

Tuesday 29 November 2022, 19:00 hours, Putney Bridge Canoe Club Annual General Meeting Meeting Minutes of the Meeting

Venue:

The Atlas Pub (upstairs rooms), 16 Seagrave Road, London SW6 1RX

Present: Geoff Onyett (Meeting Chairperson), Paola Bernoni (Meeting Secretary), Richard Bate, Jonathan Fidler, Stephen Hargrave, Suki Tan, Guy Douglas (Committee Members), John Richards, David Creasy, Peter Colvin, Craig Garlington, Nita Solanki, Fenella Brown, Tim James, Michael Stafferton, James Bright, Will Rogers, Tom Keane, Simon Moses, Katy Loffman, Johanna Williams, Darren Palmer, Fi Ritchie, Maria Ryan, Michael Smith, Tracy Pitsalis, Kare Bendell (A total number of 27 club members were present)

Apologies: Olwen Ross, Tim Gilby, Frank Noran, Adrian Clark, Phil Roast, Annette Price, Eric Morgan, Elaine Tan, Nik Ilukkumbure, Omer Pener

AGM Agenda:

1. Acting Chairperson's introduction.

Geoff Onyett

2. Annual financial status.

Olwen Ross

(Richard Bate)

3. Club activities

Thames Paddling,

Phil Roast

Pool Session,

Guy Douglas

Racing,

Stephen Hargrave

Trips,

Guy Douglas

Equipment and lock-up

Geoff Onyett

4. Proposed Committee for 2023:

Chairperson:

Position Vacant

Secretary:

Paola Bernoni

Treasurer:

Olwen Ross

Equipment:

Geoff Onyett

Pool:

Guy Douglas

Racing:

Stephen Hargrave

River Leaders:

Jonathan Fidler and Suki Tan

Sailing Club Liaison:

Olwen Ross

Sea Kayaking:

Richard Bate

Thames Paddles:

Phil Roast

Website:

Richard Bate

Welfare:

Olwen Ross

Whitewater:

Guy Douglas

Women's Representative:

Olwen Ross

5. Legal status and constitution of PBCC; a future proposal

Jonathan Fidler

6. Acting Chairperson's closing remarks

Geoff Onyett

7. AOB

Date of next meeting

Thank you John.

Olwen Ross

(Richard Bate)

As agreed at the PBCC Committee meeting held on 17 November 2022, in the absence of the Chairperson, Geoff Onyett has taken the role of AGM co-ordinator and acting Chairperson for the evening.

Introduction

The Meeting commenced at 19:25 with the acting Chairperson's introduction to the business of the meeting and the apologies from those unable to join the meeting. Outgoing Chairperson Kevin Heydenrych had asked if it would be possible to film the AGM as he was unable to participate due to his ongoing absence from London, but due to the lateness of the suggestion time was insufficient to discuss the request and/or make any suitable arrangements. The Committee will give consideration to the proposal for future AGMs.

The Chairperson then proceeded to thank the outgoing Committee Members (Kevin Heydenrych, John Richards, David Fennely) for their invaluable contributions throughout their tenure, those who have taken over the vacant roles in 2022, the other Committee Members, River Leaders and pool volunteers who have tirelessly contributed to the success of the Club and David Creasy for his work on the proposal for the new legal status of the Club. It was also pointed out that the Chairperson's role for the 2023 Committee is still vacant as no members have come forward to take up the position. The Committee would welcome any suggestions and proposals for the role.

Club Activities

The Chairperson then invited the Committee members in charge of the relevant activity sections to report on the activities undertaken in year 2022, namely:

1. Guy Douglas for Pool Sessions and Trips;
2. Stephen Hargrave for Racing;
3. Fi Ritchie on behalf of Phil Roast for Thames Paddles;
4. Geoff Onyett for Equipment and Lock-up.

1.

Guy commended John Richards as the driving force behind the great success of the pool sessions. The sessions, which have been instrumental for the significant increase in membership numbers for year 2022, were regularly fully subscribed and were attended for most of the year by club members, prospective new members both experienced and beginners, and Chiswick Pier Canoe Club (CPCC) members. Currently the pool sessions are being made available to PBCC members - who are therefore encourage to attend to renew /polish their rescue and self-rescue skills - and CPCC members only, as the Club has decided to suspend acceptance of new applications from beginners in order to concentrate on the current membership, which is in excess of 130 people. After renewals for the upcoming year 2023 are finalised, the Committee will review the situation at the end of the first quarter (Q123) and decide whether to grant access to the pool sessions and the membership application process once again to beginners.

Guy also reported on Trips held in 2022, which have seen participation in two Dart weekend trips in 2022 (one in February and one in November) held, as usual, in conjunction with the Cherwell Canoe Club (CCC) and three Lee Valley exclusive hires (two for the Legacy only, one for Legacy and Olympic courses).

Due to previous Covid-19 related constraints away trips have only resumed this year and another Dart Weekend trip will take place in February 2023, once again teaming up with the CCC. Club members asked if the PBCC could organise week-end away trips standalone, and

it was pointed out that due to the costs of an exclusive hire of a bunkhouse, a larger number of participants from the Club (9 Club members took part in the most recent Dart trip) would be required to make such trips economically viable and accessible. Therefore, maintaining the long-standing link with the CCC is what currently makes these trips possible at all – as CCC also takes care of the main organisational and administrative aspects involved – but Club members are welcome to present proposals for trips to be directly run by the PBCC, supporting them with information on viable accommodation, transport, etc.

2.

Stephen took over the responsibility for the racing activities and equipment bookings from the outgoing Committee Member David Fennely in early 2022 and encouraged Club members to signal their interest in the discipline at any time. Open days to introduce Club members to racing boats, technique, safety requirements and activities were organised in the past and an Open Day is being planned, to take place around the Easter period in 2023, with further details to be advised in due course.

One crew (Latvenas/Hargrave) representing PBCC and Richmond Canoe Club took part in the Devizes to Westminster international canoe race (DW) placing 20th (Senior Doubles class). The DW (for the Senior Doubles class) is a 125-mile long, nonstop race held on Easter Saturday to Easter Sunday, from Devizes to Westminster. In 2022 the race was shortened to Teddington, (108 miles) due to infrastructure constraints and the participating crew was helped over the two days by a PBCC support team.

3.

In the absence of Phil Roast, Fi Ritchie kindly read the Thames Officers Report.

A new booking system was successfully set up with the support of David Creasy as of 4th January 2022 in replacement for the previous "Doodle Poll" and has proven easy to use and cost-effective. There have been 4 paddles per week throughout the year, with approximately 928 bookings over the period.

Unfortunately, due to the limited availability of River Leaders, only a relatively small number of "new member introductory paddles" could be organised, and the patience of the new club members, waiting for an opportunity to start getting on the river, has been greatly appreciated.

Given that river most sessions are normally fully booked, it would appear that the balance between newcomers and long-term members - who have contributed with their support to help new members to get used to the demands of the Tidal Thames - is right. Although there might have been a few swims on the river in 2022, rescues were executed swiftly and safely. However, this is a clear indication that we must never take our perceived familiarity with this stretch of the river for granted – and also how important regular rescue practice is.

4.

Geoff reported on Equipment and Lock-up status, first thanking Tim Gilby for stepping in during the period when he was incapacitated due to an accident and plauding Tim's multiple skills in boat repairs, maintenance and procurement, new racking installation, etc.

The club has recently acquired two sea kayaks: a 16' P&H Leo (new) and a 14.5' P&H Virgo (refurbished), whilst an existing seakayak, the Avocet has been retired as it was deemed beyond repair for river/sea use. The decision was also taken to sell the Epic 7 surfski (see social media if interested in potential purchase) and replace it with a second Epic 8, which is currently due for delivery.

Tim has also progressed the update of the Club's Inventory and the suggestion was made that the inventory could be made available for viewing on the Club's website, which would be helpful for members wishing to hire boats/kit from the Club.

First Aid kits for the River Leaders to be taken on each river trip were also procured thanks to Richard and handed over as suitable.

Racking in the second container was installed on 31st October 2022 by Tim and Richard, enabling a number of rarely used boats to be moved from the main container, thus creating more available space.

The Committee is planning to undertake a clean-up session for the main container – likely to be in early 2023 – which will also provide the opportunity for the kit (BAs, Spraydecks, paddles, etc.) to be assessed, retired if necessary, and to establish the number and specifications of further/replacement items to be purchased.

Club members suggested a number of areas they hope could be improved:

- BAs and Spraydecks (also review spraydeck tagging system to avoid potential hand injuries when pulling the loop required);
- Split emergency paddle to be carried as spare on river trips, as the current one is no longer suitable for use (suggested purchase of two pairs);
- Consider storing a number of spare lights / batteries in case any of the paddlers forget to bring their own as required for river trips in the dark;
- Replace “filing cabinet” used for storing tools and small spare items in the main container (procure an alternative storage system as required);
- Make access to paddle racking system more easily accessible (there is a small stepladder in the container, but alternative arrangements to be looked into);
- Review key holders list to allow access to main container easier to existing non key-holders. This would also facilitate timely return of hired items (Geoff had reminded Club members hiring any type of equipment from PBCC that they should return the items as soon as the rental period has terminated).

Annual Financial Status

Geoff invited Richard to present – on behalf of absent Treasurer Olwen – the financial status of the Club.

Due to the significantly increased number of members (around 140 members for year 2022) revenue was higher, resulting in the Club’s bank balance to increase by around £3,500 since 2021 to the current ~£20,000.

Therefore, in answer to a question posed by one of the River Leaders, there appears to be no need to change the current arrangement that allows prospective new members to take part in a couple trial river trips for free, being still covered by BC insurance, once they have been through the pool assessment system (non-members pay a premium for pool sessions compared to Club members and an average of 2-3 pool sessions are required before they are allowed on river paddles).

The Club main expenditures were for container hire, new equipment and training for River Leaders, whilst the balance for both Pool and Lee Valley hire returned a profit.

Overall, the Club’s financial status is very healthy.

Proposed Committee for 2023

The proposal, as detailed under Item 4 of the Agenda above, was passed unanimously by the AGM with no objections raised.

Legal status and constitution of PBCC; a future proposal

The Chairperson handed over to Jonathan Fidler to present to the meeting the findings from an investigation undertaken since the club’s last AGM as to whether PBCC is set up in the best way, and the impact the current arrangements have on the legal, financial and administrative position of the club.

Jonathan explained that PBCC is currently an “unincorporated association”, which means it is a group of individuals who are bound together by the club’s constitution. So far as the Committee is concerned, the shortcomings of being an unincorporated association are that:

- The club is not a legal entity in its own right,
- Members of an unincorporated association may be personally liable if their club breaches a contract, or a claim is made against it,
- The club is unable to accept online credit or debit card payments for membership renewals, pool sessions, trips to Lee Valley WWC etc,
- The club is liable to pay corporation tax on some of its income.

The fact that PBCC is not a legal entity causes administrative inconvenience and has potential financial implications for its members. If the club wishes to enter into a contract, such as for hiring the pool or booking a private-hire session at Lee Valley WWC, then an individual member has to be willing to sign that agreement. It also means that members could be personally liable if PBCC were to breach a contract, or should a claim be made against the club. Jonathan explained that the members of an unincorporated association are jointly and severally liable for its liabilities.

PBCC’s inability to take payments by credit and debit cards also causes a great deal of administrative inconvenience. The reason the club is unable to accept such payments is because payment processors, such as Paypal and Stripe, won’t provide services to a club of PBCC’s size that isn’t registered with HMRC, to protect themselves from becoming involved in money laundering and/or tax evasion. Finally, it makes no sense for PBCC to be liable for corporation tax on part of its income - the Committee would much prefer to spend all the club’s income on its activities and on equipment.

The proposed solution

The Committee’s investigations have identified an alternative legal form for the club, which they believe addresses the above issues. If PBCC were to become a Charitable Incorporated Organisation (CIO), which is an incorporated structure designed specifically for charities, the club would:

- Have a separate legal identity, so contracts could be made in the club’s name,
- The liability of its members would be limited to £1, should the club ever be wound-up in debt,
- Be able to accept online payments by debit and credit card,
- Be subject to oversight by the Charity Commission and obliged to comply with their requirements, which include submitting an annual return to the Commission,
- Have no liability to corporation tax on any of its income.

If PBCC were to become a CIO, the club’s members would appoint charity trustees to serve for a fixed term (e.g. 3 years), as well as a Committee. The members of the charity’s Committee would perform the same roles as the members of the unincorporated association’s Committee do currently.

What would the trustees do?

Trustees of a charity are appointed to:

- Ensure the charity is carrying out the purposes for which it is set up (in PBCC’s case, the promotion of community participation in healthy recreation through the provision of facilities for canoeing and kayaking on an amateur basis) and that it complies with its constitution and the law,
- Act in the club’s best interests, which means making balanced and informed decisions and thinking about the long as well as the short term,
- Manage the club’s resources responsibly, which is sometimes called the ‘duty of prudence’ and is about exercising sound judgment,

- Act with reasonable care and skill, make use of their expertise and experience, take appropriate advice when necessary, and give time, thought and energy to their role,
- Ensure their club is accountable to the Charity Commission, which means ensuring it complies with the Commission's statutory accounting and reporting requirements, as well as ensuring their club is accountable to its members.

The procedure necessary for PBCC to become a CIO

In order for PBCC to become a CIO, its members would have to approve a change of the club's constitution – from that of an unincorporated association to a charity. The procedure necessary to effect this change is as follows:

- The Committee will call a virtual Extraordinary General Meeting (EGM) of the club, providing not less than 30 days' notice to members of the date and time of the meeting and setting out the resolution to be voted on,
- PBCC's current constitution requires not less than 30% of its members to attend an EGM for the meeting to be deemed 'quorate', and therefore able to proceed. If 42 or more of PBCC's members attend the EGM, then the resolution to change the club's constitution will be discussed and put to a vote. The members attending will be asked to indicate if they are in favour of the proposed change of constitution. If at least 75% of the members attending vote in favour of the resolution, it will be passed.
- If less than 30%/42 of the club's members attend the EGM, the current constitution requires the meeting to be adjourned and a further meeting to be arranged. The Committee's proposal is that such adjournment would be for 5 minutes, and a new meeting would start as soon as that short period of time had elapsed. Provided 60% of the club's Committee members are in attendance, the second meeting will be deemed to be quorate, notwithstanding there are less than 42 members in total attending. The resolution to change the club's constitution will then be discussed and put to a vote. Members attending will be asked to indicate if they are in favour of the proposed change of constitution. If at least 75% of the members attending vote in favour of the resolution, it will be passed.

If the proposed change of constitution is approved by 75% or more of the members attending the EGM, then the Committee will:

- Form a new CIO using the 'Association' constitution, which is the template the Charity Commission requires a charity to utilise if all its members have voting rights, and apply to the Commission to register it,
- Transfer all assets, undertakings and liabilities from the unincorporated association to the newly established CIO,
- Notify PBCC's bank, creditors and other stakeholders about the change in the club's legal structure.

AOB

The AGM was asked to vote on the proposal of maintaining the 2023 membership fees at the same level as in 2022 and the motion was unanimously approved.

John Richards, who has now left the Committee, was thanked for his invaluable services and contributions to the PBCC throughout many years and presented with an engraved glass and other token of the Club's appreciation.

Richard Bate and Geoff Onyett also announced that year 2023 will be the last in which they will serve as Committee members.

The Meeting concluded at 21:15.