

PMB&SC LTD (Trading as Cardiff Bay Yacht Club)

ANNUAL GENERAL MEETING: 30th April 2025

AGENDA

Article 4 of the Articles of Association define that Full and Life Members only have the right to vote at General Meetings. Other categories of Membership may attend the AGM but may not take part in voting.

Please Note: That for the benefit of the Minutes, this AGM will be recorded.

1. To receive and agree as substantive:
 - the Draft Minutes of the last Annual General Meeting held on 27th March 2024. [Please click here to view. Draft AGM Minutes 2024.](#)
 - the Draft Minutes of the Extraordinary General Meeting held on 13th November 2024. [Please click here to view. Draft EGM Minutes 2024.](#)
2. To receive the Officers’/Section Reports. [Please click here to view. Officer’s Reports 2025.](#)
 - Commodore (Huw Bumford)
 - Vice Commodore (John Lewis)
 - Rear Commodore (Peter Askew)
 - Treasurer (James Dwyer)
 - Membership (Andy Willmott)
 - Training Centre Principal (Matt Sayer)
 - Sailing (Nick Hankins)
 - Angling (Paul Akerman)
3. To receive and approve the Balance Sheet and Statement of Accounts for the financial year ending 30 November 2024. [Please click here to view. Financial Statements 30th November 2024.](#) If there are any questions arising from the Accounts, they must be submitted to the treasurer@cbyc.co.uk by 19th April 2025.
4. Commodore’s Statement:
 - Proposals/questions, 2024 – Decisions taken by CoM and subsequent actions
 - Proposals/questions, 2025.
5. To consider the following proposed Ordinary Resolutions and Special Resolutions: Voting will be by using the Voting Cards provided to each Full and Life Member only. The cards held up will be counted at the vote or collected and counted to determine the outcome.
 - a. **Ordinary Resolution - Membership Fees for 2024/25:** The Council of Management has proposed that the following joining and annual (unless otherwise specified) membership fees for 2024/25 are submitted for members’ approval:

Joining Fee	£104.00
Full member	£306.00
Young Adult*	£153.00
Crew Member	£85.00
Junior member	£45.00
Associate member	£40.00
Student member	£70.00

NOTE: The rights of each category are at section 4 of the Articles of Association. Life Members, (4.1.2) and Honorary Members, (4.1.3) are not listed above as special conditions apply to these categories.

* If **Special Resolution b** approved.

Voting now to take place.

- b. **Special Resolution – Articles of Association:** That the Articles of Association are amended to create a new class of membership for CBYC “Young Adult Membership” for young persons aged 18-25 to encourage participation in boating, social activities and use the club facilities. The objective is to remove financial barriers to participation through a lower fee that is more affordable to young people who wish to regularly participate in club boating and social activities at CBYC.

The proposed amendment to the Articles of Association is:

Young Adult Members must be aged between 18 and 25 years old at the date of confirmation or renewal of their membership. Young Adult Members will be required to pay a joining fee and an annual subscription as determined by the Council of Management from time to time. Young Adult Members may apply to be Full Members and will be liable to pay an annual subscription as determined by the Council of Management from time to time but will not be liable to pay a joining fee. Each Young Adult Member shall have one vote and shall be entitled to attend and vote at general meetings of the Company upon production of his voting card.

The numbering and content of other subsections of Article 4, Membership Classes, will be adjusted accordingly. CoM supports this Special Resolution.

Voting now to take place.

- c. **Special Resolution – Articles of Association:** As a result of requests put forward at the 2024 AGM, several administrative amendments to the Articles of Association are required.

The proposed amendments to the Articles of Association are:

- Spouse or partner and family of Members (excluding Junior Members) – modifying 4.1.6. “... **but shall not be deemed to be a Member, nor be entitled to the benefits of a Member, unless and until such time as they become a Full Member (for spouses or partners) or a Junior Member (for children under the age of 18 years of a Member’s marriage or partnership).** **Each Spouse or Partner and Family of Members shall have no right to vote but shall be entitled to attend general meetings of the Company.** **If permitted by the rules and bye-laws ...**
- Directors – modifying 8.3.10. “**each of the above persons being a Council Member and therefore a director of the Company and will be registered as such on Companies House website. In addition, the**

Secretary will also be registered as the Company Secretary on Companies House website”.

- Removal of the title “**Honorary**” in Article 1, Definitions and Interpretations from 1.15 and 1.1.6 and subsequent relevant Articles.
- Modifying the wording of Article 7.12. to “**A full and life member is able to exercise the right to vote at a general meeting when—**”.
- Elections – adding a new paragraph before 9.1 to clarify the Club year and modifying as necessary the paragraphs following. “**All Council Members shall hold office from the conclusion of the AGM in which they are appointed until the conclusion of the AGM the following calendar year**”.

CoM supports this Special Resolution.

Voting now to take place.

6. **Membership of the Council of Management (CoM).** All members of the CoM, other than the President and Vice President, are by default directors of PMB&SC Ltd.

The following, in line with the Company’s Articles of Association, are willing to stand as Flag Officers / Officers / Elected Council Members on the Council of Management (CoM):

FLAG OFFICERS

Commodore:	Huw Bumford: <i>Uncontested</i>
Vice Commodore:	John Lewis: <i>Uncontested</i>
Rear Commodore:	Peter Askew: <i>Uncontested</i>

OFFICERS

Treasurer	James Dwyer: <i>Uncontested</i>
Secretary	Roger Wallington: <i>Uncontested</i>
Membership Secretary	Andy Wilmott: <i>Uncontested</i>
Training Centre Principal	Matt Sayer: <i>Uncontested</i>
Sailing Secretary	Nick Hankins: <i>Uncontested</i>

Other current Council Members and new nominations who are willing to stand for election as Elected Members:

Mike Steel	Existing CoM Member
Paul Ackerman	“
Alan Thorne	“
Harvey Preston	Previous CoM Member
Mike Kenrick	New Nomination

Article 8.1 of the Articles of Association defines the maximum number of positions on the Council of Management (CoM) as 14. This number excludes the President and Vice President.

All new nominations received in compliance with Articles 9.1.4, and 9.2.4 of the Articles of Association and lodged with the Office by the close of 21st February 2025 are detailed in the document ‘Nominations Forms’. [Please click here to view. Nominations.](#)

All positions on CoM are uncontested and are not subject to a vote.

7. **President/Vice President:** To note, that in accordance with Article 10, the CoM will now invite two Members to fill the position of:
- President of CBYC for 2025/26

- Vice President of CBYC for 2025/26
8. **Auditors:** To approve the re-appointment of the Auditors (Gordon Down) and remuneration of £5,150 ex VAT for 2025/26.
 9. **Questions:** To take a broad range of questions. A full and detailed answer can only be given to written questions. These should be submitted to secretary@cbyc.co.uk by 19th April 2025.
 10. To close the 2025 AGM of PMB&SC Ltd (t/a Cardiff Bay Yacht Club)