

ROPE WALK HAMBLE LIMITED
ANNUAL GENERAL MEETING
25th November 2023 - 15.00 hrs

DRAFT MINUTES

The Chairman, John Sparshatt-Worley opened the meeting by welcoming those present to the 18th AGM of Rope Walk Hamble Ltd.

The Agenda and Accounts that form part of this Meeting have also been made available on the website together with the Minutes from last year's AGM.

The Chairman expressed his gratitude to his other directors for their work during the year.

32 Members signed into this Meeting. 9 Proxy Votes have been received.

The Chairman reminded those present that they must be a paid-up member of the Royal Southern Yacht Club Ltd.

1. **Apologies** - Chris and Pam Mansfield, Lesley-Jane and Peter Nicholson
2. **Resolution A** – to accept the Minutes of the AGM of Rope Walk Hamble Limited held on the 30 November 2022.

Proposer: Tim Harding

Seconder: Tim Robinson

The resolution was passed with one abstention,

3. **Matters arising:** There was a question about board meetings. The chairman said that there had been three board meetings in the year; the minutes are on the website.
4. **Resolution B:** To receive the Annual Report to Members and the Accounts for the Year ended 31st August 2023. (Articles 5.1 and 5.2).

Colin Wray presented the accounts. He thanked Gordon Craigen for his help in giving the board information about the Club's progress, and congratulated the club on its performance. Gordon Craigen questioned the amount of the accrual for a condition report, the chairman said that it was a notional sum and he would very pleased if quotations came in lower. He also said that the company had no concerns about the Club's ability to meet its on-going commitments to meet loan repayments.

The Chairman called for a Proposer and Seconder for Resolution B. Proposed by Gordon Craigen, seconded by Brian Mead.

Resolution B was passed with one abstention.

5. **Resoluton C** - To Appoint Auditors of Rope Walk Hamble Limited and give authority to the Directors to fix the remuneration for the Auditors. The current auditors have not been satisfactory. It was decided to pass the resolution but to leave it to the board to name the auditors. It is sensible to have the same auditors as the club.

Proposed by Graham Nixon, seconded by Pat Aspinall, passed with one abstention.

6. Election of Chairman of the Board: John Sparshatt-Worley is proposed as Chairman of the Board of Rope Walk Hamble Ltd by John Rutherford and seconded by Tim Robinson. As the only nominee John Sparshatt-Worley is elected
7. **Resolution D:** To approve the following Special Resolution proposed by the Board of Directors of Rope Walk Hamble Ltd – “That new Articles of Association in the form circulated by the Company prior to the General Meeting, in accordance with the provisions of the existing Articles of Association of the Company, are approDisved and adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association and shall take effect immediately on closure of this General Meeting”

There was discussion about the proposed new articles. Disquiet was expressed about proposed Article 7.2, about the proposed term of office for directors, about directors not being able to dismiss one of their number. The chairman pointed out that it was not possible to amend the proposed articles at this meeting as such amendments would need to have been proposed before the meeting so that they could be considered by the whole membership.

It was decided that a Special General Meeting should be held so that amendments could be considered and the amended articles voted on. The lead time for an SGM is 6 weeks. The directors agreed to call a meeting for 19th January 2024, the calling notice will be issued as soon as possible.

8. Any Other Business:

Some members had had difficulty in accessing the website as it had changed from 'ropewalkhamble.co.uk' to 'ropewalkhamble.com'. JR explained that this was not by choice, 'ropewalkhamble.co.uk' domain was registered to Ian Marlow and no-one had been able to contact him so we were unable to use it; hence the creation of the new website. The new website address had been given on two club newsletters, but accepted this was not ideal. Further efforts will be made to contact Ian Marlow and to improve the position of the new website on search engines.

It was suggested that there should be name labels for directors at future meetings.

The Meeting closed at 1545 hours.