

PMB&SC Ltd (Cardiff Bay Yacht Club)

Draft Minutes of the Extraordinary General Meeting

Wednesday 13th November 2024 at 20:00

Present: The Commodore (Chair), Vice Commodore, Rear Commodore, Officers, Council Members, in total 119 full members and life members entitled to vote.

Apologies were received from: Dawn Bourne, Robert Storey, Roger Sturge, Gordon Craig, David Owens, Idris Dibble, Stuart Townsend, John Moses, Matt Maguire, John Maxwell, Michael Maguire, Gwenllian Williams.

Item	Minute
	The meeting opened at 20.00. The Commodore thanked everyone for coming.
1	Commodore's Introduction
1.1	<p>The Commodore detailed the background to the project to extend and refurbish the clubhouse. These were circulated to all members with the notice of the EGM. Due to the costs being greatly in excess of the previously approved budget since April 2024, CoM has been developing options to achieve similar objectives at a lower cost.</p> <p>Two alternative proposals are available that continue with the ethos of the original Option 1, just the extension and refurbishment of the southern end of the existing building and refurbishing the showers/toilets within the existing footprint including the erection of a new modular building, encompassing office accommodation and welfare facilities, dedicated reception, and a meeting room at the northern end of the existing building. The former requires some borrowing, but the latter could be achieved within available club funds without reducing working capital below about £500k.</p> <p>There was also an option to 'do nothing', but it had been determined that some £3-500k would be spent piecemeal on maintenance and repairs in the near future without enhancing or refurbishing the facilities or systems.</p> <p>He also explained that since the agenda had been published one additional proposal and 18 requests for amendments had been received. All of the requests effectively suggested the same revision to Option 3. These would be accepted but the order of the evening would deviate from the published agenda and also printed on the voting cards.</p> <p>All Options bar one, Option 3, dealt with VAT, recoverable and irrecoverable, in the same way and he apologised for this error.</p>
2	Treasures Report
2.1	<p>The Treasurer stated that we currently have:</p> <ul style="list-style-type: none"> • £1.461m cash balance that is invested in the money markets earning interest. • Annual surplus in the range £150-200k

	<ul style="list-style-type: none"> • Annual capex for other eventualities is in the order of £60k • We currently have a charge on assets of £1.5m that would allow borrowing up to £750k with contingency. • If borrowing £1m there would be a problem with debt/service ratio assuming a 10 year repayment period. • In the calculations for the agenda options a 10% borrowing rate has been assumed plus an arrangement fee. • If any contract extends beyond April 2025 they will be impacted by changes to employers NI and the increase in National Living Wages (NLW). This would impact on the contingencies allowed for within the budgets for each option bar the alternative option for refurbishing within the existing footprint. It was indicated that this uplift could be in the order of 10%. <p>He went on to state that with reference to the published options:</p> <ul style="list-style-type: none"> • The original plan (Option1) would <ul style="list-style-type: none"> ○ require borrowing at the very limit of availability ○ repayment period would probably be extended to 15 years ○ borrowing costs would be up to £800k ○ be a severe strain on financial position. ○ be impacted by NI/NLW increases • The reduced plan (Option 2) would <ul style="list-style-type: none"> ○ require borrowing up to £500k plus overdraft facilities up to £200k ○ reduce reserves to zero ○ borrowing costs up to £300k over 10 years ○ be impacted by NI/NLW increases • The alternative plan (Option 3) on the existing footprint <ul style="list-style-type: none"> ○ could be completed before April 2024 and thus would not be impacted by NI/NLW increases ○ is a fixed price quotation valid until early January 2025 ○ does not require borrowing ○ a minimum cash balance of about £500k would always be available
3	Questions
3.1	<p>A lively debate followed on the options on the agenda and the additional amendments accepted.</p> <ul style="list-style-type: none"> • The commodore confirmed that all options were to improve the existing facilities • The refurbishment of the Quarterdeck Bar was included in each agenda Option, and this would be managed internally • The kitchen had been refurbished internally at a saving of over 40% compared with the original QS estimate. • The alternative option (Option 3) would likewise be managed internally • The amount spent on Professional fees was queried by Charles Felgate, a Planning Solicitor. He estimated these to be about £200k to date. The Commodore confirmed that in order to get to the 2023 AGM Resolution some £12.5k was spent on architects' fees. Subsequently,

	<p>from April 2023 to the 2024 AGM, some £84k was spent on fees to prepare tender documents and to obtain quotations that were delivered in April 2024. There has been zero expenditure on professional fees since April 2024.</p> <ul style="list-style-type: none"> • In total, moneys spent on professional fees amounted to: <ul style="list-style-type: none"> ○ QS - £10k ○ Architect - £51k ○ SAB survey - £8.8k ○ Ground survey - £26k • It was confirmed that the received requests from some members basically: <ul style="list-style-type: none"> ○ Maintained the stage/meeting room within the Quarterdeck Bar refurbishment ○ Removed the modular building ○ Maintained the office facilities as existing • The received amendment sought to defer the Quarterdeck Bar refurbishment until after the reduced plan option had been completed would thus incur additional NI/NLW costs. • Tony Davies stated that he had recently sailed the west coast of the UK visiting many sailing clubs en route. On his returned he was struck by the dowdy appearance of our clubhouse and that if our vision is to be seen as the premier sailing club in Wales then considerable improvements in facilities and décor need to be made.
4	Presentations
4.1	Option 2: this was to the original specification as previously approved and identified within the Background Notes included with the EGM Invitation.
4.2	<p>Option 3: Mike Steele present the details of this Option. He also added that since the agenda had been originally presented the ground level sun deck had been replaced by a first floor level sun deck within the original budget. The remaining specification being as identified within the Background Notes included with the EGM Invitation.</p> <p>A question was raised concerning the probably considerable extra energy cost of the new modular building that was described as a portacabin. Roger Wallington stated that the factory engineered building, not a portacabin, would be constructed to the current Building Regulations and that on a winter design day the heat gained from the staff and associated installed equipment would be close to balancing the heat loss. The marginal extra operating cost would be low.</p>
5	Voting
5.1	<p>Resolution A: Revoke the 2023 AGM resolution (4b) that provided for the original full extension and refurbishment plan to be actions on the basis that final costs are beyond the available finances and not in the overall interests of the club and poses unacceptable risk to the Club's medium term financial security.</p> <p>Voting - For: 109. The Resolution was approved by majority.</p>

5.2	<p>Option 2: Progress partial extension to the south end of the building (changing room side) to deliver the ground floor aspects of the original design including larger changing facilities, new reception and office. This would also include the internal extension of the Quarterdeck by removing the stage with a new opening on to a first-floor sun terrace located on top of the new extension.</p> <p>Vote For: 15. The Option Failed by majority.</p> <p>As this failed there was no requirement to progress the Amendment: 'No work or upgrading of the Quarterdeck to be carried out until the extension is finished and can be used as a bar area, thereby enabling the club bar and food service to remain open throughout.</p> <p>With reference, fitting new Windows in the quarter deck as per the extension design would be allowed as this could preserve the planning application'.</p>
5.3	<p>Quarterdeck Bar: To remove the Stage and Meeting Room partition walling and extend the Bar to flow through to sun deck.</p> <p>Vote - For: 89. Passed by majority.</p>
5.4	<p>Option 3: Progress an internal reconfiguration/refurbishment within the existing footprint, then add a small modular building alongside the clubhouse to provide reception & office facilities with a new decked/patio style sun terrace at ground level. This would also include the internal extension of the Quarterdeck by removing the stage.</p> <p>It was noted that since the EGM was called it had been confirmed that an elevated sundeck could be incorporated within the original quoted budget.</p> <p>Vote - For: 62. Passed by majority. As this option was passed there was no requirement for the amendment request to be considered.</p>
	<p>Huw Bumford then thanked everyone for attending.</p> <p>The meeting closed at 22.20</p>