



## ANNUAL GENERAL MEETING

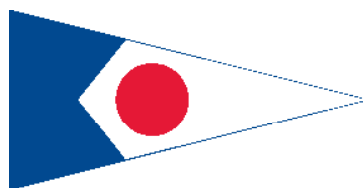
Wednesday 15th November 2023

6.30pm

at

CA House  
1 Northey Street  
Limehouse Basin  
London  
E14 8BT

Note: The AGM will also be broadcast by Zoom webinar



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## NOTICE OF THE ANNUAL GENERAL MEETING Of The Cruising Association (“the Association”)

NOTICE IS GIVEN that the Annual General Meeting of the Association will be held on Wednesday 15th November 2023 at CA House 1 Northey Street, London E14 8BT at 6.30pm for the following purposes:

### AGENDA

- 1 Apologies for Absence
- 2 Introduction and President’s remarks
- 3 To approve the Minutes of the AGM held on 9th November 2022
- 4 Matters Arising
- 5 Ordinary Business - Reports and Accounts
  - 5.1 To receive and adopt the Annual Report of Council
  - 5.2 To receive and consider the Financial Report
  - 5.3 To receive and adopt the statement of accounts and the balance sheet of the Association for the period from 1st July 2022 to the 30th June 2023, together with the Financial Examiner’s Report
- 6 Ordinary Business - Election of Officers and Council
  - 6.1 To declare elected as President of the Association:  
**for a third term in office** Derek Lumb
  - 6.2 To declare elected as Vice-President of the Association:  
**for a first term in office** Nick Nottingham
  - 6.3 To declare elected as Vice-President of the Association:  
**for a third term in office** Ivan Andrews
  - 6.4 To declare elected as a Member of Council Bob Slay
  - 6.5 To declare elected as a Member of Council Paul Eedle
  - 6.6 To declare elected as Honorary Treasurer Nick Clayton
  - 6.7 To declare elected as Honorary Solicitor Jenny Bowes
- 7 Special Business - Amendments to the Articles - to be passed by Special Resolutions\*

\*The Association may alter the Articles of Association only by special resolution at a general meeting at which 75% of those voting vote in favour.

The following resolutions will be proposed as special resolutions as indicated below:

## **SPECIAL RESOLUTION 1**

THAT the existing Articles of Association of the company be modified as follows:

The wording of article 13.1 to be amended from:

13.1 Business may be done at a general meeting only if a quorum of Entitled Members is present in person when the meeting begins to deal with its business. A quorum is twenty Entitled Members unless shown differently below.

to read:

13.1 Business may be done at a general meeting only if a quorum of Entitled Members is present or participating by way of an online meeting platform when the meeting begins to deal with its business. A quorum is twenty Entitled Members unless shown differently below.

**AND**

The wording of article 17.1 to be amended from:

17.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands of Entitled Members unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairman or an Entitled Member or member's representative who is present. Entitled Members may vote by a proxy.

to read:

17.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands of Entitled Members present and online unless a poll is demanded (before or after the result of the show of hands is declared). A poll of those present and online can be demanded by the Chairman or an Entitled Member or member's representative who is present or online. Entitled Members may vote by a proxy.

## **SPECIAL RESOLUTION 2**

THAT the existing Articles of Association of the company be modified as follows:

That the heading of article 26 be amended from:

26. Indemnity of Council Members

To read:

26. Indemnity of Council Members, Staff and Volunteers

**AND**

The new article 26.4 to be implemented:

26.4 Subject to and to the extent permitted by the Act, any staff, permanent contractor, or member in their role as a volunteer carrying out activities as part of their Association remit; and as specified in guidance notes or as established by custom and practice or as approved by Council and in good faith shall be entitled to be indemnified out of the assets of the Association against all costs and liabilities incurred by him in relation to any legal proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him.

### SPECIAL RESOLUTION 3

THAT the existing Articles of Association of the company be modified as follows:

The wording of article 1.2 to be amended from:

1.2

Words	Meanings
Act	The Companies Acts 1985, 1989 and 2006, and as amended by subsequent acts
Association Secretary	The Company Secretary as appointed by Council.
Articles	These Articles of Association
Association Year	The period of time from one Annual General Meeting of the Association in its incorporated form to the end of the next such meeting
Council	The Council of Council Members of the Association whose members are the Directors of the Association
Chairman	The Chair of any General Meeting of the Association or of Council or any committee or group
Clear Day	24 hours from midnight following the relevant event
Entitled Member	Means those persons admitted to the membership category (as determined in the Regulations laid down by Council) that entitles them to vote and exercise the other powers of a member under the Act
Flag Officer	An elected or co-opted office holder and Council Member for whom the Flag Regulations permit the flying of special flags on their boats - restricted by these articles to the President, Vice President(s) and the Chairman of Council.
General Manager	The General Manager of the Association or person carrying out the role with another title, appointed by the Council.
Indemnity Insurance	Insurance against personal liability incurred by any Council Member or any person carrying out services for the Association for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Honorary Local Representatives	Members or non-members appointed by Council in cruising areas around the world to provide cruising information and assistance to members
Honorary Officer	A member appointed by Council under Article 29.4.2(c)
Honorary Solicitor	A member elected or co-opted in accordance with Article 29.4.2(b)
Honorary Treasurer	An Entitled Member elected or co-opted in accordance with Article 29.1(c)
Local Vice President	A member appointed by Council under Article 29.4(d)
Month	Calendar month
Office	The registered office of the Association
President	The President of the Association elected in accordance with Article 29.1(b)
Vice President	Vice President(s) of the Association elected or co-opted in accordance with Article 29.1(b)

Regulations	Any Rules, Standing Orders or Regulations made in accordance with these Articles
Seal	The common seal of the Association
Signed	Shall include faxes of signatures
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Council Members	The Directors of the Association
United Kingdom	Great Britain and Northern Ireland
In Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax

to read:

1.2

Words	Meanings
Act	The Companies Acts 1985, 1989 and 2006, and as amended by subsequent acts
Association Secretary	The Company Secretary as appointed by Council.
Articles	These Articles of Association
Association Year	The period of time from one Annual General Meeting of the Association in its incorporated form to the end of the next such meeting
Council	The Council of Council Members of the Association whose members are the Directors of the Association
Chairman	The Chair of any General Meeting of the Association or of Council or any committee or group
Clear Day	24 hours from midnight following the relevant event
Entitled Member	Means those persons admitted to the membership category (as determined in the Regulations laid down by Council) that entitles them to vote and exercise the other powers of a member under the Act
Flag Officer	An elected or co-opted office holder and Council Member for whom the Flag Regulations permit the flying of special flags on their boats - restricted by these articles to the President, Vice President(s) and the Chairman of Council.
General Manager	The General Manager of the Association or person carrying out the role with another title, appointed by the Council.
Indemnity Insurance	Insurance against personal liability incurred by any Council Member or any person carrying out services for the Association for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Honorary Local Representatives	Members or non-members appointed by Council in cruising areas around the world to provide cruising information and assistance to members
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Honorary Treasurer	An Entitled Member elected or co-opted in accordance with Article 29.1(c)
Local Vice President	A member appointed by Council under Article 29.4(d)
Month	Calendar month
Office	The registered office of the Association
President	The President of the Association elected in accordance with Article 29.1(b)
Vice President	Vice President(s) of the Association elected or co-opted in accordance with Article 29.1(b)
Regulations	Any Rules, Standing Orders or Regulations made in accordance with these Articles
Seal	The common seal of the Association
Signed	Shall include electronically signed and emailed from a member's registered email address
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Council Members	The Directors of the Association
United Kingdom	Great Britain and Northern Ireland
In Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail

AND

The wording of article 3.3 to be amended from:

3.3 The register is available for inspection.

to read:

3.3 The register is available for inspection during office hours and with reasonable notice being given.

AND

The wording of article 7.1 to be amended from:

7.1 The President or, in his absence, the senior available Vice President, may suspend the rights of any member by giving the member notice in writing.

to read:

7.1 The President or, in his absence, a Vice President, may suspend the rights of any member by giving the member notice in writing.

AND

The wording of article 10.2 to be amended from:

10.2 On receipt of such requisition, the President or, in his absence, the senior available Vice-President, shall arrange for a meeting to take place within six weeks.

to read:

10.2 On receipt of such requisition, the President or, in his absence, a Vice-President, shall arrange for a meeting to take place within six weeks.

AND

The wording of article 20.1 to be amended from:

20.1 Unless a poll is demanded, the Chairman's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

to read:

20.1 Unless a poll is demanded, the Chairman's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minutes is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minutes.

AND

The wording of article 25.1 to be amended from:

25.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall indicate the name of the Association in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Council decides from time to time and cheques shall be signed by two Council Members unless the Council otherwise decides.

to read:

25.1 All payments, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be authorised electronically or signed by two authorised signatories. Authorised signatories and any payment limits will be decided by Council from time to time. Exceptionally, Association staff who are provided with bank payment cards to enable them to carry out their duties will have sole authorisation for payments on such cards, within limits set by Council.

AND

The wording of article 28.1 to be amended from:

The Council must have minutes entered in the minute books

- a) of all appointments of officers by the Council;
- b) of the names of the Council Members present at each of its meetings and of any committee of the Council;
- c) of all resolutions and proceedings at all meetings of:
  - i. The Association;
  - ii. The Council; and
  - iii. Committees of the Council.

to read:

The Council must cause minutes to be recorded

- a) of all appointments of officers by the Council;
- b) of the names of the Council Members present at each of its meetings and of any committee of the Council;
- c) of all resolutions and proceedings at all meetings of:
  - i. The Association;
  - ii. The Council; and
  - iii. Committees of the Council.



AND

The new article numbered 28.2 to be implemented:

28.2 Such minutes may be stored and archived in electronic form.

AND

The wording of article 29.2 to be amended from:

29.2 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot.

to read:

29.2 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a vote.

AND

The wording of article 38.4 to be amended from:

38.4 All acts and proceedings of the committees and groups must be reported to the Council as soon as possible.

to read:

38.4 All acts and proceedings of the committees and groups which could have adverse financial, legal or reputational impact on the Association must be reported without delay to Council, and other reports provided to Council regularly.

AND

The wording of article 40.3 to be amended from:

40.3 A committee must have minutes entered in minute books. Copies of these minutes must be available to all Council Members.

to read:

40.3 A committee must cause minutes of proceedings to be recorded. Copies of these minutes must be available to all Council Members.

AND

The wording of article 45 to be amended from:

45. Books must be Kept at the Office

45.1 The books of account must be kept at the Office or at other places decided by the Council. The books of account must always be open to inspection by Council Members.

to read:

45. Accounting Records must be Kept at the Office

45.1 The accounting records must be kept at the Office or at other places decided by the Council. The accounting records must always be open to inspection by Council Members.

AND

The wording of article 46 to be amended from:

46. Inspection of Books

46.1 The Council Members must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Council Members. A member who is

not a Council Member may only inspect a book of account or document of the Association if the right is given by law or authorised by the Council Members or a general meeting.

to read:

#### 46. Inspection of Accounting Records

46.1 The Council Members must decide whether, how far, when, where and under what rules the accounting records may be inspected by members who are not Council Members. A member who is not a Council Member may only inspect accounting records or documents of the Association if the right is given by law or authorised by the Council Members or a general meeting.

AND

The wording of article 50 to be amended from:

#### 50. Service of Notices

50.1 The Association may give notice to any member either personally or by delivering it or sending it by ordinary post to the member's registered address or by sending it by fax or by email. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he has given the Association for that purpose. Council will make a Regulation to ensure that overseas members are given the same notices as are given to members with addresses in the United Kingdom.

50.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been properly sent.

50.3 The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been successfully sent.

50.4 Notice may also be given by any other means permitted by the Act

to read:

#### 50. Service of Notices

50.1 The Association may give notice to any member either personally or by delivering it or sending it by ordinary post to the member's registered address or by sending it by email. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he has given the Association for that purpose. Council will make a Regulation to ensure that overseas members are given the same notices as are given to members with addresses in the United Kingdom.

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50.3 The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice will be treated as having been received 24 hours after having been successfully sent.

50.4 Notice may also be given by any other means permitted by the Act.

Members' attention is drawn to the explanatory note of the above proposed changes to the Articles set out on page 47 of this booklet. A clean copy of the proposed amended Articles is set out on page 52 of this booklet.

After the conclusion of the formal AGM business, the President will invite members to raise any

issues they wish for discussion with the Officers and Members of Council.

Note: A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend, and, on a poll, vote in his/her stead. A proxy may demand or join in demanding a poll. A proxy need not be a member of the Association.

Marie Ross  
Company Secretary  
24th October 2023

# CRUISING ASSOCIATION

Draft Minutes of the Annual General Meeting held at CA House and by Zoom webinar on Wednesday 9th November 2022 at 6.30pm.

## Members Present:

Derek Lumb- President and Chair of Meeting  
Ivan Andrews  
Bob Garrett  
Caroline Milmo  
Nick Nottingham  
Ken Munn  
and approximately 20 other Entitled Members in person

## In Attendance:

Richard Sherwood - by Zoom  
Lucy Gray - General Manager  
Marie Ross - Company Secretary - by Zoom

A number of CA members followed the AGM proceedings via Zoom. There were 52 registered, 29 unique viewers from four countries, Antigua and Barbuda, Italy, Switzerland and the UK.

### 1. Apologies

Apologies for absence were received from the individuals detailed in the Appendix attached to and forming part of these Minutes.

### 2. Quorum, Introduction and President's remarks

The President noted that a quorum of twenty Entitled Members was present and declared the meeting quorate. The President thanked those present for attending the AGM. He also welcomed those joining the meeting via Zoom. The President addressed the AGM and gave an overview of the past twelve months. The President highlighted the following key points:

- Unfortunately, there is no provision in the CA's Articles of Association for formal attendance of the AGM by any electronic means. Council took the decision after last year's meeting that the Articles should be modified to allow electronic attendance and it was planned to bring the revisions to this evening's meeting for approval but unfortunately, we have been let down by the lawyers and they are not yet ready for approval. We will make sure that they are ready for approval at the 2023 AGM;
- Last year Julian Dussek reported that he was happy to be handing over the reins of the CA in a healthy condition, despite leaving the European Union and Covid. This healthy condition continues, and our finances remain healthy although the economic outlook for the year ahead looks far less rosy with inflation at levels not seen for thirty years and there are clearly challenges ahead;
- The CA needs volunteers to carry forward the work of the Association. Inevitably, volunteers retire from their roles and for the CA to continue, replacements are essential. You will see from today's agenda that the post of Honorary Solicitor is vacant, and I can tell you that Richard Sherwood is continuing as Hon. Treasurer and Marie Ross as Company Secretary only because we have been unable to find replacements. If you feel that you could help with any

- of these roles, please speak to a member of Council;
- Volunteering can be to do a wide range of things, ranging from helping to check people in at a talk to providing specialist knowledge and experience to RATS. The time involved can be from an hour or so a month to as much as you are prepared to give. Whatever you volunteer to do, it will enrich your experience of the CA;
- Thank you to all the volunteers who have put so much time into their CA roles. In particular Bob Garrett, who I know was a reluctant Chair of Council, but in my view he has done an outstanding job;
- Chris Robb, who has no formal role within the CA but who continues to do battle with the Greek authorities and in October submitted yet another formal complaint to the EU Commission regarding the administration of RGR for UK owned boats which were in the EU on the 30 December 2020 but have subsequently left the EU and then returned to be forced to accept Temporary Admission by the Greek authorities;
- Ken Munn leaves Council after 6 years including the last 3 as a Vice President and I thank him for all his support; and
- Lastly but not least thank you to our loyal and hardworking staff for their dedication and keeping things running in a still difficult time.

### **3. Approval of the Minutes of the AGM held on 10th November 2021**

Julian Dussek proposed that the Minutes of the AGM held on 10th November 2021 be approved. The motion was seconded by Andrew Osmond. Voting on the resolution was on a show of hands with no votes against. The President noted that no votes against the resolution had been recorded by proxy.

The resolution was declared duly passed and the Minutes were approved for signature.

### **4. Matters Arising from the 2021 AGM**

There were no matters arising which were not covered by the meeting agenda.

### **5. Ordinary Business**

#### **5.1 Adoption of Annual Report of Council**

Bob Garrett noted that members had received Council's Annual Report which discussed in some detail key aspects of the work and activities of the CA over the recent year. However, he wished to comment on a number of points:

- The year to 30 June 2022 continued to present the CA with the challenge of changes; in particular the effects of Brexit and Covid, and now we face uncertainties in finances. However, the CA remains financially strong; it continues to deliver even more for its members; it has raised the profile of the CA among the wider sailing community; and it is being successful in membership growth;
- Nevertheless, CA Council, with half of its members being new to the role last November, has undertaken a review and is in the process of producing a new plan. Already it has documented the risks faced and analysed the strengths, weaknesses, opportunities and threats to the CA. Work is now well underway across the CA's groups and committees to discuss and develop a plan for 2023 and to some extent beyond that, based upon the agreed priority areas;
- We are living in an ever-changing world and much of what we once did is moving on in terms of platforms, processes or methods. The medium of publishing, be it letters, books,

periodicals or advertising now compete with emails, web sites, online news and online advertising. All have their place and many groups across the CA are now managing even more ways to keep members informed and to continue to move forward with additional media. The major update to CAptain's Mate, so widely praised, was an example of this changing scene. Similarly, the most effective ways to promote the CA to potential members are changing - and they are essential to maintain our organisation size as older members "swallow the anchor". Promo week and the Boat Show remain important as do the actions of all CA groups supporting and attracting members. The reformed CA Marketing committee will be looking to further improve how we communicate;

- Covid saw accelerated moves towards online presentations and meetings as well as video recordings and broadcasts which have brought positive and negative outcomes. So many CA committees, groups and Sections can now operate more easily with remote meetings and online seminars or presentations to reach a wider audience. But we have lost some of the social side which is so important to an Association of members. Hopefully that is returning with still more physical meetings especially from more Sections as well as more meetings here at CA House; but we also retain some online meetings as well;
- In a broader context, and mainly seen through RATS work at present, are the issues related to the environment with marine conservation zones, wind farms, moves toward electric propulsion etc. RATS also continue to address other issues such as travel processes and permissions and, towards the end of the period of review, orcas. Brexit does continue to affect our pastime not just in travel but also certification for boats and still some issues re VAT;
- All of this work for the CA's membership of around six and half thousand is achieved by around 130 volunteers drawn from the membership; and them supported by some 11 staff not all of whom are employed full time. And we should not overlook the 180 or so HLRs. We all owe a huge debt of gratitude to them all for their time, expertise and commitment to the CA and its membership that improves our cruising experiences.

To those volunteers who have decided to relinquish some or all of their roles within the CA we say a heart-felt thank you - some but not all of them are named in the Council Report. To those members becoming volunteers we say welcome and also thank you; and

- There remain posts within the CA that we need to recruit volunteers for, including on CA Council, and I expect the business planning round will reveal areas we see a need to develop where more volunteers will be needed. Without volunteers the CA would not be able to deliver what it does without a huge staff - and even then it would struggle without member input. Volunteering is enjoyable in many different ways and I am sure there are many members who have skills, experience and time which could be used so please make yourself known or at least look out for appeals.

Bob Garrett invited questions on the Annual Report of Council. There were no questions. The Annual Report was proposed by Alison Hadley and seconded by Richard Banks. Voting on the resolution was on a show of hands with no votes against. The President noted that no votes against the resolution had been recorded by proxy. The Annual Report was approved unanimously.

## 5.2 Consideration of Financial Report

Richard Sherwood highlighted the key points in the Financial Report. The following points were noted:

- The past year has been a year of substantial growth in our activities and also a period of considerable uncertainties as the whole country has adjusted to Brexit, Covid and more

recently inflation. Our influence appears to be spreading with membership increasing as the sailing season started and more overseas members joining. The effect of our increased activity on our accounts was largely as expected with increasing expenditure only just covered by income so we broke even. Our long-term reserves suffered along with most financial assets but in the long term we believe these will recover;

- Our subscription income increased by 2.3% which was less than the rise in subscriptions in January 2022. This is only a timing issue as our growth in membership was in spring and early summer. Our balance sheet shows deferred income increased by 12%; this being the result in this change in timing;
- Our other incomes all show increases from the reduced amounts seen in 2021. Cabin and room hire have not recovered to pre-Covid levels but continues to improve. The Galley has almost tripled its income due to our licence change, good weather and the hard work of those responsible. Our venue is now full of bookings for every weekend we are open both for internal and external events for the next six months
- Our expenditure reflects our increased activities, and this is clearly seen throughout. Utilities increased as activity increased. Staff costs were held down by not employing a replacement staff member until really necessary in the new financial year. IT cost reflects the growing complexity of our services, the need to maintain current services and to keep equipment up to date;
- The main change we have seen is in marketing. We have several new and possibly one-off costs. We had the costs of almost two boat shows due to the very late cancellation of the 2020 Southampton Boat Show, a print advertising campaign, our first, in the major sailing press of C.Aptain's Mate, a change of press officer (resulting in an overlap of costs) and our introduction of a race class for cruising sailors in Cowes Week;
- Questions are frequently asked about why we have an expensive London office. Our establishment costs can be seen as £159k and our income generated from the building is £192k so the building costs the membership nothing, whilst giving us invaluable space for lectures and cabins for members. We have seen our costs rising throughout the year and we have been lucky with our gas and electricity costs, having taken out a fixed price contract in August 2021 for two years most which has protected us from the rises. (The actual rise seen in the accounts is mainly due to activity levels.); and
- The possible effects of the rampant inflation will affect our cost base and we do not yet know what the business rate increase will be. We anticipate rises in pay and basic costs will mean a rise in subscriptions from January 2023 as we must balance income and expenditure. We expect the subscriptions to increase by slightly less than current inflation.

Richard Sherwood advised that he wished to step down from his role as Honorary Treasurer but had agreed to stay on for a further three - month period to enable his successor to be identified and for a handover to take place. Richard invited questions on the Financial Report. There were no questions.

John Hadley proposed that the Financial Report be approved. The motion was seconded from the Floor by Nick Nottingham. Voting on the resolution was on a show of hands with no votes against. The President noted that no votes against the resolution had been recorded by proxy. The Financial Report was duly accepted.

### **5.3 Adoption of the Statement of Accounts and the Balance Sheet of the Company for the period from 1 July 2021 to the 30th June 2022, together with the Financial Examiner's Report**

A The President invited questions on the accounts. There were no questions.

Paul Brown proposed, and Richard Banks seconded the Statement of Accounts and the Balance Sheet for the Company for the period from 1 July 2021 to the 30th June 2022. Voting on the resolution was on a show of hands with no votes against. The President noted that no votes against the resolution had been recorded by proxy. The accounts were unanimously adopted.

## **6. Election of Officers and Council**

The President handed over the chairmanship of the meeting to Bob Garrett for the resolution for the election of President.

### **6.1 Election of President**

Voting on the resolution was on a show of hands with no votes against. It was noted that no votes against the resolution had been recorded by proxy. Derek Lumb was declared elected as President of the Association for a second term in office.

Bob Garrett handed back the chairmanship of the meeting to the President.

### **6.2 Election of Vice - President**

Voting on the resolution was on a show of hands with no votes against. It was noted that no votes against the resolution had been recorded by proxy. Ivan Andrews was declared elected as Vice- President for a second term in office.

### **6.3 Election of Honorary Treasurer**

Voting on the resolution was on a show of hands with no votes against. It was noted that no votes against the resolution had been recorded by proxy. Richard Sherwood was declared elected as Honorary Treasurer.

### **6.4 Election of Honorary Solicitor**

The President noted that the role of Honorary Solicitor was currently vacant.

## **7. Any Other Business and Question Session**

### **7.1 Retirements from Council**

The President noted the retirement of Ken Munn from Council with effect from the close of the meeting. Thanks were given to Ken for his considerable contribution to the Association's affairs over a number of years.

### **7.2 Questions**

The President noted that the formal business of the meeting had been concluded. He opened up the meeting to questions noting that the pre-submitted questions would be answered first.

There were three pre-submitted questions.

*Q1 Andrew Martin - Why is it proving so hard to recruit a new Treasurer? Clearly it is not a simple job, but how widely has it been advertised? Is it a plain book-keeping job or full*



*accountancy?*

The President advised that Council had been actively seeking a replacement for Richard Sherwood for some time. He stated that Richard had undertaken a very wide role which included not just Finance but oversight of staff and liaison with them. Council was trying to simplify and narrow the role to a pure finance one.

Richard Sherwood advised that in the main the role of Honorary Treasurer was one of financial oversight and also involved approving expenditure.

*Q2 David Buckpitt - Please ask the relevant officer to negotiate smoother arrangements for Customs clearance on departing and arriving UK to and from EU.*

The President advised that more detail was needed from Mr Buckpitt regarding the problems he had encountered. The President undertook to email Mr Buckpitt and request this information. He reported that the CA had been involved in the new small craft reporting scheme for some time and had sought to influence this.

*Q3 Peter J. Bell - What is being done to change the Government's mind so as to allow equal access to the Schengen area for UK citizens so that we have the same rights as Schengen citizens visiting the UK - the 90 vs 180-day dichotomy?*

The President advised that a lot of effort had been on this issue by the CA over the last 18 months. It had been extremely difficult to gain any traction with the UK Government who were just not interested in seeking to secure equal access to the Schengen area for UK citizens. RATS have moved on and are now working with the Sections to look at striking arrangements for long term tourist visas with individual countries within the Schengen area including France, Spain, Sweden and Portugal (amongst others). Travel in an EU country under its Tourist Visa does not count to the 90 days in the Schengen area.

The President invited questions from the floor. There were four questions:

*Q1 Boyd Goldie - Question regarding IT reports. He noted that there was no report from IT included in the AGM booklet and no detailed information on how CAptain's Mate was being developed and measured.*

Ivan Andrews advised that a member survey had been carried out on the old CAptain's Mate App and that the intention was to undertake annual surveys on the new APP. He observed that the new CAptain's Mate App is being used by more people than the old one.

*Q2 Roger Lloyd - Question about the Almanac. He pointed out that some input was needed from members in terms of how the Almanac is used.*

Nick Nottingham advised that sales of the Almanac have gone down a bit due to Covid and the increased use of electronic navigation aids. The Almanac continues to be developed and there are no current plans to do away with it. He stated that Council do listen to members views on the Almanac and welcome any and all feedback.

*Q3 and Q4 Jon Boon - Questions about rewarding Galley staff and charging for attendance at webinar lectures.*

The President advised that Council would consider the idea of rewarding Galley staff although

he recognised that there might be an issue of parity (ensuring equal treatment of all staff)

The President asked Alison Hadley to answer the question regarding charging an attendance fee for webinar lectures. She stated that she believed that it would be quite difficult to ask members to pay for Zoom lectures as many consider this to be covered by their membership fee. The President indicated that Council will consider the issue of charging for attendance at webinar lectures further.

## **8. Closure of Meeting**

There being no further questions the meeting closed at 7.15pm.

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## **CHAIRMAN**

### **Appendix**

#### **AGM 2022 - Apologies**

Sir Robin Knox-Johnston  
Stuart Bradley  
Marjorie Bradley  
Laura Gill  
Theresa Boden  
Phil Boden  
Peta Stuart - Hunt (attended by Zoom)  
Simon Hampton - Matthews (represented by proxy)  
Timothy Lester  
Peter J Bell  
Charles Robinson  
Ian Wilson  
Andrew Martin  
John Kelso

## Cruising Association Annual Report 2022-2023

The year to the end of June 2023 has seen many changes and developments within the CA. We have continued to serve our membership, develop the services we provide, review our goals and how best to deliver on them, and further improved our reputation among the wider sailing community. We have also laid the groundwork for future developments to support the work of our volunteers and move forward in the publication of our online information.

It has been a busy year for Council with a new Treasurer, a new Solicitor, new self-imposed objectives (business plan, review and management of Risks and Risk register etc.), preparing necessary updates to the Articles of Association and the initiation of new projects. Unusually, Council chose to meet (fortunately online) each month, even over the summer period when we were away cruising, such was the necessity.

At the last AGM our then Honorary Treasurer, Richard Sherwood, wished to retire from the role but, having no replacement, we were grateful to Richard for continuing until a replacement could be found. Council, and I am sure the membership, is similarly grateful to Nick Clayton for then offering to take up the position. Nick was duly co-opted onto Council and appointed as Hon. Treasurer pending, we trust, his election by the membership at this AGM. Nick has really hit the ground running both in taking over the reins from Richard and moving forward with a number of developments including a new accounting system and changes to various processes to aid financial management. He was also instrumental in procuring new insurance policies.

We are also grateful to Jennifer Bowes for offering to take on the vacant role of Honorary Solicitor. As with Nick, she was co-opted by Council and now stands for election by the membership at this AGM. Jennifer has already done some sterling work for the CA in working on the revised Articles of Association (as proposed at this AGM) and also advising us on the new insurance and indemnities.

Every year we all become more and more dependent upon online services and the CA website is no exception, being central to so much information and discussion for - and between - members. For some time, we have been faced with the requirement to move the website to a newer content management system release which would require significant work. It was decided that this should coincide with a full review of the website design itself. On the technical side much work has already been underway to work with the new software release and, during this year, a project has been initiated by Council to review the actual design - deemed so important that we made the President the Chair of the project steering group.

As an Association, our greatest asset is our membership and our volunteers, the latter on which we are all especially dependent. Council has been concerned that perhaps there was more that the Association could do to recruit and help support our volunteers. A study was undertaken with and across the various volunteer groups to identify the challenges and requirements to meet them. The general feedback was much as expected - that members enjoy their roles in working together and for the membership as a whole, but the review has established a number of actions to be progressed.

Our financial year runs from July to June, but planning tends to be based more on calendar years. So, in the autumn of last year, Council initiated work on a Business Plan for 2023 and beyond, including a strategic overview and highlighting priorities. This was concluded and work has commenced on the various projects.

A review of the level and type of insurance in place for the CA, its staff and volunteers raised a concern that it may no longer be appropriate. This was particularly owing to the range of issues being addressed since BREXIT and the complexity of many members questions being received by the volunteers in the RATS team. Our insurance policies had last been reviewed in 2019 and, given the issues above, it was agreed that we should add Professional Indemnity insurance to our portfolio. In order to make sure our volunteers are fully covered we have also decided to make changes to the Articles of Association and introduce an indemnity for volunteers for historical acts.

Council would like to thank our volunteers in all their groups and committees for their dedication and commitment to the Association and its membership. There are around 200 volunteers across the organisation contributing their time and expertise in a variety of roles, all of which are important in supporting the cruising activities of our members. Of course, all members have the opportunity to play their part in supporting the Association and also their fellow members by sharing information and participating in events. We are also grateful to our small team of staff, whether based at CA House or working remotely.

### **CA House & Catering**

Activities in CA House continue to increase post-COVID. The latter part of 2022 saw further issues with two cabins which are likely to need a full refurb. Cabin occupancy levels remain high which means regular maintenance is required, along with the rest of the building. The Galley remains popular amongst locals and work is underway to ensure it does not become a victim of its own success. Longer-term plans are being discussed to improve efficiency and maximise CA House revenue where possible, including a potential new cabin booking system.

### **Marketing, Publicity and Recruitment**

This area of CA work is aimed at promoting the CA more widely in order to recruit new members and demonstrate more broadly the immense value of the CA's work to both our members and to the wider cruising community.

Membership figures have declined slightly over the year by about 2% (against an increase for the previous year of 4%). Numbers joining remain approximately the same as previous years but the numbers leaving have increased, perhaps as members review their cruising post-BREXIT and post COVID. It was also the case that numbers recruited at the Southampton Boat Show last year were down, perhaps due to an overall reduced attendance partly as a result of one less day. 2022 also saw other activities such as Promo Week as well as advertising and PR for the relaunch of Captain's Mate. An additional focus has been put on member retention (see below).

PR and social media remain a key area of activity with social media followers across all channels continuing to grow.

### **Marketing Communications**

A new committee that focuses on marketing communications was formed in January of this year. Our initial priority has been to improve and expand our welcome to new members, ensuring they are kept informed of all aspects of what the CA offers them. All new members now receive a series of six-monthly emails highlighting the breadth of the CA, from general information, to Captain's Mate, Sections and Volunteering. We are also asking new members for feedback on ways in which we can improve our offering to them. In the short time the committee has been established it has also:

- Supported CIDG in producing a "pull-out guide" to Captain's Mate published in Cruising, as

well as encouraging members to upload more images and reports to the app.

- Reviewed our participation at Cowes Week and provided feedback to Council.
- Modified our membership fee discount structure, taking a holistic approach to ensure our discounts align with our promotional priorities.
- Reviewed and refreshed the contents and range of speakers for the annual New Member seminar.

Ongoing work includes a “refresh” of our promotional brochure, development of a Fitting Out webinar in the Spring, focused on attracting new members and improving retention of existing members. We are not short of ideas thereafter!

### **Cruising Information Development Group (CIDG)**

For CIDG this was mainly a year of consolidation and refinement, following the previous three years of the development of the new CAPtain’s Mate app, with the necessary restructuring and migration, from the old to the new, of the data that members had previously contributed.

In recognition of the latter work by volunteer editors and of some other members who have been exceptionally active in improving locations, we created the Polaris award. We again congratulate and thank the recipients.

Our team of 42 dedicated editors have worked hard throughout the year to ensure that all the member contributed information has been quality assured by people who cruise those same waters, continuing the tradition started in 1908 when the first CA handbooks were made available to members, based on other members reports.

Council was pleased to receive a report reviewing CIDG’s long-term strategy, noting the many objectives that had been achieved.

Exploratory talks were held, on behalf of the CA, with other providers with Apps similar to CAPtain’s Mate - at present no commercially viable partnership proposal has emerged but that door remains open.

CIDG benefited from conversations with the newly formed marketing committee who have agreed to help with our current, member focused, campaigns to encourage members to use the app and in particular to post updating reports, and to new locations, and upload useful images for every location. This activity relates to our metrics for Improving Existing Locations and Expanding Geographical Coverage.

We also have a metric for Increasing Member Satisfaction. Difficulties, for a small but significant minority of users of the App caused by bugs that could not be foreseen, meant that although the great majority of our members are more than satisfied with CAPtain’s Mate that is not universally the case. That has been understandably frustrating for the members involved, and particularly for CIDG whose key members have put in hundreds of hours diagnosing these problems and getting them fixed. The primary focus of this year has been to try to resolve those difficulties, when they occur, in a timely way.

Despite this, during the year, over 1000 new cruising reports have been created by the membership, with in excess of 500 locations being newly represented in 25 different countries, and almost 2000 of those previously shown receiving updates. 40% of the locations visible through CAPtain’s Mate now have photographs, and we encourage members to continue submitting good quality images, especially to those with none.

## **Almanac Group**

The 2024 edition of the Almanac which was published in September 2023 has seen the following changes. More locations have been included and work has continued to improve the layout. The Preface and Foreword have been replaced by mini cruising biographies of the editorial team. For the first time, a proof reading stage was introduced prior to the First Proofs, editors each reviewing a chapter. Information continues to be sourced from Captain's Mate, RATS, harbour-masters and marina managers, together with editors' own cruising experience. We have been informed by Imray, that In-Design will be used for the production of future editions. This change of software brings the opportunity to review the content and layout of the publication and Imray proposes to survey the readership.

We have welcomed Christine and Martin Hunt to the Almanac Group and would like to take this opportunity to thank Stuart King and John Sharp who have retired from the group for their valuable contributions to the production of the Almanac. We need editors for Ireland, the Netherlands, Belgium and the Wash to Berwick. Together with the Hon. Editor, I would like to thank the editorial team for their commitment and expertise and to acknowledge the support and co-operation of Imray.

## **Honorary Local Representatives**

The number of worldwide HLRs continues to rise and numbers over 200 across 60 countries. They play a vital role in assisting members with their local knowledge. The focus this year has been to find new HLRs in members' sailing destinations which were not previously covered, the latest recruits being in Montenegro and Galapagos. We continue to rely on members' recommendations, details on how to propose an HLR are on the website.

All HLR contact details are verified each year. The updated information is added to Captains Mate and the website. The aim going forward is to simplify members' search for their nearest HLR.

The HLR section works closely with the Cruising Section secretaries, their feedback vital for keeping the information available to members as up to date as possible.

We will continue to publicise this service with articles and reports from individual HLRs to remind members there is an HLR not far from wherever they are sailing if needed.

## **Regulatory & Technical Services (RATS)**

As reported in earlier years, BREXIT produced a tsunami of issues for cruisers. Only through much hard work and some recruitment were RATS able to keep heads above water. In 2022/23 the tsunami subsided but there were still some aftershocks and some deep standing water to navigate.

In December 2022 the government announced that there would be no further changes to the VAT rules around second hand boats and BREXIT. RATS had previously campaigned hard over several years alongside the RYA on the issue of boats bought VAT paid in the EU prior to BREXIT which had not been in the UK under their current ownership. Following the government's announcement such boats will be liable to UK VAT if they are brought to the UK. The situation is unfair, but we have had to accept it reluctantly. Concerns about UK and EU VAT remain. The post-BREXIT skipper needs to record and keep documentation in order to meet the new bureaucratic issues.

BREXIT led to the government renouncing EU CE marking and replacing this with the new UKCA mark. Subsequently and after much work by RATS (and British industry!) on understanding the

new arrangements, the government has announced that it will now accept CE marking as an alternative to UKCA.

The EU Schengen rules continue to adversely affect cruisers' ability to spend time on their boats within Schengen countries. RATS leads the CA's 90/180 Day Project. Its focus is now on collecting and disseminating information on visas/permits that some Schengen countries offer. France and Sweden have useful arrangements, but we continue to seek a solution in the Mediterranean, particularly now that Croatia has joined Schengen.

BREXIT inevitably led to a focus on regulatory issues. To maintain balance, we introduced the T in RATS initiative to encourage technical projects, some small, some large. These have included advanced mooring systems, diesel emissions, using a SWR meter, fire suppression and alternative propulsion.

The sustainability of cruising is a continuing concern of RATS. Together with the IWA and the RYA we formed a working group to consider the sustainability of the use of HVO in seagoing vessels. We have also worked on end-of-life boats, a topic that the government is currently interested in.

Working closely with scientists in Spain and Portugal RATS leads on collecting and publishing reports from cruisers of incidents involving orca in Iberian waters including non-eventful passages. This has attracted much attention, initially in the yachting press but latterly in the mainstream media. As this is a public safety issue the information collected is available to the public. It also enhances the CA's reputation.

Navigation continues to be a particular focus. RATS represents the CA on the Pleasure Vessel Navigation Systems Working Group (PVNSWG) which is sponsored by the Maritime and Coastguard Agency. Its aim is to encourage e-navigation for leisure vessels. It has published a report and it remains to be seen what the MCA will do with its proposals. Our clearly articulated arguments, along with those of RIN and others, resulted in UKHO delaying its proposed abolition of paper charts, originally announced for 2026.

We liaised with industry and government over renewable energy generation - usually windfarms but also tidal schemes.

RATS continued to contribute regularly to Cruising magazine and occasionally to the monthly CA Newsletter. RATS generated material also now appears in the yachting press to raise the profile of the CA as a source of expert knowledge for cruisers. We consolidated the RATS content on the CA website under the new Reg & Tech menu; this should mean that members find it easier to find the RATS material they are looking for.

RATS continued to answer questions from CA members on a variety of topics. Unfortunately, this service to members has been temporarily suspended due to liability concerns. We hope to be in a position to resume this as soon as possible.

### **Information Technology & Online Services**

Consolidation of substantial changes to the CA's CAPtain's Mate app and public website during the latter half of 2022 enabled detailed planning of the next phases of work to modernise and streamline our digital systems. Contracts have been negotiated to transition office-based server functions to the cloud, providing medium-long term efficiencies and enabling greater flexibility of working for both staff and volunteers, and also for the future maintenance of CAPtain's

Mate. A rough patch with the latter was experienced for about six weeks during spring, 2023, stemming from a 'perfect storm' of circumstances between the Google and Apple stores, and changes to third-party components of the app. We would like to apologise to those affected, but to reassure members that a thorough review of our operational practices around testing and deployment of CAPTAIN'S MATE has been conducted and work to enhance both its feature-set and reliability is progressing well. Work towards more extensive review and upgrading of the website has also begun, with discussion at Council level and the establishment of a steering group.

### **Cruising Editorial Group**

Our quarterly magazine, Cruising, continues to provide a quality publication with a breadth of relevant content. We publish a taster version of each issue on our public website as a recruitment tool and send it out to prospective members who have shown an interest in the CA.

Our advertising manager, Jackie, continued to sell an impressive number of advertisements in Cruising and the Yearbook during the period. Sales figures held steady on the previous year. Improvements were made to the media pack sent out to potential advertisers which we hope will keep sales buoyant during the coming year. Some advertisers have expressed a desire to move to online advertising, which remains a topic to monitor.

The monthly newsletter is emailed to all members and posted on the website. We have discussed the possibility of updating the format to an html email with short introductions to longer content on the website, in common with many member organisations, but this will require changes to our mailing system.

Thanks to Camilla Hermann for maintaining editorial and design standards and to all our contributors.

### **Sections**

It has been a year of change for the CA Sections. Long serving Secretaries, Tim and Liz Dodwell, Neil and Betsan Caldwell and Judith Grimwade retired from Solent, European Inland Waterways and Biscay Sections respectively. Many thanks to them for all the work they have put in over the years. Judith remains Chair of the Almanac Group.

We have been blessed with a record number of new volunteers: Julian Dusek for EIWS; Chris Dyer for Essex; Fiona Slay and Malcolm Denham for Wessex; Sue Gibson for Solent and John Rugg and Erik Vischer for Thames Valley. A warm welcome to them all. We are still looking for volunteers for the Antipodean and South-West Sections.

Section membership has grown in a number of areas. For example, in March this year, the newly relaunched Wessex Section saw 30 new joiners and the more established Celtic Section had gone up to 700 from 300 members five years ago.

Rallies, talks and other social events have been well attended, particularly Baltic, Channel and Suffolk. The cruising area sections have returned to successful seminars at CA House as well as online. Help for members dealing with changes to visa and entry requirements for sailing in EU and Schengen waters has been a hot topic.

Kent once again ran live events at the Dog and Bear and Wessex at Lilliput Sailing Club and the coming season should see an expanded programme thanks to new organisers reviving sections which have been less active for a while.



The online programme, including CA London lectures, will hopefully fill the gap for those out of reach of local venues.

### **Crewing Service**

Our Crewing Service is free to full members, helping them find crew for anything from local cruising to trips much further afield. Skippers use an online system to post details of planned trips and crewing opportunities, based on their itinerary and the level of experience they are looking for.

The number of CA skippers using the Crewing Service has grown significantly in the last year, while crewing numbers have remained steady and strong, helped by the CA presence on Twitter, LinkedIn and Facebook.

Monthly crewing meetings held at CA House during the winter months were well attended, particularly a weekend daytime event. That was a new initiative and attracted members who found it much easier to attend than the normal Thursday evening meetings. More weekend meetings are already in the schedule for this coming winter, as are regular Zoom sessions. These Zoom-based meetings were originally started during the pandemic but have proven to be a great attraction for skippers and crew who don't live within easy reach of CA House. They have included people joining from all parts of the UK and from abroad.

Parts of the Crewing Service website were updated to improve safeguarding guidance to both skippers and crew. The website acts as an introductory service only, so it is important that skippers and crew are comfortable with any arrangements they make.

### **CA Staff**

The CA continues to be grateful to its dedicated staff who remain flexible and diligent. Several changes to the team have taken place this year with Jeremy planning his retirement and several new additions joining us. Recruitment in The Galley is underway and this year we have welcomed Samantha Barham to the office team. Working part time, Sam is the first point of contact for all members calling or emailing CA House and will eventually pick up many of Jeremy's duties when he retires later in the year. Sam is flourishing in the role and looks forward to speaking to more members following the sailing season.

Bob Garrett  
Chair of Council  
October 2023

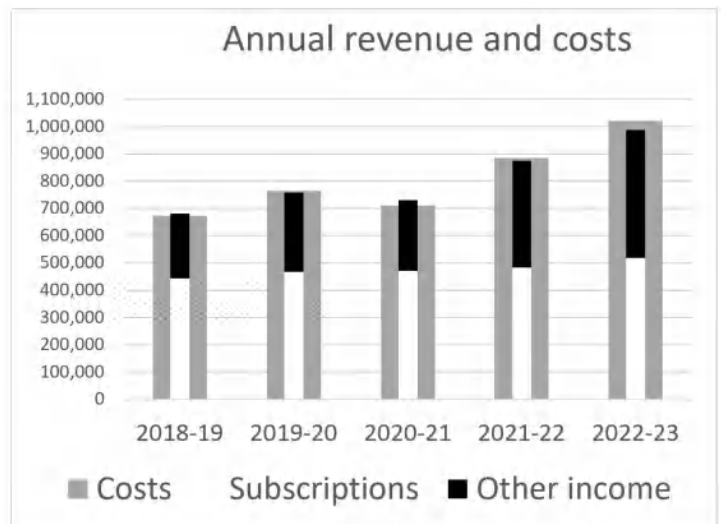
## Honorary Treasurer's Report On the Results for the Year Ended 30th June 2023

My first report as Hon. Treasurer must start with a thank you to my predecessor, Richard Sherwood, for his hard work in the role over many years, and for leaving the CA finances healthy and robust following the challenges presented by both Brexit and Covid.

Having not long got my feet under the desk, I thought I would find it helpful to take a look back at the recent past. This chart shows annual revenue and costs for the last five years to 30th June 2023: -

The wide Grey bar is total costs, and revenue is shown in White (Membership fees) and Black (Other income). But for 2020-21 (COVID!), the trend shows pretty steady growth in revenue and costs.

The CA is a “not-for-profit organisation” in that we are not in business to make a financial return for shareholders but we do, of course, need to cover our costs on an ongoing basis. The chart shows that some years have shown a small surplus and others a deficit, which, overall, we are comfortable with.



For the year to 30 June 2023, costs increased as anticipated due to the unavoidable inflation which everyone has been experiencing. In addition, we had some unexpected costs at CA House resulting in an operating deficit of £33k.

The chart shows, steady growth in revenue and costs, but more importantly, the proportion of “other income” over subscriptions is increasing. The split has gone from 2/3 member subscriptions and 1/3 other income to nearly 50/50. This largely reflects the increase in galley turnover and cabin occupancy. We shall continue to focus on these areas to improve profitability by reviewing galley prices and cabin rates to maximise the return from activities at CA House and to alleviate the upward pressure on membership subscriptions.

Nevertheless, whilst inflation is expected to fall from the highs we have seen we will still face increased costs and have decided to implement a 5% increase in subscription rates from 1st January 2024.

Despite the deficit for the year just ended the balance sheet is in good shape with ample liquidity to invest in Captain's Mate.

Part of the CA's funds are invested in a mixed portfolio of equities and bonds which has performed broadly in line with the markets seeing ups and downs over the last 5 years, but overall giving a very modest return. Given the continuing and increasing uncertainty in the world, and significant increases in interest rates over the last year we shall be reviewing the portfolio with a view to minimising the downside risk to the CA's capital.

Nick Clayton  
Honorary Treasurer, October 2023

Company registration number 5838052 (England and Wales)

**THE CRUISING ASSOCIATION**  
**ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 30 JUNE 2023**

# THE CRUISING ASSOCIATION

## COMPANY INFORMATION

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<b>Directors</b>	Dr D Lumb Mr I Andrews Mr R Garrett Mrs P Butcher Mr S Hampton-Matthews Ms C Milmo Mr N Nottingham Mr M Sutcliffe Mr N D Clayton	(Appointed 18 January 2023)
<b>Secretary</b>	Mrs M Ross	
<b>Company number</b>	5838052	
<b>Registered office</b>	CA House 1 Northey Street Limehouse Basin London E14 8BT	
<b>Accountants</b>	Streets Whittle & Partners LLP The Old Exchange 64 West Stockwell Street Colchester Essex CO1 1HE	

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# THE CRUISING ASSOCIATION

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Directors' report	1
Directors' responsibilities statement	2
Accountants' report	3
Statement of comprehensive income	4
Balance sheet	5 - 6
Notes to the financial statements	7 - 12
 <i>The following pages do not form part of the statutory accounts:</i>	
<i>Detailed trading profit and loss</i>	13
<i>Schedule of administrative expenses</i>	14

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# THE CRUISING ASSOCIATION

## DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2023

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The directors present their annual report and financial statements for the year ended 30 June 2023.

### Principal activities

The Association's objectives are:-

To make information about cruising available to its Members;

To advance the understanding of safe navigation and seamanship and all the skills necessary for cruising in all types of small craft;

To promote and protect the sport of cruising in leisure craft;

To promote the preservation of harbours, navigational facilities, estuaries, coasts and their environs;

To be a centre of excellence for cruising activities;

To do all such other things as the Association's directors consider to be incidental or conducive to the attainment of the objects.

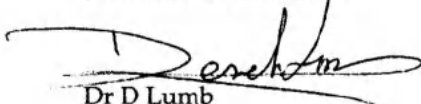
### Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr R S Sherwood	(Resigned 18 January 2023)
Mr K Munn	(Resigned 9 November 2022)
Dr D Lumb	
Mr I Andrews	
Mr R Garrett	
Mrs P Butcher	
Mr S Hampton-Matthews	
Ms C Milmo	
Mr N Nottingham	
Mr M Sutcliffe	
Mr N D Clayton	(Appointed 18 January 2023)

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Dr D Lumb

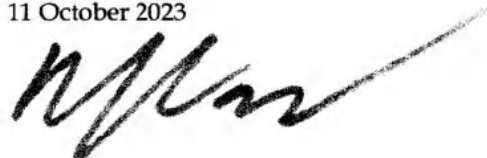
Director

11 October 2023

Mr R Garrett

Director

11 October 2023



# THE CRUISING ASSOCIATION

## DIRECTORS' RESPONSIBILITIES STATEMENT

*FOR THE YEAR ENDED 30 JUNE 2023*

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The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# THE CRUISING ASSOCIATION

## INDEPENDENT CHARTERED ACCOUNTS' REVIEW REPORT TO THE DIRECTORS OF THE CRUISING ASSOCIATION

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We have reviewed the financial statements of The Cruising Association for the year ended 30 June 2023 set out on pages 4 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102.

This report is made solely to the company's directors, as a body, in accordance with the terms of our engagement letter dated 24 September 2018. Our review has been undertaken so that we may state to the company's directors those matters we have agreed with them in our engagement letter and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's directors as a body for our work, for this report, or for the conclusions we have formed.

### Directors' responsibility for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

### Accountants' responsibility

Our responsibility is to express a conclusion based on our review of the financial statements. We conducted our review in accordance with International Standard on Review Engagements (ISRE) 2400 (Revised), Engagements to review historical financial statements and ICAEW Technical Release TECH 09/13AAF Assurance review engagements on historical financial statements. ISRE 2400 also requires us to comply with ICAEW Code of Ethics.

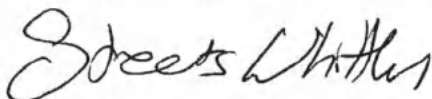
### Scope of the assurance review

A review of financial statements in accordance with the ISRE 2400 (Revised) is a limited assurance engagement. We have performed additional procedures to those required under a compilation engagement. These primarily consist of making enquiries of management and others within the entity, as appropriate, applying analytical procedures and evaluating the evidence obtained. The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (UK and Ireland). Accordingly, we do not express an audit opinion on these financial statements.

### Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the financial statements have not been prepared:

- so as to give a true and fair view of the state of the company's affairs as at 30 June 2023, and of its profit for the year ended;
- in accordance with United Kingdom Generally Accepted Practice applicable to Smaller Entities; and
- in accordance with the requirements of the Companies Act 2006.



Streets Whittle & Partners LLP

11 October 2023

Chartered Accountants

The Old Exchange  
64 West Stockwell Street  
Colchester  
Essex  
CO1 1HE



# THE CRUISING ASSOCIATION

## PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2023

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	Notes	2023 £	2022 £
Income		986,561	874,589
Cost of sales		(196,453)	(137,765)
<b>Gross surplus</b>		<u>790,108</u>	<u>736,824</u>
Administrative expenses		(823,781)	(746,676)
Other operating income		138	-
<b>Operating deficit</b>		<u>(33,535)</u>	<u>(9,852)</u>
Interest receivable and similar income		7,252	4,933
Profit on disposal of fixed assets measured at fair value		2,129	6,289
<b>(Deficit)/surplus before taxation</b>		<u>(24,154)</u>	<u>1,370</u>
Taxation		(3,043)	-
<b>(Deficit)/surplus for the financial year</b>		<u>(27,197)</u>	<u>1,370</u>
<b>Other comprehensive income</b>			
Adjustments to the fair value of financial assets		(6,346)	(18,126)
Fair value adjustments reclassified to surplus or deficit		-	(18,230)
<b>Total comprehensive income for the year</b>		<u><u>(33,543)</u></u>	<u><u>(34,986)</u></u>

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# THE CRUISING ASSOCIATION

## BALANCE SHEET

AS AT 30 JUNE 2023

	Notes	2023		2022	
		£	£	£	£
<b>Fixed assets</b>					
Intangible assets			59,420		72,733
Tangible assets	5		1,109,640		1,109,490
Investments	6		345,155		334,281
			<u>1,514,215</u>		<u>1,516,504</u>
<b>Current assets</b>					
Stocks		22,721		18,580	
Debtors	8	85,775		77,813	
Cash at bank and in hand		272,219		269,425	
			<u>380,715</u>		<u>365,818</u>
<b>Creditors: amounts falling due within one year</b>	9	<u>(380,418)</u>		<u>(333,067)</u>	
<b>Net current assets</b>			<u>297</u>		<u>32,751</u>
<b>Total assets less current liabilities</b>			<u>1,514,512</u>		<u>1,549,255</u>
<b>Creditors: amounts falling due after more than one year</b>	10		<u>(38,800)</u>		<u>(40,000)</u>
<b>Net assets</b>			<u>1,475,712</u>		<u>1,509,255</u>
<b>Reserves</b>					
Revaluation reserve	11		8,719		15,065
Other reserves			916,910		916,910
Income and expenditure account			550,083		577,280
<b>Members' funds</b>			<u>1,475,712</u>		<u>1,509,255</u>

# THE CRUISING ASSOCIATION

## BALANCE SHEET (CONTINUED)

AS AT 30 JUNE 2023

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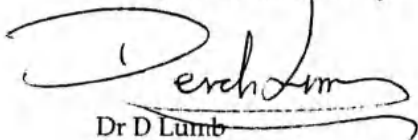
The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476 of the Companies Act 2006.

For the financial year ended 30 June 2023 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 11 October 2023 and are signed on its behalf by:



Dr D Lumb  
Director

Mr R Garrett  
Director

Company Registration No. 5838052



# THE CRUISING ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2023

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### 1 Accounting policies

#### Company information

The Cruising Association is a private company limited by guarantee incorporated in England and Wales. The registered office is CA House, 1 Northey Street, Limehouse Basin, London, E14 8BT.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

#### 1.2 Income and expenditure

Income and expenses are included in the financial statements as they become receivable or due.

Expenses include VAT where applicable as the company cannot reclaim it.

#### 1.3 Intangible fixed assets other than goodwill

Intangible assets acquired separately from a business are recognised at cost and are subsequently measured at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets acquired on business combinations are recognised separately from goodwill at the acquisition date where it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the fair value of the asset can be measured reliably; the intangible asset arises from contractual or other legal rights; and the intangible asset is separable from the entity.

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Software	Straight line over 5 years
----------	----------------------------

#### 1.4 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Land and buildings Leasehold	no amortisation since estimated life is greater than 50 years
Fixtures, fittings & equipment	from 3 years to 25 years on a straight line basis

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to surplus or deficit.

# THE CRUISING ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

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### 1 Accounting policies

(Continued)

#### 1.5 Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

#### 1.6 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell.

#### 1.7 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

##### *Basic financial assets*

Basic financial instruments are initially recognised at transaction value and subsequently measured at amortised cost.

Financial assets comprise cash at bank and in hand, together with trade and other debtors. A specific provision is made for debts for which recoverability is in doubt.

Investments, including those in subsidiary undertakings are held at fair value at the balance sheet date, with gains and losses being recognised within income and expenditure.

Financial liabilities held at amortised cost comprise all creditors except social security and other taxes, deferred income and provisions.

#### 1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs.

#### 1.9 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense.

#### 1.10 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# THE CRUISING ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

### 2 Judgements and key sources of estimation uncertainty (Continued)

#### Key sources of estimation uncertainty

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

#### *Subscriptions in advance*

Subscriptions in advance are calculated and deferred within the accounts based on the date which the members joined. A record of members and date of fees paid is maintained and therefore estimation uncertainty is considered to be low risk.

### 3 Employees

The average monthly number of persons employed by the company during the year was 9 (2022 - 8).

	2023 Number	2022 Number
Total	9	8

### 4 Intangible fixed assets

	Other £
<b>Cost</b>	
At 1 July 2022	114,564
Additions	12,000
At 30 June 2023	126,564
<b>Amortisation and impairment</b>	
At 1 July 2022	41,831
Amortisation charged for the year	25,313
At 30 June 2023	67,144
<b>Carrying amount</b>	
At 30 June 2023	59,420
At 30 June 2022	72,733

# THE CRUISING ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

### 5 Tangible fixed assets

	Land and buildings	Plant and machinery etc	Total
	£	£	£
<b>Cost</b>			
At 1 July 2022	1,077,842	262,202	1,340,044
Additions	-	8,924	8,924
At 30 June 2023	1,077,842	271,126	1,348,968
<b>Depreciation and impairment</b>			
At 1 July 2022	-	230,554	230,554
Depreciation charged in the year	-	8,774	8,774
At 30 June 2023	-	239,328	239,328
<b>Carrying amount</b>			
At 30 June 2023	1,077,842	31,798	1,109,640
At 30 June 2022	1,077,842	31,648	1,109,490

Land and buildings are not depreciated as the directors consider that the market value is in excess of the carrying amount at the period end.

### 6 Fixed asset investments

	2023	2022
	£	£
Other investments other than loans	345,155	334,281

#### Fixed asset investments not carried at market value

Fixed asset investments represents the listed investments shown at their fair value of £335,155 (2022: £324,281) and the Association's library. Due to the nature of the content of the library it is included in the accounts at its historical value of £10,000 (2022: £10,000), a value the directors consider to be reasonable.

# THE CRUISING ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

<b>6</b>	<b>Fixed asset investments</b>	<b>(Continued)</b>	
	<b>Movements in fixed asset investments</b>		<b>Investments</b>
			<b>£</b>
	<b>Cost or valuation</b>		
	At 1 July 2022		334,281
	Additions		96,763
	Valuation changes		(4,217)
	Disposals		(81,672)
	At 30 June 2023		345,155
	<b>Carrying amount</b>		
	At 30 June 2023		345,155
	At 30 June 2022		334,281
<b>7</b>	<b>Financial instruments</b>	<b>2023</b>	<b>2022</b>
		<b>£</b>	<b>£</b>
	<b>Carrying amount of financial assets</b>		
	Instruments measured at fair value through surplus or deficit	335,155	324,281
	The carrying amount of financial assets represents the fair value of the Association's investment portfolio.		
<b>8</b>	<b>Debtors</b>	<b>2023</b>	<b>2022</b>
	<b>Amounts falling due within one year:</b>	<b>£</b>	<b>£</b>
	Service charges due	12,966	7,614
	Other debtors	400	400
	Prepayments and accrued income	72,409	69,799
		85,775	77,813
<b>9</b>	<b>Creditors: amounts falling due within one year</b>	<b>2023</b>	<b>2022</b>
		<b>£</b>	<b>£</b>
	Trade creditors	73,354	55,148
	Corporation tax	971	-
	Other taxation and social security	20,165	14,029
	Other creditors and deferred income	285,928	263,890
		380,418	333,067



# THE CRUISING ASSOCIATION

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2023

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10 Creditors: amounts falling due after more than one year

	2023	2022
	£	£
Other creditors	38,800	40,000
	<u>          </u>	<u>          </u>

The directors have estimated that £5,000 (2022: £5,000) of the property bonds are repayable within one year leaving £38,800 (2022: £40,000) outstanding as a longer term liability.

11 Fair value reserve

	2023	2022
	£	£
At beginning of year	15,065	51,421
Fair value adjustment to investments	(6,346)	(18,126)
Cumulative fair value adjustment transferred to profit or loss on sale of investments	-	(18,230)
	<u>          </u>	<u>          </u>
At end of year	8,719	15,065
	<u>          </u>	<u>          </u>

12 Liability of members

The liability of members is limited. Every member of the Association agrees to contribute £1 or any smaller amount required if:-

-The Association is wound up while he or she is a member or within a year afterwards; and

-The Association has debts and liabilities which it cannot meet out of its assets.

# THE CRUISING ASSOCIATION

## DETAILED TRADING AND INCOME AND EXPENDITURE ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2023

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		2023		2022
	£	£	£	£
<b>Income</b>				
Sales of services		986,561		874,589
<b>Cost of sales</b>				
Finished goods purchases	196,453		137,765	
		<u>(196,453)</u>		<u>(137,765)</u>
<b>Gross surplus</b>	80.09%	790,108	84.25%	736,824
<b>Other operating income</b>				
Sundry income		138		-
<b>Administrative expenses</b>		<u>(823,781)</u>		<u>(746,676)</u>
<b>Operating deficit</b>		<u>(33,535)</u>		<u>(9,852)</u>
<b>Investment revenues</b>				
Bank interest received	1,245		1,067	
Interest received on Investments	1,868		-	
Dividends from investments measured at fair value	4,139		3,866	
		<u>7,252</u>		<u>4,933</u>
<b>Other gains and losses</b>				
Profit or Loss on disposal of investments measured at fair value		<u>2,129</u>		<u>6,289</u>
<b>(Deficit)/surplus before taxation</b>	2.45%	<u><u>(24,154)</u></u>	0.16%	<u><u>1,370</u></u>

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# THE CRUISING ASSOCIATION

## SCHEDULE OF ADMINISTRATIVE EXPENSES

FOR THE YEAR ENDED 30 JUNE 2023

	2023	2022
	£	£
<b>Administrative expenses</b>		
Wages and salaries	305,839	269,709
Staff pension costs defined contribution	15,701	14,285
Rates	56,764	55,369
Cleaning	8,275	9,499
Power, light and heat	16,368	18,378
Property repairs and maintenance	62,604	39,621
Cruising costs	77,203	86,552
Year book costs	10,508	5,872
Courses, lectures and marketing	74,723	73,782
Advertising	9,071	7,943
Section expenses	600	200
Boat show exhibition costs	10,389	10,644
Computer running costs	46,575	42,504
Member software and support	28,189	27,292
Professional subscriptions	15,726	8,355
Accountancy	5,970	5,100
Bank charges	10,206	6,585
Bad and doubtful debts	(1,614)	4,434
Insurances	10,341	8,947
Printing and stationery	15,806	13,227
Telecommunications	5,157	4,725
Sundry expenses	1,804	1,819
Investment management fees	3,489	4,353
Amortisation	25,313	21,971
Depreciation	8,774	5,510
	<u>823,781</u>	<u>746,676</u>

## CANDIDATE ELECTION NOTES

### CANDIDATE FOR PRESIDENT

#### **Derek Lumb: Proposed by Bob Bradfield, Seconded by Boyd Holmes**

I joined the CA in 2008 and in 2013, despite living on the Isle of Anglesey, I made the fateful decision of responding to a call for those interested in serving on Council. As a result, I served on Council from 2013 to 2016 and again from 2017, becoming a Vice President in 2018 and President in 2021.

After assisting Douglas Newton to organise Celtic Seminars in 2016 and 2017, I took over as Celtic Secretary in 2018 when Douglas moved from Scotland back to East Anglia and I have now been joined by Alan Kohler as Joint Celtic Secretary. I was also a founder member of the Cruising Information Development Group (CIDG) and, prior to becoming CA President, a member of RATS.

In 2023 we again sailed in Atlantic France but a combination of the 90 in 180 Schengen rule, my failure to apply in good time for a French Long Term Tourist visa, the VAT status of my boat and the fact we sail with our pet dog all became too complicated and so we have brought the boat back to the UK. I don't see this as a defeat, more a temporary retreat while we re-group. I have suspended, not cancelled our mooring contract at Arzal.

I suspect many of our members are in a similar position but hopefully things will get easier as workarounds become established and better understood. That is of course where the CA can help. And by the CA I mean the community of members which is the CA.

Professionally I am a retired electrical engineer, having held senior roles in the electricity supply industry ranging from high voltage transmission planning to responsibility for electricity trading for a medium sized generation company. Along the way I have undertaken an assignment for the World Bank, served on a European Committee on Quality of Supply, been a Visiting professor at Manchester (UMIST) and chaired the trustee board of the Electricity Supply Pension Scheme.

I am honoured to have this opportunity to serve as your President for a third year.

### CANDIDATE FOR VICE PRESIDENT

#### **Nick Nottingham: Proposed by Tim Bishop, Seconded by Nigel Southern**

I retired from the British Army as a brigadier in 2019, having served for 30 years. After a year's sabbatical, during which I sailed my yacht around an Atlantic circuit, I became a trustee of several organisations and now spend my time involved with them, as well as undertaking charitable projects for The Cranfield Trust and some mentoring and leadership work. I joined Council in 2021 and led on work to establish the recent Risk Register and Business Plan. In early 2023 I led a study on how we might better support our volunteers. A long-time cruising sailor, I owned a Moody 33 Mk II called Kianga for 9 years, before purchasing my current yacht, a Hallberg Rassy 40 named Spellbinder, in 2017. I have cruised her extensively around the European coastline in the last few years, contributing much to Captain's Mate. I sit on the Cruising Committee of The Royal Yacht Squadron and have been elected to be the Cruising Chair from 2024. I am also an active member of the Royal Cruising Club, Ocean Cruising Club and Army Sailing Association, and am Vice Commodore of the Hallberg Rassy Owners' Association.

## CANDIDATE FOR VICE PRESIDENT

### **Ivan Andrews: Proposed by David Lovejoy, Seconded by Graham Cattell**

I joined the CA in 2000, as we were looking for help in delivering our boat back from the Baltic. The experience taught me the value of the Association's ethic in sailors helping one another, and as a consequence I have been an 'active' volunteer since 2005.

I was the CA 'Webmaster' for 9 years. Since 2018 I have been a member of CIDG and heavily involved in the project improving the CA's Cruising Information services.

I would like to use my time as Vice President to press for improvements in the services the Association offers to members, so that they remain relevant to the evolving need of Cruisers, particularly in the digital age.

My professional background is in high performance software engineering, and I have over 35 years of experience running IT projects both large and small.

## CANDIDATE FOR ELECTION TO COUNCIL

### **Bob Slay: Proposed by Bob Garrett, Seconded by Fay Cattell**

I spent 36 years in the Army, throughout which I enjoyed dinghy sailing, offshore sailing from Kiel and Gosport, and conducting informal sail training. On retiring in 2020, my wife and I bought a 45' John Negus wooden ketch, and became keen members of the CA. We have spent 6 months a year onboard, taking Hekla of Banff from Plymouth to the Gulf of Bothnia via Cape Wrath, and this year joined the Baltic Section Rally to the Aland Islands. My roles in the military - including staff jobs in the fields of programme management, operations and manpower planning - utilised my analytical and numerical skills in delivering complex projects and change programmes with significant budgets. I live in Salisbury and am a member of the CA Wessex Section. I have much appreciated both the information gathered and social connections established through my CA membership, use of the CA House Library and friends made at CA events, and now offer my skills to supporting the CA's continued development through serving as a member of Council.

## CANDIDATE FOR ELECTION TO COUNCIL

### **Paul Eedle: Proposed by Caroline Milmo, Seconded by Bob Garrett**

I have found the CA an invaluable support over the last five years since I plunged into the welcoming but challenging world of owning and skippering a historic wooden boat, my 1907 Looe lugger Guiding Star ([guidingstar1907.com](http://guidingstar1907.com)). The crewing service has introduced me to people who have become regular crew and good friends, the library and Captain's Mate have enabled me to plan cruises across the Channel and the system of HLRs has helped me to navigate post-Brexit immigration procedures in France.

I am standing for election to Council because I would like to support the CA in continuing to develop these very practical services to members. My professional experience which I hope might be useful is in media, as a correspondent and manager at Reuters and then starting my own business making web content, TV news features and documentaries. I retired in 2018 to write and sail.

I started sailing relatively late, in my 50s, when I lived in Doha on the Persian Gulf. I learned to race a Laser in fickle sea-breezes and took RYA yacht courses on holidays in Greece and the UK. When I came back to London in 2014, I fell in love with the simplicity and excitement of old

wooden boats during two seasons sailing on a friend's 1904 gaff cutter and bought Guiding Star in 2016.

#### CANDIDATE FOR HONORARY TREASURER

##### **Nick Clayton - Proposed by Ivan Andrews, Seconded by Iain Greig**

My first sailing experience, as an 8- or 9-year-old, was in my Dad's wooden Enterprise on gravel pits near our home in Hertfordshire. More than 50 years later, after plenty of sailing with friends and family, several bare-boat charter holidays, and a leg of the Clipper Round the World Race I am, with my wife Amanda, now in the 8th year of ownership of Ernestina, our Contest 48cs. We have enjoyed a couple of seasons in the Baltic before crossing the Atlantic where we spent 3 seasons in the Eastern Caribbean, including COVID lockdown in Martinique. This year we headed north via the BVI's, Puerto Rico, Dominican Republic and the Bahamas to the US East Coast and have left Ernestina ashore up the Chesapeake where she will spend this winter.

As a Chartered Accountant working in business throughout my career I have gained wide-ranging commercial and financial management experience across varied sectors and I am delighted to be able to contribute to the CA whose resources we have found invaluable.

#### CANDIDATE FOR HONORARY SOLICITOR

##### **Jennifer Bowes: Proposed by Bob Garrett, Seconded by Marie Ross**

I qualified as a solicitor in 2010 and am a commercial litigation partner at Trethowans, a regional law firm based in Southampton. I specialise in contract disputes, professional negligence claims, construction disputes, intellectual property matters, breach of confidence, and well as insolvency related litigation, shareholder and director disputes.

I was brought up sailing a 26' old gaffer with my Dad which we sailed around the Solent, the West County and the Scilly Isles, and offshore to the Channel Islands and the north coast of France. I now sail with my husband and two boys. I have owned three boats myself including a Signet 20, a Cobra 750 and now my current boat which is a Beneteau Oceanis 323 called Stormtrooper which we kept on the Hamble river until recently. We took a 6-month sabbatical this year and sailed from Marseille to Montenegro then on to Venice and back to Montenegro where she is currently laid up.

# Proposed Changes to the Articles of Association of the Cruising Association

## Introduction

This document provides an explanation and overview of the full range of changes with explanations.

## AGM Participation Online

Over the last few years the CA has increased its use of online meetings. This has enabled more members, especially those some distance from CA House, to play a greater part in the Association. CA Council wish to extend this wider access and participation to the Annual General Meeting (AGM) of the Cruising Association, this being one of the key meetings for reviewing the past and planning for the future.

In order for members who join the AGM online to be able to vote in its proceedings it is necessary to make changes to the CA's Articles of Association.

## Indemnities for Volunteers

A review of the CA's indemnities and insurance for members acting on behalf of the Association as volunteers with the increased range and complexity of issues being addressed has generated the need to change the Articles of the Association to provide an indemnity, supported by a new insurance policy, to those volunteers.

## Other Updates

Having decided to make this particular change to the Articles of Association, it was decided that certain other text within the Articles also required some more minor changes to better reflect how the CA operates today.

For clarity the following sets out the key changes proposed.

Paragraph(s)	Explanation and key text
1.2	<p><i>The use of faxes has declined but the use of email is now common.</i></p> <p><i>The Definition of "Signed" to change from:</i>            Shall include faxes of signatures.  <i>To:</i>            Shall include electronically signed and emailed from a member's registered email address.</p> <p><i>The Definition of "In Writing" to remove "or fax" from:</i>            ...including by e-mail or fax.  <i>To:</i>            ...including by email.</p>

3.3	<p><i>The Companies Act requires that a register of members must be open for inspection but this can be limited to particular times:</i></p> <p><i>Change text from:</i> The register is available for inspection.</p> <p><i>To:</i> The register is available for inspection during office hours and with reasonable notice being given.</p>
7.1	<p><i>This section refers to ways in which a members membership may, in certain circumstances, be suspended but it required definition of a senior Vice President which we do not have.</i></p> <p><i>Change text from:</i> The President or, in his absence, the senior Vice President, may suspend the rights of any member by giving the member notice in writing.</p> <p><i>To:</i> The President or, in his absence, a Vice President, may suspend the rights of any member by giving the member notice in writing.</p>
10.2	<p><i>Article 10.2 Change text from:</i> <i>On receipt of such requisition, the President or, in his absence, the senior available Vice-President, shall arrange for a meeting to be held within six weeks.</i></p> <p><i>To:</i> <i>On receipt of such requisition, the President or, in his absence, a Vice-President, shall arrange for a meeting to be held within six weeks.</i></p>
13.1	<p><i>This Section defines the quorum for a General Meeting of the Cruising Association and requires members to be physically present to be counted towards the quorum. The CA wishes to include those members who participate in a meeting remotely.</i></p> <p><i>Change the text from:</i> Business may be done at a general meeting only if a quorum of Entitled Members is present in person.</p> <p><i>To:</i> Business may be done at a general meeting only if a quorum of Entitled Members is present or participating by way of an online meeting platform when the meeting begins to deal with its business.</p>
17.1	<p><i>Currently only members present physically at a General Meeting may vote but the CA wishes to extend this to those members participating in a General Meeting remotely.</i></p> <p><i>Change:</i> At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands of Entitled Members unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the Chairman or an Entitled Member or member's representative who is present or online. Entitled Members may vote by a proxy.</p> <p>cont.....</p>



17.1	<p><i>cont.....</i></p> <p><i>To:</i> At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands of Entitled Members present and online unless a poll is demanded (before or after the result of the show of hands is declared). A poll of those present and online can be demanded by the Chairman or an Entitled Member or member's representative who is present or online. Entitled Members may vote by a proxy.</p>
20.1	<p><i>Modern business practices do not have "minute books" as documents are stored electronically.</i></p> <p><i>Change reference to:</i> minute book</p> <p><i>To:</i> minutes</p>
28.1	<p><i>Change:</i> The Council must have minutes entered in the minute books</p> <p><i>To:</i> The Council must cause minutes to be recorded</p>
28.2	<p><i>Add:</i> Such minutes may be stored and archived in electronic form.</p>
25.1	<p><i>Taking into account the change towards electronic banking and payment cards held by some staff.</i></p> <p><i>Change:</i> All payments, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall indicate the name of the Association in full and must be signed, drawn, accepted, or otherwise made in a way that the Council decides from time to time and cheques shall be signed by two Council Members unless Council otherwise decides.</p> <p><i>To:</i> All payments, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be authorised electronically or signed by two authorised signatories. Authorised signatories and any payment limits will be decided by Council from time to time. Exceptionally, Association staff who are provided with bank payment cards to enable them to carry out their duties will have sole authorisation for payments on such cards, within limits set by Council.</p>
26. 26.4	<p><i>Add to the list of those provided with an indemnity.</i></p> <p><i>Change the section title:</i> ...Indemnity of Council Members</p> <p><i>To:</i> ...Indemnity of Council Members, Staff and Volunteers</p> <p><i>cont.....</i></p>

<p>26. 26.4</p>	<p><i>cont.....</i></p> <p><i>Add:</i> 26.4 Subject to and to the extent permitted by the Act, any staff, permanent contractor, or member in their role as a volunteer carrying out activities as part of their Association remit; and as specified in guidance notes or as established by custom and practice or as approved by Council and in good faith shall be entitled to be indemnified out of the assets of the Association against all costs and liabilities incurred by him in relation to any legal proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him.</p>
<p>29.2</p>	<p><i>Reference to “ballot” is inconsistent.</i></p> <p><i>Change:</i> ... ballot <i>To:</i> ... vote</p>
<p>38.4 40.3</p>	<p><i>With the growing remit of CA committees and groups Council sees both a need to reduce the burden to report on activities “as soon as possible” but a need to be alerted urgently to any adverse impacts.</i></p> <p><i>Minute books are no longer physically kept but minutes stored electronically.</i></p> <p><i>Change:</i> All acts and proceedings of the committees and groups must be reported to Council as soon as possible. <i>To:</i> All acts and proceedings of the committees and groups which could have adverse financial, legal or reputational impact on the Association must be reported without delay to Council, and other reports provided to Council regularly.</p> <p><i>Change:</i> A committee must have minutes entered into minute books. Copies of these minutes must be available to all Council Members. <i>To:</i> A committee must cause minutes of proceedings to be recorded. Copies of these minutes must be available to all Council Members.</p>
<p>45 &amp; 45.1</p>	<p><i>Accounting information is stored electronically hence a change to the terminology for clarity.</i></p> <p><i>Change:</i> Books must be Kept at the Office The books of accounts must be kept at the Office or at other places decided by the Council. The books of accounts must always be open to inspection by Council Members. <i>To:</i> Accounting Records must be Kept at the Office The accounting records must be kept at the Office or at other places decided by the Council. The accounting records must always be open to inspection by Council Members.</p>

46 & 46.1	<p><i>Change:</i>  Inspection of Books  The Council Members must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Council Members. A member who is not a Council Member may only inspect a book of account or document of the Association if the right is given by law or authorised by the Council Members or a general meeting.</p> <p><i>To:</i>  Inspection of Accounting Records  The Council Members must decide whether, how far, when, where and under what rules the accounting records may be inspected by members who are not Council Members. A member who is not a Council Member may only inspect accounting records or a document of the Association if the right is given by law or authorised by the Council Members or a general meeting.</p>
50.1 50.2 50.3	<p><i>Fax is no longer common.</i></p> <p>In each paragraph remove reference to “fax”.</p>

THE COMPANIES ACTS 1985 AND 1989

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF THE CRUISING ASSOCIATION

[Amended by Special Resolutions on 15th November 2023]

1. Meaning of Words

1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2

Words	Meanings
Act	The Companies Acts 1985, 1989 and 2006, and as amended by subsequent acts
Association Secretary	The Company Secretary as appointed by Council.
Articles	These Articles of Association
Association Year	The period of time from one Annual General Meeting of the Association in its incorporated form to the end of the next such meeting
Council	The Council of Council Members of the Association whose members are the Directors of the Association
Chairman	The Chair of any General Meeting of the Association or of Council or any committee or group
Clear Day	24 hours from midnight following the relevant event
Entitled Member	Means those persons admitted to the membership category (as determined in the Regulations laid down by Council) that entitles them to vote and exercise the other powers of a member under the Act
Flag Officer	An elected or co-opted office holder and Council Member for whom the Flag Regulations permit the flying of special flags on their boats – restricted by these articles to the President, Vice President(s) and the Chairman of Council.
General Manager	The General Manager of the Association or person carrying out the role with another title, appointed by the Council.
Indemnity Insurance	Insurance against personal liability incurred by any Council Member or any person carrying out services for the Association for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Council Member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Honorary Local Representatives	Members or non-members appointed by Council in cruising areas around the world to provide cruising information and assistance to members
Honorary Officer	A member appointed by Council under Article 29.4.2(c)
Honorary Solicitor	A member elected or co-opted in accordance with Article 29.4.2(b)
Honorary Treasurer	An Entitled Member elected or co-opted in accordance with Article 29.1(c)
Local Vice President	A member appointed by Council under Article 29.4(d)
Month	Calendar month
Office	The registered office of the Association
President	The President of the Association elected in accordance with Article 29.1(b)

Vice President	Vice President(s) of the Association elected or co-opted in accordance with Article 29.1(b)
Regulations	Any Rules, Standing Orders or Regulations made in accordance with these Articles
Seal	The common seal of the Association
Signed	Shall include electronically signed and emailed from a member's registered email address
Taxable Trading	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax
Council Members	The Directors of the Association
United Kingdom	Great Britain and Northern Ireland
In Writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail

1.3 Words in the singular form include the plural and vice versa. Words in the masculine gender include the feminine and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Association will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Memorandum or Articles.

## 2. The Constitution of the Association; Rights of Inspection by Members

2.1 The Association is established for the Objects shown in the Memorandum of Association.

2.2 A copy of the Memorandum and Articles and any Regulations must be available for inspection at the Office.

## 3. Members

3.1 The number of members of the Association is unlimited.

3.2 The Association must keep at the Office a register of members showing their name, address and date of membership.

3.3 The register is available for inspection during office hours and with reasonable notice being given.

## 4. Membership

4.1(a) The initial members are the subscribers who signed these Articles.

4.1(b) All those persons who were fully paid up members of the Association in its unincorporated form on 30th June 2006 shall be members of the Association in its incorporated form on 1st July 2006.

4.2 Membership is open to any individual or organisation, either in the United Kingdom or abroad, who applies to the Association and follows the procedures set by the Council from time to time and who is admitted by the Council to membership. Notification of election and a copy

of the Rules and Regulations shall be sent to every successful candidate.

4.3 A member which is an organisation must, if asked, give a copy of its constitution to the Association.

4.4. The Council may establish membership categories and fix such subscriptions as it sees fit and may provide that some classes of member have none of the rights granted to Entitled Members by the Memorandum of Association and these Articles or the Act.

4.5 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Association, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Association's request. The representative has the right to attend and to vote at general meetings of the Association and any vote given shall be valid unless prior to the vote the Association receives written notice ending the representative's authority.

4.6 Members which are organisations stop being members in the same way as individual members stop being members.

4.7 The Council may delegate the power to admit members.

## 5. No transfer of Membership

5.1 None of the rights of any member of the Association may be transferred or transmitted to any other person.

## 6. Ending of Membership

6.1 A member stops being a member of the Association if:

- a) the member resigns from membership by giving notice in Writing to the Association;

or

- b) membership is ended under Article 7; or
- c) the member's subscription remains unpaid three months after it is due, but that member may be re-elected at the discretion of Council.

## 7. Expulsion and Suspension from Membership

7.1 The President or, in his absence, a Vice President, may suspend the rights of any member by giving the member notice in writing.

7.2 A committee appointed by the Council shall consider the expulsion or suspension of a member, the member having been given twenty-one days' written notice of such meeting, within which period he or she may send to the Association a written statement which shall be considered by the Committee before voting on the expulsion or suspension. The member may attend and speak at the meeting. The decision of the Committee shall be that of a simple majority of those attending with, in the case of an equality of votes, the Chairman of the meeting having a second, casting, vote. The member shall be given written notice of the Committee's decision and that decision shall be final unless the member appeals under Article 7.3.

7.3 If the member wishes to appeal, he or she may, within 21 days after receiving notice of the Committee's decision, send to the Association a written statement which shall be considered by Council before voting on the expulsion or suspension. The decision of the Council shall be that

of a simple majority of those attending, with the case of an equality of votes the Chairman of the meeting having a second, casting, vote. The decision of the Council shall be final.

7.4 The Council may in their Regulations provide for the suspension of members who are in breach of the Rules or Regulations.

## 8. General Meetings

8.1 Each year, the Association must hold an annual general meeting within ten months of the end of the financial year, in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it. Not more than 15 months must pass between one annual general meeting and the next.

8.2 The Association will give members notice of the date of the annual general meeting by posting an announcement in both the Association's member magazine and on its website no less than three months in advance of the meeting; such notice to include a call for nominations for candidates as Council Members, Hon. Treasurer, and Hon. Solicitor, and notice of any motion under 8.3.

8.3 Twenty or more Entitled Members may submit a motion for the agenda of an annual general meeting. Such motion must be received in writing by the General Manager two months before the Meeting.

## 9 Extraordinary General Meetings

9.1 All general meetings except annual general meetings are called extraordinary general meetings.

## 10. Calling of Extraordinary General Meetings

10.1 The Council may call an extraordinary general meeting whenever it wishes. Such a meeting must also be called if not less than one percent of Entitled Members of the Association request it in writing to the General Manager (i.e. sign it and state the business to be transacted).

10.2 On receipt of such requisition, the President or, in his absence, a Vice-President, shall arrange for a meeting to be held within six weeks.

## 11. Notice of General Meetings

11.1 An annual general meeting and a meeting called for the passing of a special resolution must be called by giving at least 14 Clear Days' notice in Writing. Other general meetings must be called by giving at least 14 Clear Days' notice in Writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. Notice of the meeting must be given to everyone entitled by these Articles to receive it.

## 12. Ordinary and Special Business at General Meetings

12.1 At an Extraordinary General Meeting all business will be treated as special business. At an Annual General Meeting all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Council Members and auditors, the election of Council Members in place of those retiring, the appointment of auditors, and the fixing of the remuneration of the auditors.

## 13. Quorum

13.1 Business may be done at a general meeting only if a quorum of Entitled Members is present or participating by way of an online meeting platform when the meeting begins to deal with its business. A quorum is twenty Entitled Members unless shown differently below.

#### 14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of Entitled Members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting must be adjourned to another day, time and place as the Council may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the Entitled Members present will be a quorum.

#### 15. Chairman

15.1 At a general meeting the chair shall be taken by the President or, in his absence, by a Vice-President. In the absence of all Vice- Presidents, or if they are unwilling to act, it shall be taken by some person selected by and from among the Entitled Members.

#### 16. Adjournment of the Meeting

16.1 The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

16.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting or of the business to be done at it.

#### 17. Voting on Resolutions

17.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands of Entitled Members present and online unless a poll is demanded (before or after the result of the show of hands is declared). A poll of those present and online can be demanded by the Chairman or an Entitled Member or member's representative who is present or online. Entitled Members may vote by a proxy.

#### 18. Proxies

18.1 A person holding a proxy may vote on any resolution.

18.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointor and shall be in any usual or common form or in such other form as the Council may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office 48 hours prior to the general meeting, with the Association Secretary or the Chairman of that meeting.

18.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before





the Hon. Solicitor is not ex officio a member of the Council but is entitled to attend Council meetings.

## 20. Declaration of Chairman is Final

20.1 Unless a poll is demanded, the Chairman's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minutes is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minutes.

20.2 The demand for a poll may be withdrawn.

## 21. When a poll is taken

21.1 A poll must be taken immediately, if it is correctly demanded to elect a Chairman or to decide upon an adjournment. Polls about other things will be taken whenever the Chairman says so. Business which is not the subject of a poll may be dealt with before or during the poll.

21.2 The Chairman will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

## 22. Voting and Speaking

22.1 Every Entitled Member including the Chairman has one vote. If the votes are level, the Chairman has a casting vote.

22.2 The auditor or reporting accountant has the right to attend and speak.

## 23. Management by the Council

23.1 The business of the Association is managed by the Council. It may pay all the expenses of promoting and registering the Association. It may use all powers of the Association which are not, by the Act or by these Articles, required to be used by a general meeting of the Association. But the Council Members are at all times governed first by the Act, second by the Memorandum and Articles, and third by any Regulations that the Council may prescribe.

## 24. Payment of Subscriptions

24.1 All members must pay the subscriptions (if any) that the Council decides from time to time. The Council may fix differing rates for subscriptions. In the case of changing subscription rate, affected members shall be given at least one month's notice in writing.

## 25. Cheques and Bills etc

25.1 All payments, cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be authorised electronically or signed by two authorised signatories. Authorised signatories and any payment limits will be decided by Council from time to time. Exceptionally, Association staff who are provided with bank payment cards to enable them to carry out their duties will have sole authorisation for payments on such cards, within limits set by Council.

## 26. Indemnity of Council Members, Staff and Volunteers

26.1 In the management of the affairs of the Association no Council Member nor the Hon. Solicitor shall be liable (to the extent permitted by the Act) for any loss to the property of the Association arising by reason of:

- a) investment made in good faith (so long as the Council Member or the Hon. Solicitor (as the case may be) sought professional advice before making such investment);  
or

- b) negligence or fraud of any agent employed by any Council Member or the Hon. Solicitor (as the case may be) in good faith (provided reasonable supervision shall have been exercised); or
- c) any mistake or omission made in good faith by any Council Member or the Hon. Solicitor (as the case may be); or
- d) by reason of any other matter or thing other than fraud, wrongdoing or wilful omission on the part of the Council Member or the Hon. Solicitor (as the case may be).

26.2 Subject to and to the extent permitted by the Act, but without prejudice to any indemnity to which he may otherwise be entitled every Council Member and the Hon. Solicitor shall be entitled to be indemnified out of the assets of the Association against all costs and liabilities incurred by him in relation to any proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him as a director or office holder save that no such person shall be entitled to be indemnified:

- a) for any liability incurred by him to the Association or any associated Association of the Association (as defined by the Act for these purposes);
- b) for any fine imposed in criminal proceedings;
- c) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- d) for any costs for which he has become liable in defending any criminal proceedings in which he is convicted and such conviction has become final;
- e) which a final judgment has been given against him; and
- f) for any costs for which he has become liable in connection with any application under sections 144(3) or 144(4) or 727 of the Act in which the court refuses to grant him relief and such refusal has become final.

26.3 Every Council Member and the Hon. Solicitor shall be entitled to have funds provided to him by the Association to meet expenditure incurred or to be incurred in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a director or office holder, provided that he will be obliged to repay such amounts no later than:

- a) in the event he is convicted in proceedings, the date when the conviction becomes final;
- b) the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- c) in the event of the court refusing to grant him relief on any application under sections 144(3) or (4) or 727 of the Act, the date when refusal becomes final.

26.4 Subject to and to the extent permitted by the Act, any staff, permanent contractor, or member in their role as a volunteer carrying out activities as part of their Association remit; and as specified in guidance notes or as established by custom and practice or as approved by Council and in good faith shall be entitled to be indemnified out of the assets of the Association against all costs and liabilities incurred by him in relation to any legal proceedings (whether criminal or civil) which relate to anything done or omitted or alleged to have been done or omitted by him.

27. Payment of reasonable expenses to Council Members

27.1 If Council decides to do so, Council Members may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Association but shall not be paid any other remuneration except as permitted in the Memorandum of Association.

## 28. The Keeping of Minutes

28.1 The Council must cause minutes to be recorded :

- a) of all appointments of officers by the Council;
- b) of the names of the Council Members present at each of its meetings and of any committee of the Council;
- c) of all resolutions and proceedings at all meetings of:
  - i. The Association;
  - ii. The Council; and
  - iii. Committees of the Council.

28.2 Such minutes may be stored and archived in electronic form.

## 29. Council and Honorary Officers

29.1 The Council shall consist of:

- a) A maximum of nine Entitled Members of the Association not being the President or a Vice-President, three (or when a higher number of vacancies occurs such higher number) of whom shall be elected for three Association Years at each annual general meeting and who, unless co-opted pursuant to the following provisions of this Article 29.1(a), shall not be eligible for an immediately consecutive period in that office. Subject to the maximum number stated in this Article, the Council may co-opt as a Council Member an Entitled Member who is willing to act as such, either to fill a vacancy or as an additional Council Member. A Council Member co-opted under this Article only will hold office only until the next annual general meeting, when he shall be eligible to seek election as a Council Member but, if not elected, he will automatically vacate office at the end of that meeting.
- b) The President and one or more Vice-Presidents, to be nominated by Council and elected by a ballot of members at each annual general meeting, but who may not hold office for more than three Association Years consecutively. Periods in office while filling a casual vacancy shall not be reckoned for this purpose. In the event of the President or a Vice President not completing their term in office for any reason, Council may co-opt and appoint an Entitled Member to cover the resulting vacancy for the remainder of the Association Year;
- c) The Honorary Treasurer to be elected annually at the annual general meeting or, in the case of a casual vacancy, be co-opted by Council to serve until the next annual general meeting. (If no Honorary Treasurer is elected, the Chairman of the Finance Audit and Compliance Committee may attend Council meetings but shall not, ex officio, be a member of Council.)

29.2 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a vote.

29.3 In calculating terms of office service in the Association in its unincorporated form shall be counted.

29.4 The Officers of the Association shall be :

29.4.1 The Flag Officers

- a) The President;
- b) The Vice-President(s);
- c) The Chairman of Council

29.4.2 The Honorary Officers

- a) the Honorary Treasurer, elected or co-opted in accordance with the provisions laid down in Article 29.1(c) above;
- b) the Honorary Solicitor, to be elected annually at the annual general meeting or, in the case of a casual vacancy, be co-opted by Council to serve until the next annual general meeting. The Honorary Solicitor may attend Council Meetings but shall not ex officio be a member of Council;
- c) such other Honorary Officers (with appropriate title) as Council may appoint for such periods as Council may determine;
- d) any Entitled Member appointed by Council as a Local Vice-President subject to such Regulations as Council lay down.

None of the above, with the exception of the Honorary Treasurer, shall be a member of Council.

30. Notification of Change of members of the Council to the Registrar of Companies

30.1 All appointments, retirements or removals of Council Members and the Association Secretary must be notified to the Registrar of Companies.

31. Ending of Council Membership

31.1 A Council Member ceases to hold office if he:-

- a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- b) becomes barred from membership of the Council because of any order made under the Act; or
- c) becomes incapable whether mentally or physically of managing his own affairs; or
- d) resigns the office by notice in writing to the Association but only if at least three Council Members will remain in office when the resignation takes effect; or
- e) is absent from four consecutive meetings of the Council Members and is asked by a majority of the other Council Members to resign;
- f) is directly or indirectly involved in any contract with the Association and fails to declare the nature of his interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract; or
- g) is removed from office.

32. Removal of a Council Member by a General Meeting

32.1 A general meeting of the Association may remove any Council Member before the end of his period of office whatever the rest of these Articles or any agreement between the Association and the Council Member may say.

32.2 Removal can take place only by the Association passing an ordinary resolution saying so.

Member(s) of the Association must give a notice to the Association of intention to remove a Council Member and/or appoint a replacement. At least 28 Clear Days' notice must be given to the Association and subsequently at least 21 Clear Days' notice to the membership. Once the Association receives such notice it must immediately send a copy to the Council Member concerned. He has a right to be heard at the general meeting. He also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Council Member may require it to be read to the meeting.

### 33. Meetings of the Council

33.1 The Council may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

33.2 The President or such other Council Member as Council may elect shall chair Council Meetings

33.3 Questions arising at any meeting must be decided by a majority of votes. Every Council Member has one vote including the Chairman. If the votes are equal, the Chairman has a second or casting vote.

33.4 A Council Member may, and the Secretary if requested by a Council Member must, summon a meeting of the Council.

33.5 Notice of a meeting may be given by suitable electronic means approved by the Council.

33.6 Meetings may be held in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants.

33.7 Notices and minutes of Council meetings shall be sent to all members of the Council and Chairmen of committees appointed by the Council.

### 34. Quorum for the Council

34.1 The quorum necessary for business to be done at a Council meeting is five.

### 35. Vacancies on the Council

35.1 The Council may act despite any vacancy on the Council, but if the number of Council Members falls below the quorum, it may act only to summon a general meeting of the Association.

### 36. A Resolution may be Approved by Signature Without a Meeting

36.1 A resolution in Writing Signed by all the Council Members or any committee is as valid as if it had been passed at a properly held meeting of the Council or committee. The resolution may consist of several documents in the same form signed by one or more members of the Council or committee.

### 37. Validity of Acts Done at Meetings

37.1 If it is discovered that there was some defect in the procedure at a meeting anything done before the discovery at any meeting of the Council is as valid as if there were no defect.

37.2 If it is discovered that there was some defect in the appointment of a Council Member or that he was disqualified, anything done before the discovery at any meeting of the Council is as

valid as if there were no defect or disqualification.

### 38. Delegation by the Council to Committees

38.1 The Council may delegate the administration of any of its powers to committees consisting of one or more Council Members and a committee must conform to any rules that the Council imposes on it.

38.2 The Council may co-opt any person or persons to serve on the committee.

38.3 The Council may also delegate the administration of any of its powers to committees and groups consisting of co-opted members and a committee or group must conform to any rules that Council imposes on it.

38.4 All acts and proceedings of the committees and groups which could have adverse financial, legal or reputational impact on the Association must be reported without delay to Council, and other reports provided to Council regularly.

### 39. Chairmen of Committees

39.1 A committee may elect a chairman of its meetings if the Council does not nominate one.

39.2 If at any meeting the committee's chairman is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chairman of the meeting.

### 40. Meetings of Committees

40.1 A committee may meet and adjourn whenever it chooses.

40.2 Questions at the meeting must be decided by a majority of votes of the members present.

40.3 A committee must cause minutes of proceedings to be recorded. Copies of these minutes must be available to all Council Members.

### 41. Appointment and Removal of the Association Secretary

41.1 The Council may appoint and remove the Association Secretary and may decide his period of office, pay if not a Council Member and conditions of service.

### 42. Actions of Council Members and Association Secretary

42.1 The Act says that some actions must be taken both by a Council Member and by the Association Secretary. If one person is both a Council Member and the Association Secretary, it is not enough for him her to do the action first as a Council Member and then as Association Secretary or vice versa.

### 43. The Seal

43.1 If the Association shall decide to use an Association seal the Council must provide safe custody of the Seal.

43.2 The Seal may only be used as the authority of the Council or of a committee authorised by the Council to use it.

43.3 Everything to which the Seal is affixed must be:

- a) signed by a member of the Council; and
- b) countersigned by the Association Secretary or by a second Council Member or by some other person appointed by the Council for that purpose.

#### 44. Proper Accounts must be Kept

44.1 Accounts shall be prepared in accordance with the Act.

#### 45. Accounting Records must be Kept at the Office

45.1 The accounting records must be kept at the Office or at other places decided by the Council. The accounting records must always be open to inspection by Council Members.

#### 46. Inspection of Accounting Records

46.1 The Council Members must decide whether, how far, when, where and under what rules the accounting records may be inspected by members who are not Council Members. A member who is not a Council Member may only inspect accounting records or documents of the Association if the right is given by law or authorised by the Council Members or a general meeting.

#### 47. Profit and Loss Account and Balance Sheets

47.1 The Council must, for each accounting reference period, put before a general meeting of the Association such reports, statements or accounts as are from time to time required by law.

47.2 The Council must file with the Registrar of Companies all annual returns and other documents that are required to be filed.

#### 48. Copies for Members

48.1 Such documents as are required by the Act must be sent to members of the Association at least 21 Clear Days before the date of the Annual General Meeting.

48.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Association does not know.

#### 49. Appointment of Reporting Accountants or Auditors

49.1 The Association shall appoint a properly qualified accountant or properly qualified auditors or such other person as permitted by the Act to audit or report on the accounts.

#### 50. Service of Notices

50.1 The Association may give notice to any member either personally or by delivering it or sending it by ordinary post to the member's registered address or by sending it by email. If the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he has given the Association for that purpose. Council will make a Regulation to ensure that overseas members are given the same notices as are given to members with addresses in the United Kingdom.

50.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by email it will be treated as properly sent if the Association receives no indication that it has not been properly sent.

50.3 The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by email, the notice will be treated as having been received 24 hours after having



been successfully sent.

50.4 Notice may also be given by any other means permitted by the Act.

#### 51. Accidental Omission of Notice

51.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

#### 52. Who is Entitled to Notice of General Meetings

52.1 Notice of every general meeting must be given to:

- a) every member (except those members who lack a registered address within the United Kingdom and have not given the Association an address for notices within the United Kingdom);
- b) Overseas members in accordance with the Regulation laid down in 50.1;
- c) the reporting accountants or auditor of the Association;

52.2 No one else is entitled to receive notice of general meetings.

#### 53. Alteration of the Articles

53.1 The Association may alter these Articles only by a special resolution at a general meeting at which 75% of those voting vote in favour of it.

#### 54. Regulations

54.1 The Council may make such Regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No Regulation may be made which invalidates any prior act of the Council which would otherwise have been valid.

54.2 Amendments or additions shall be displayed on the Association's notice board and be circulated in the next general mailing. The Council shall ensure that members are, on request, provided with up-to-date copies of the Regulations.

#### 55. Dissolution of the Association

55.1 The Council or a general meeting may decide at any time to dissolve the Association. The Association shall then call a meeting of all members entitled to notice of general meetings.

55.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

Signatures, names, addresses and occupations of subscribers

R D Guilleret  
128, Dundee Wharf  
100 Three Colt Street  
London E14 8AY

Richard Paul Charles Gapper  
Officers Terrace  
The Historic Dockyard  
Chatham Kent ME4 4LJ

Retired

Retired

Dated this 15th day of May 2006

Witness to the above signatures

Name: Charles William Morland

Address: 15 Clickers Road,  
Wensum Park View,  
Norwich NR3 2DD

Occupation: Retired Finance Director