting Agenda: 10 a.m. Friday, 28 October 2011, at the Clubhouse.

Present:

Committee: Anita Lund (100 Commodore), Rod Chorlton (267 Vice Commodore), Liz Warner (290 Hon. Secretary), Jaqui Biggs (347 Hon. Treasurer), Chas Kimber (405 Rear Commodore, House), Paul McRae (100 Membership Secretary and Webmaster), Christina Chorlton (267 Social Secretary), Martyn Newlands (368 Auditor), Don Taylor (10 President).

Ordinary Members: Barbara Avis (326), John Baker (411), Christine Baker (411), Ray Flinn (347), David Brown (337), Maggie Brown (4), Jo Byrom (424), Ian Byrom (424), Arthur Cobley (316), Richard Corbett (419), Nikki Dake (193), Peter Dawe (429), Jo Kelly (429), Herve Deveaux (384), Pixie Deveaux (384), Robert Eynon (402), Lynda Eynon (402), Thomas Forster Hall (341), David Fraser (407), John Goodall (395), Brenda Goodall (395), Brian Graham (331), James Heath (3), Ray Hewitt (371), Angela Kidney (362), Clare Lambert (401), Malcolm Lancaster (392), John Lay (372), Alan Mansell (268), John Mercer (409), Richard Middleton (359), Mary Middleton (359), Patrick Miller (330), Rod Morement (393), Joan Taylor (393), Janet Newlands (368), Simon Rendall (207), David Richmond (404), Christine Richmond (404), John Sansom (249), Carolyn Sansom (249), Jeremy Seavers (35), George Sidebottom (396), Margaret Sidebottom (396), Dave Smith (358), Phil

Thomas (349), Celia Thomas (349), Alan Warner (290), Sharon Whitehouse (415). Kit Whitehouse (415), Chris Scorer (317), Sue Scorer (317).

There were 61 paid-up members present, 17 members attended by proxy and there were 132 on the database, therefore, the Meeting was quorate.

The Commodore opened the meeting, welcomed everyone, asked that all mobile 'phones be switched off and passed the floor to the Secretary for 'housekeeping' and apologies for non-attendance.

1. Apologies for absence.

Apologies for non- attendance at this meeting were received from Gaynor Kimber (405), Sharon Kimber (406), Russell Hart (334), Betty Hart (334). John Lambert (401), Robert Vart (335), Lesley Anderson (399), Carol Willey (327), Rick Willey (327), Brian Layng (394), Chris Dake (193), Jan Smith (358), Beryl Lowe (235).

Housekeeping: The Secretary pointed out the Tellers: Rod Morement (393) and Chris Scorer (317). She asked that those holding proxy votes should hold their proxy in their right hand and make their own vote with their left hand, other members could simply raise a hand. Those wishing to speak should indicate by raising a hand and then wait until called. When called, the speaker should state their name and, where possible, their membership number. She asked for no interruptions whilst a member is speaking. Only what appeared on the agenda was up for discussion, absolutely nothing else. No bad behavior would be tolerated and anyone showing unacceptable behavior would be asked to leave the meeting. If those people refused to leave the meeting, they would be treated as invisible: their vote would not be counted and they would not be permitted to speak.

2. Commodore's Introductory Remarks.

The Commodore began by remembering those who had passed away during the past year and those who had been or were still seriously ill. She thanked Richard Middleton and Liz Warner for their long and hard work on the revision of the Constitution and also the Committee who had spent circa 150 hours on it. The old Constitution had served the Club for about five years, the revised one had taken into account all amendments received in the time limit from ordinary members of the Club. The Committee had attempted to show absolute transparency in the

production of the document for consideration and she confirmed that there was no 'hidden agenda. There was nothing in the revised Constitution that is not there for the ultimate good of the Club.

The Commodore's verbatim report is filed with these Minutes and available for inspection on application to the Secretary.

3. Treasurer's Report

The Treasurer presented an up-beat report to the Meeting. At the last AGM there had been €17,000 in the bank, €1,250 is the remainder of the sailing budget. €7,000 of this had been put into a Bond at 3.8% interest and this was added to from time to time from fund raising. We owe about €250 for electricity. At the June EGM it had been agreed to buy a safety boat for the Club and subsequently Safety Sinka was purchased for €8,350 and we have spent €803 on her. The boat has been used at the Regattas. There is currently €5,500 in our bank account, which after the payment of bills, would leave approximately €4,000 as working capital. The Treasurer was happy with the state of the finances but it would be difficult to see the 'big picture' before the end of the year.

There had been two burglaries at the Club during the summer; the first insurance claim had provided €250 from the insurance company which had been paid to the Franchise as they had lost most. The second claim was still being considered.

The amendments were taken before the main revised Constitution was discussed.

6. Resolution to amend the Constitution, proposed by Kit Whitehouse, seconded by Sharon Whitehouse.

a. That notice and agenda of committee meetings and approved minutes of prior meetings shall be notified to all members (by e-mail and/or by posting in the Clubhouse and/or on the Club website).

b. That any member/s shall be entitled to attend committee meetings as observer/s (an observer has no right to contribute to the meeting unless requested to do so by the Chairperson of the meeting). Where particular circumstances exist, the committee may hold part of a meeting as a closed session (without observers) provided the reason for holding a closed session is stated and minuted.

c. The annual accounts of the Club shall disclose any transaction with, and benefits received by individual members stating the member's name, the general nature of the benefit/s and their value (benefits available to the general membership excluded. Benefits include inter alia such items as improvement, maintenance or repair of an asset belonging to a member and payment of any amount tht enhances member's personal/professional standing, settlement of member's debt, provision of items to or for use by a member etc.)

d. All committee members shall be appointed by or approved by the appropriate majority of the general membership (effective from the next AGM).

e. Co-opted members of the committee shall not count for the purposes of determining a quorum and shall have no vote at committee meetings (effective from the next AGM).

f. During a temporary absence from the island (i.e. not exceeding six months in total in a club year) a committee member shall have the right to nominate an alternative member to stand in their place and such alternate member shall have the right to vote at committee meetings.

Kit Whitehouse (415) spoke to his amendments. Considerable discussion followed.

Richard Middleton (359) commented on items 6 e and f and said it was not appropriate for the individual Committee member to appoint his/her own substitute.

Martyn Newlands (368) commented on 6c: that this procedure was already in place.

Kit Whitehouse (415) had said whilst speaking to his Resolution, that item 6b was in accordance with Council Meetings where members of the public were able to attend as observers. Richard Middleton (359) said that this was inaccurate: Counselors held their own Committee Meeting in private, the public meetings were separate.

On 6a it was pointed out that the Minutes are already available to members above the Library section in the bar. Kit Whitehouse (415) said he did not know that before now.

John Sansom (249) said he had thought the EGM had been called to have a simple vote on the revised Constitution and that he, like most members, did not want to attend long, involved meetings: for him and many others he had joined the Club to enjoy himself and have fun. He received a spontaneous round of applause for this.

Alan Mansell (268) asked what was illegal about the current Constitution. Richard Middleton (359) said that these were technical legal issues and that basically the current Constitution failed and so there was a need to revise the Constitution to address these issues. Paul McRae (100) added that the main issue is the name change. There followed some discussion and John Sansom (249) said that it did not matter how often a Constitution is revised, there is always something more to be changed.

A vote was taken on each item which included the proxy votes received, resulting as follows:

6a - Votes for 50; votes against 19. 6a was therefore CARRIED.

6b - Votes for 22; votes against 39. 6b therefore FAILED.

6c - Votes for 11; votes against 30; 6 abstentions. 6c therefore FAILED.

6d - This item was WITHDRAWN by the Proposer.

6e - There was some additional discussion on this item when Martyn Newlands (368) pointed out that it was possible that several members of the Committee might be co-opted and therefore the Committee may be unable to vote.. David Richmond suggested that we use the term 'co-opted' where a member was actually co-opted to the Committee for particular skills or purpose and 'substituted' where a voting member of the Committee was replaced either temporarily or permanently and they would then be able to vote. David was asked to form a Resolution to this effect for the AGM.

Votes for this item as written 12; against 54; abstentions 5.

6e therefore FAILED.

6f - Votes for 9; against 60; 3 abstentions.

6f therefore FAILED.

5) To Consider and adopt the revised Constitution which is attached and available on the website. Proposed by Richard Middleton, seconded by Liz Warner. Introduction: Richard Middleton.

Richard Middleton (359) spoke to the revised Constitution, as amended. He said that the amendment does not affect the revised Constitution in any way. He explained in detail how the revised Constitution had come about. Firstly the Constitutional amendments passed at the previous AGM had been added but it quickly became apparent that the entire Constitution needed to be re-drafted in order to make some items clearer. We had dealt with what was already there and added to it. In re-drafting we had tried to make a comprehensive document taking all amendments received within the time limit from members into account. Some items had not been included because they properly belong in the Rule Book, which is currently being written and which would be put to the membership in due course.

Nikki Dake (193) expressed concern that there was no quorum stated for the AGM and Paul McRae (100) responded that it had been felt that the AGM was the one set meeting of the Club which had to go ahead even if only a handful of members attended: it was not possible to compel members to attend any meeting, however important it might seem.

Maggie Brown (4) asked why today's proposed amendments could not be taken into account. Richard Middleton (359) explained that the mechanics of the vote today was to vote for or against the revised Constitution. If any member wanted to make changes, they could send a properly worded Resolution to the Secretary once the date of the AGM had been announced and their amendments would be put to the vote at that time. He warned that there were serious legal problems if the revised Constitution should not be voted in. Maggie Brown (4) then expressed concern that any amendments sent to the Secretary by the due date for the AGM might be thrown out by the Committee and was reassured that this never had and

never would happen: all Resolutions, seconded, and sent to the Secretary within the time limits would always be put on the agenda.

There was discussion on 7.4 of the revised Constitution concerning who should be given a proxy vote and Kit Whitehouse (415) said that this would appear not to be extended to anyone wanting to attend a wedding or funeral. Richard Middleton (359) said that this clause was intended to encourage members to attend the AGM/EGMs. Rod Chorlton (267) said that commonsense has to prevail, he did take on board Kit's point but this was a detail which could be amended at the AGM in 2012.

The disciplinary sections 3.3, 3.4 and 3.5 were also discussed. Richard Middleton (359) said this had taken up a great deal of the Committee's time and had been thoroughly discussed. This section had been changed to give the Committee control where a difficult situation arose. The fine details of this process would be put into the Rule Book. Jaqui Biggs (347) read the relevant part of the draft Rule Book which satisfied those present, on the whole.

After further discussion, Richard Middleton (359) said that the mechanism is that we vote for or against the revised Constitution as amended, any late or later amendments must be sent as a Resolution for the AGM. If the vote goes against the revised Constitution today, someone else would have to re-draft it and would leave us open to legal problems.

Following a question asked on why the percentage of members to call an EGM had been raised, Rod Chorlton (267) said that currently it was too easy to call an EGM - which, in any case, should not be done very often and only in case of real need.

Richard Middleton (359) said he and Liz Warner (290) and the Committee had tried to produce clear statements in the revised Constitution, the mechanism for carrying-out these statements belonged properly in the Rule Book.

After considerable and lengthy discussion John Sansom (249) proposed and Malcolm Lancaster (392) seconded that we move to a vote.

Votes for 55; against 11; abstentions 4.

The revised Constitution as amended was therefore CARRIED.

There followed some claims that the revised Constitution was not carried because, the old Constitution, under which this meeting was run, demanded 50% of the members should vote. Rod Chorlton (267) pointed out that the old Constitution required a 'show of hands' and that was the way all voting had been carried out since the inception of the old Constitution, so the revised Constitution as amended was properly carried.

Rod Chorlton (267) went on to thank everyone for attending the meeting and the Committee, Richard Middleton (359) and Liz Warner (290) for all the hard work put into the revision of the Constitution.

6. Any Other Business.

The Secretary had received from Kit Whitehouse (415) a list of 14 people who were asking for a third EGM to consider his version of the Constitution. The date would be announced within the next seven days. *[Kit Whitehouse (415) subsequently withdrew his request for another EGM. - Secretary].*