

ABERDEEN BOAT CLUB LIMITED

MINUTES OF THE ANNUAL GENERAL MEETING OF THE ABERDEEN BOAT CLUB LIMITED HELD ON MONDAY, 30 NOVEMBER 2015, AT THE CLUBHOUSE, 20 SHUM WAN ROAD, ABERDEEN, HONG KONG

1. OPENING OF THE ANNUAL GENERAL MEETING

The Commodore took the chair and opened the meeting at 7:14 pm, with 68 members present.

The Notice convening the Annual General Meeting, with the Agenda, had been in members' hands the prescribed length of time stipulated in the Articles of Association.

2. ADOPTION OF THE ANNUAL GENERAL MEETING MINUTES

The Commodore called for a proposer and a seconder to adopt the minutes of the 2014 AGM which was sent to the members on 7 Nov 2015.

Stephen Hilton proposed them and Barry Hill seconded them, all were in favour. The minutes were approved.

3. GENERAL COMMITTEE REPORTS

The report of the Committees covering the activities of the Club for the year ended 30 June 2015 was sent to all members on the 7 November 2015 and were taken as read.

4. ADOPTION OF THE 2013-2014 ACCOUNTS

The Commodore called for a proposer and a seconder to adopt the Accounts ended on 30 June 2015, which were sent to the members on 7 Nov 2015.

John Binks and Charles Doyle respectively put their name forward to propose and second the annual accounts.

All were in favour and the accounts were adopted.

5. ELECTION OF GENERAL COMMITTEE MEMBERS

The Commodore confirmed that (10) ten General Committee members were due to retire and that (1) one was not seeking re-election while (9) were seeking re-election therefore creating 10 spaces for election at this AGM.

The Club received (7) new Members nomination for election in due time.

Having received 16 nominations for 10 spaces on the General Committee, the Commodore called for a vote after having reminded the voting procedure and the composition of the General Committee stated in article 29a.

Declaration of potential conflict of interest

This was sent to all General Committee Members hopeful on 23rd November with a deadline to reply not later than 30 minutes prior the opening of the AGM

10 were received in due time

- | | |
|--------------------|--|
| 1. John Berry | Declared a conflict of interest in regards to the Development of Middle Island and stated that he is not involved in any Club decision for this project but only act as a representative of his company. |
| 2. Alan Child | Declared a conflict of interest in regards to the Development of Middle Island and stated that he is not involved in any Club decision for this project but only act as a representative of his company. |
| 3. Chris Pooley | Declared no conflict of interest |
| 4. Eric Tang | Declared no conflict of interest |
| 5. Nick Horvah | Declared no conflict of interest |
| 6. Ian Skeggs | Declared no conflict of interest |
| 7. Graham Price | Declared no conflict of interest |
| 8. Tim Edmonds | Declared no conflict of interest |
| 9. Franklin Heng | Declared no conflict of interest |
| 10. Stephen Hilton | Declared no conflict of interest |

6 were not received in due time and therefore considered ipso facto having no conflict of interest.

1. James Ross
2. Wayne Robinson
3. Stuart Moran
4. Ryan Mann
5. Kim Stuart
6. Olivier Besson

Proxies

The Club received in due time 32 Proxies appointments for which due process handling them was confirmed by the Honorary Secretary Nick Horvath.

The 9 Committee Members due for re-election and seeking re-election were:

	<u>Proposed by:</u>	<u>Seconded By:</u>
1. Nicholas Horvath	Matthew Johnson	John Binks
2. John David Berry	Christopher Pooley	Nick Horvath
3. Christopher Pooley	John Berry	Kevin Crowe
4. James Ross	Matthew Johnson	Graham Price
5. Eric Tang	Nick Horvath	Christopher Pooley
6. Graham Price	Mark O Clift	Wayne Thompson
7. Alan Child	Christopher Pooley	John Berry
8. Stephen Hilton	Mark O Clift	Bob Alyswoth
9. Wayne Robinson	Mark O Clift	Graham Price

The 1 Committee Member who did not seek re-election was:

1. Jo Allum who would step-down at the AGM.

The 7 new Candidates for election at this AGM were:

	<u>Proposed by:</u>	<u>Seconded By:</u>
1. Stuart Moran	George Taylor	Wayne Thompson
2. Tim Edmonds	Stephen Hilton	Bob Alyswoth
3. Ryan Mann	Wayne Robinson	Stephen Hilton
4. Kim Stuart	Wayne Robinson	Stephen Hilton
5. Olivier Besson	Marc Cudennec	Paul Leese
6. Ian Skeggs	Kevin Crowe	Jeremy Hobbins
7. Franklin Heng	Rudy Prevos	Olivier Besson

All Candidate were then invited to Stand up and introduce themselves briefly, a short biography with their motivation to join the General Committee was requested prior the AGM and posted on the website.

The Commodore then call for the ballot to take place, the Honorary Secretary assisted by the General Manager, his secretary and the Membership Service Manager collected votes and proxies and retired for the count.

Charles Doyle, Jon Zinke and Matthew Johnson were call as invigilators to the votes count.

The Chairman adjourned the meeting during this process and open it again to announce the result later as follows.

The 10 Members Elected to the General Committee on 30 November 2015 were:

John Berry, Christopher Pooley, Nicholas Horvath, Alan Child, Eric Tang, Ian Skeggs, James Ross, Stuart Moran, Graham Price and Tim Edmonds in order of votes received.

6. ELECTION OF THE AUDITOR FOR THE ENSUING YEAR

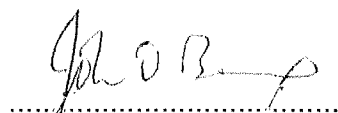
Baker & Tilly Hong Kong Ltd proposed their fees for a 2 years contract in 2014 for the amount of HK\$ 58,000 per annum. A motion was proposed to accept the proposal no adverse comments were received, the motion was carried forward.

7. AOB

No AOB were received within the mandatory period of time, the Commodore nevertheless proposed to open the floor to discussion from the floor. Adrian Bradbury requested that the gate control at the pontoon be a first priority for the Sailing and Marine committee to re-assess as he felt that it was inconvenient and disturbing the Club atmosphere. The Chairman agreed and confirm that this will be done.

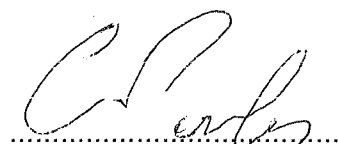
8. Closure of the meeting

The Commodore Declared the Annual General Meeting closed at 8:25 pm



John Berry

Out-going Commodore and chairman of the meeting



Chris Pooley
Commodore

FIRST GENERAL COMMITTEE MEETING post AGM
FOR THE ELECTION OF FLAG OFFICERS POSITIONS.

MINUTES OF THE 1ST GENERAL COMMITTEE MEETING
OF THE ABERDEEN BOAT CLUB LIMITED
HELD ON MONDAY, 30 NOVEMBER 2015,
AT THE BRIDGE, 20 SHUM WAN ROAD, ABERDEEN, HONG KONG

Present: John Berry, Christopher Pooley, Nicholas Horvath, Alan Child, Eric Tang, Ian Skeggs, Stuart Moran, Graham Price, Tim Edmonds, Jon Zinke, Mark O Clift, Matthew Johnson, Tristan Stewart, Barry Hill, James Smith and Eric Chow

Absent: Richard Walker and James Ross

Management: General Manager (GM)

1. OPENING OF THE GENERAL MEETING

The outgoing Commodore John Berry took the chair and opened the meeting at 8:33 pm, with 16 members present of the 18 elected General Committee Members.

He stated the agenda for the meeting which only dealt with the election of the four Flag Officers position vacant namely:

The Commodore, Vice-Commodore, Rear-Commodore of Sailing and Marine and Honorary General Secretary.

He stated that the election will be conducted for each position in order stated above by equal votes in a secret ballot on printed ballot paper according to the Memorandum and Article of Association 30e and 30f.

2. ELECTION OF FLAG OFFICERS

a. Election for the position of Commodore

The chairman call for nominations from the floor if any after confirming that to his knowledge only two were already known, no extra were received.

The 2 nominees for the position of Commodore were confirmed as:
Mark O'Clift and Chris Pooley who were asked to briefly defend their nomination.

Mark O. Clift: *stated that the following keys for a commodore should be to be able to run the Club meeting in a fair and open manner, to be fully aware and experienced in corporate governance. He also stated that he had food and beverage experience being in charge of Cyber-port hotel representing the owners and that he ran hotels in the past. He added that he understand and is very experienced in development of properties, that he uses the Club regularly and has House and Development committee experience. He noted that he has*

not any sailing or boating background .but that to his view it is not relevant to the position of the Aberdeen Boat Club Commodore.

Chris Pooley: *stated that the following keys for a commodore should be to have the ability to create and motivate a united team with no division or acrimony.*

He stated that he too has extensive experienced in corporate governance having spent all his working life at Swire, one of the biggest company in Hong Kong and held position as CEO in few other multi-national companies. He also stated that he will only run for one term and therefore he will put in place a proper succession plan which seems to have recently slipped away from the normal progression in committee as before. He strongly disagree that not being a boater or a sailor to be the Commodore of the Club is not relevant to the position. He finally said that if corporate governance is important in a corporate world it should be scaled down or up depending on the size of the company and should be the rail not the locomotive of any company.

Voting papers for commodore's position were distributed by GM, who also indicated that he had received from James Ross and Richard Walker their voting intention and that they will be counted in. Once every one confirmed they had voted, ballot was collected and tallied by the GM with the assistance of Jon Zinke and Matthew Johnson as invigilators.

The ballot revealed 9 votes for Mark O. Clift and 9 votes for Chris Pooley.

The outgoing Commodore offered the 2 candidates to retire fro 15 minutes in a separate room to try to come to an agreeable arrangement between the two of them.

They came back with no agreement it was therefore decided to run a second round of the same election in which the Chairman will exercise his casting vote all agreed.

The second round proceed as before and the result was 9 votes for Mark O. Clift agsint 10 for Chris Pooley.

Chris pooley was declared Commodore of the Aberdeen Boat Club for a period of two years form the date of this meeting.

b. Election for the position of Vice-Commodore

The chairman call for nominations from the floor if any.

2 nominees for the position of Vice-Commodore was confirmed: Mark O'Clift and Alan Child

Voting papers for vice-commodore's position were distributed by GM. Once every one confirmed they had voted, ballot was collected and tallied by the GM with the assistance of Jon Zinke and Matthew Johnson as invigilators.

The result shows 9 Votes for Mark O. Clift and 7 Votes for Alan Child.

Mark O. Clift was declared Vice-Commodore of the Club for a period fo2 years.

c. Election for the position of Rear-Commodore of Sailing and Marine.

The chairman call for nominations from the floor if any.

1 nominees for the position of Rear-Commodore of Sailing and Marine was confirmed: Alan Child

Having only one nominee, Alan Child was declared Rear-Commodore of Sailing and Marine for a period fo2 years.

d. Election for the position of Honorary General Secretary

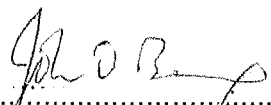
The chairman call for nominations from the floor if any.

1 nominees for this position was confirmed: Nick Horvath

Having only one nominee, Nick Horvath was declared Honorary General Secretary for a period fo2 years.

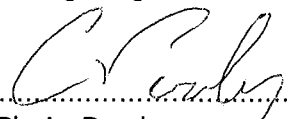
3. CLOSING OF THE GENERAL MEETING

No AOB were received the Chairman Closed the meeting at 9:58 congratulating all newly elected members of the General Committee and new Flag Officers.


.....

John Berry

Out-going Commodore and chairman of the meeting


.....

Chris Pooley
Commodore