

Minutes of the Board Meeting of Rope Walk Hamble Ltd. In the Yeoman Room, Royal Southern Yacht Club at 1700 on 31st August 2023.

Approved 07/03/2024

Present: John Sparshatt-Worley (Chair)
Chris Mansfield
Lesley-Jane Nicholson
Colin Wray
Tim Robinson
John Rutherford

1 Apologies:

Apologies received from Tim Harding

2 Article review update and resolution proposals.

JR went through the draft new Articles. Changes were agreed as follows:

- a. Company Secretary definition added
- b. Delete clause 6.12.3 allowing a director to be asked to resign if all the other directors ask them to.
- c. Add a clause to section 7 Conflicts of Interest to say that Directors of RSrn are regarded as having a conflict of interest.
- d. 8.1 change 'at least 4 meetings a year' to 'at least 3 meetings a year'
- e. Add clause 8.2 to say a board meeting is called by the Chair or at the request of any 2 directors.
- f. 9.7 extend the latest date for the AGM to 14 December.
- g. 9.8.5 Remove election of the Chair of the Board from the list of AGM activities (the board will elect its Chair).
- h. 9.10.2 Change the quorum at an SGM to 25 (from 50).
- i. 11.1.2 delete clause relating to pension scheme
- j. 12.3.3 increase time for 2nd class postage to 7 days

With these changes, the board agreed unanimously to accept the proposed changes, the revised articles will be put to the AGM for ratification.

3 AGM dates and format.

Question if we need to have an AGM, not under company law but we do under our Articles.

TR proposed that the RWHL AGM should be on the same date as the RSrn AGM, and held before the RSrn AGM. Agreed unanimously.

Chair to request a slot to speak at the RSrn AGM. Agreed unanimously to get a Schedule of Condition of the buildings to establish forward liability for maintenance.

Agreed unanimously that most members do not know about RWHL. An introduction for the AGM calling notice will be written to explain what RWHL is and does emphasizing that RWHL owns the assets and has the loan as we feel most members don't understand. CW to do first draft.

4 RSrnYCL financial update.

Club results look positive and they are to be congratulated. Questions were raised about what is included in some of the figures. In particular, is there a write-back of the over provision in the accounts for the dredge, are the insurance payments included?

Discussion about communication with members. Agreed that we need to use electronic media to communicate with members. A WhatsApp group for the board will be set up (TR to action). Look at the possibility of setting up an all members WhatsApp group.

There is an RWHL website. It is maintained by Ian Marlowe.

5 Permissive Path Agreement proposal.

CM gave the meeting background to the question of the path through the car park. The matter was agreed with Hampshire County Council and signed off when the sea wall was renewed. Agree unanimously that we should not sign the proposed agreement as the matter has been signed off with Hampshire County Council which is the relevant authority. Noted that the public has a right to walk over the path but does not have access to the water, nor mooring rights, nor embarkation or disembarkation rights, nor access to any parts of the club outside the path.

Any agreement would need to be signed by RWHL only and a note issued to RsrnYC.

6 Any other business

- a. CW pointed out that RSrn must get permission from RWHL for any structural changes to the building, and are liable to restore the building to its original state before vacating. We need to organise a condition report, soonest, to report back with estimated costs by end of November. We understand that RSrn is about to commission such a report. We should give RSrn a deadline by which this is to be produced and point out it must be to RWHL specification.
- b. L-J N questioned where any legacies left to the club should go. They seem to have gone into the Trust, which does not benefit members.
- c. CM said that at the last bank loan re-negotiation the terms were agreed by RSrn and presented to RWHL as a fait accompli at the last minute. Agreed that this would not be acceptable this time. A negotiating team including members from RWHL board will do the negotiating. The makeup to be agreed with RSrn by the end of November 2023, CM and JR to be RWHL representatives.
- d. JR asked if anyone was intending to stand down as a director before the AGM. No-one is so there will be no board vacancies at the AGM.

J S-W closed the meeting at 1851.