

The Hebe Haven Yacht Club Limited

Minutes of the Annual General Meeting of the Hebe Haven Yacht Club held at 10.5 Miles, Hiram's Highway, Pak Sha Wan, Sai Kung at 7.30 pm on 11 November 2021 (Thursday)

- 1.0 As the minimum quorum of 25 members personally present had been reached, the Chairperson, Mr Don Johnston (DWJ), declared the meeting open at 7.42 pm, and the receipt of proxies ceased. The meeting would be conducted in English with interpretation in Cantonese provided by Ms Helena Chung.
- 2.0 A total of 38 members were personally present at the meeting—with appropriate social distancing. In addition, there were 21 members represented by proxy (see [Appendix 1](#) for attendance details).
- 3.0 DWJ explained the rules and regulations of the meeting to facilitate a lawful meeting and the procedure for putting forward any questions.
- 4.0 The GenCom members present were introduced.

Officers

Mr Donald W. Johnston	(DWJ)	Commodore
Mr Sonny Payne	(SP)	Honorary General Secretary
Mr Robert Quinlivan	(RQ)	Honorary Treasurer
Mr Harvey Jessop	(HJ)	Rear Commodore—Sail Training
Mr Eddy Kin Pong Lo	(EL)	Rear Commodore—Operations

GenCom members

Mr Andrew Badenhorst	(AB)
Mr Sean Baylis	(SB)
Ms Frances L. Hurley	(FH)
Mr Joseph C.P. Lau	(JL)
Mr John KK Lo	(KKL)
Ms Kay Patterson	(KP)

- 5.0 Members of the Club's management team present were introduced.

In attendance

Mr Oliver Schuhmann	(OS)	Interim General Manager
Mr Matthew Bromley	(MB)	Operations and Facilities Manager
Ms Carol Chan	(CC)	Accounting Manager
Mr Rob Allen	(RA)	Sailing Manager
Mr Rony Wong	(RW)	Human Resources Manager
Ms Jessica Yau	(JY)	Membership Manager
Mr Chris Lam	(CL)	IT Manager
Mr Jimmy Chow	(JC)	Marina Manager
Mr CY So	(CY)	Project Manager
Ms Camellia Poon	(CP)	PR and Communications Manager
Mr Ricky Wong	(RWo)	Auditor, Wong Brothers CPA Limited
Ms Winter Wong	(WW)	Scrutineer, Wong Brothers CPA Limited

- 6.0 Apologies received from members were:

Mr Paul Arkwright	(PA)	Vice Commodore—in Australia
Mr Simon Robertson	(SR)	
Mr Mark Ashton	(MA)	
Mr Adam Glendinning	(AG)	

- 7.0 [Appendix 2](#) lists common abbreviations used in these minutes.

- 8.0 DWJ noted that:
- DataCap Computer Solutions Limited were present to help manage the automated vote-counting system—proven accurate and reliable in previous AGMs—and will report the result of such voting live.
 - J&A Professional Services were present to do registration and to collect the voting slips.
 - Oscar Technology Company Limited were present to manage the audio-visual logistics throughout the event; and
 - Ms Winter Wong, Wong Brothers CPA Limited, would act as Scrutineer for each voting result.
- 9.0 DWJ then handed over to SP to deal with the management of the proceedings.
- 10.0 SP reminded members not to engage in abusive or disruptive behaviour during the meeting and that the Chairperson had the sole prerogative to determine if any member was in breach of the rule and to request any such member to leave the meeting.
- 11.0 SP noted that the meeting was being recorded on CCTV—to record both the voting process and the conduct of all those present at the meeting.
- 12.0 SP noted the three (3) procedural matters of the meeting:
- Only business which was notified to all voting members could be dealt with at the meeting.
 - Only questions relevant to the business to be conducted at the AGM could be entertained at the meeting
 - Only members with the right to vote were entitled to raise questions at the meeting.
- 13.0 SP reminded members that the vote-counting method supplied and managed by DataCap Computer Solutions Limited had been successfully and reliably used at previous AGMs. An overview of the ballot papers was given, with one ballot paper for each of the resolutions provided to each member and proxies.
- Full members/Life members (five votes each), Senior Associate members/Corporate members (one vote each).
 - All members were reminded that at various junctures, they would be requested to fill in the voting slip, the procedures for filling them in, and the collection of such after each resolution.
 - J&A Professional Services would circulate through the meeting to collect the ballots in transparent boxes, which would then be emptied and placed into the vote-counting machine under video surveillance.
 - Ordinary Resolutions—each would be passed by a simple majority (>50% of the votes).
 - Votes for the GenCom—selected members would be the eight candidates with the highest number of votes.
- 14.0 As all members had received the notice convening the meeting, and as there were no objections, the notice was taken as read.
- 15.0 SP presented the six items of business to be approved by resolution:
1. To approve the minutes of the previous AGM held on 12 November 2020;
 2. To receive and approve the report of the Chairperson;
 3. To receive and approve the audited financial statements together with the Report of the General Committee and Independent Auditor's Report for the year ended 31 March 2021;
 4. To approve the appointment of Wong Brothers CPA Limited as the auditor of the Club for the Financial Year ending 31 March 2022;
 5. To approve the remuneration of Wong Brothers CPA Limited in the amount of HK\$83,700;
 6. To elect the Officers of the Club and other members of the General Committee.
- 16.0 SP handed the meeting over to DWJ to conduct the resolutions.



17.0 DWJ said that the registered votes were:

Members

Number of members <i>personally present</i>	38
Number of members present by <i>proxy</i>	21
Total number of members represented at the meeting	59

Votes

Total number of votes registered to the members <i>personally present</i>	142
Total number of votes registered to the members present by <i>proxy</i>	81
Total number of votes represented at the meeting	223

18.0 Resolution 1: to approve the minutes of the previous Annual General Meeting held on 12 November 2020.

The Chairperson called for a proposer and a seconder. The resolution was:

Proposed by: Frances L. Hurley (H-272)

Seconded by: Mike Randall (R-119)

As there was no discussion, the Chairperson then asked if there were any objections to voting by a show of hands. There being none, he called for a show of hands. The Scrutineer, Ms Winter Wong, witnessed the show of hands.

The resolution was passed unanimously.

19.0 Resolution 2: to receive and approve the report of the Chairperson

As the Commodore's Report has been previously circulated to all members in a booklet entitled, '2020-2021 Annual Report and Accounts' (the Annual Report) together with the notice of the AGM, and as there were no objections, the Report was taken as read.

DWJ acknowledged the cohesiveness, effectiveness and success of the 2020/21 GenCom and highlighted key points from the Report:

1. How the Club had moved from a Type B F&B facility to a Type C facility, with the ability to operate Type D spaces. DWJ thanked the staff for achieving 100% vaccination status to help facilitate this.
2. The Club had been through an exhaustive five-stage recruitment and selection process, including in-house and independent interviews for the General Manager position. Paul Arkwright (PA) was chosen as the strongest candidate. PA was a popular choice and would continue to work for the Club in the same diligent and effective manner that he has done so as Vice Commodore.
3. In 2019, the Club's Articles of Association needed to be brought in line with the Companies Ordinance (Cap. 622, gazetted in March 2014) to better align with the Club's current objectives and practices. The Club sought assistance from and now has a policy statement of support from the Home Affairs Bureau (HAB), followed by the approval of the Director of Lands. The next steps will be as follows:
 - a. conduct another member's forum to update all members regarding key changes and why they are necessary; and
 - b. call a General Meeting of Members (GMM) to seek member approval around Q2 2022.
4. The Club completed its best-ever 24 Hour Charity Dinghy Race in the event's 19-year history and raised a near-record sum for charity.
5. Future enhancement works to club infrastructure were noted, and the need to seek approval from the Town Planning Board (TPB) to replace the garden bar tent (to be removed) with a permanent Regatta Deck structure. Upcoming refurbishments were noted as follows:
 - a. use of solar panels;
 - b. replacement for the 27-year-old Kobelco crane (green);
 - c. passenger lift to provide disabled access to the balcony;
 - d. refurbishment of the Garden Bar; and
 - e. renovation of the washrooms.
6. GenCom had continued with its goals of achieving good corporate governance and continuous improvement. Four (4) stand-out areas of improvement were noted as follows:
 - a. club membership had doubled in the last 10 years;

- b. sailing activities had quadrupled in the same period;
 - c. enhanced sail training for all who wished to sail competitively and/or recreationally; and
 - d. further development of club infrastructure.
7. The Club's staff policies were identified as an area for improvement in order for the Club to become an employer of choice. A revised Occupational Health and Safety policy will include training and awareness which endeavours to make the Club safer for both members and staff. Additionally, a new Sustainability policy will help to reduce the Club's carbon footprint, making it a more modern and caring company.

Honorary Treasurer's Report—highlights

RQ highlighted key points from the Club's financials.

Human Resources

Several HR initiatives that are underway include:

- revised staff contracts and handbooks;
- outsourcing payroll;
- Occupational Health and Safety training;
- the review of job descriptions; and
- staff training.

Key Financials

- Most of the club activities were restricted at various times throughout the year due to ongoing COVID-19 restrictions.
- The benefit of the Government subsidies (ESS) was highlighted. The subsidies contributed to the Club's service and offset subscription and entrance fee increases. The subsidies helped to counteract lower revenue. There was an increase in marine revenue.
- For the coming year, increased revenues from F&B operations, sail training and sailing are anticipated. There will be no subscription fee increase in the coming year. It is expected that there will be increased legal and professional fees associated with ongoing projects.

DWJ asked members present if they had any questions. No questions were asked.

The Chairperson called for a proposer and a seconder. The resolution was:

Proposed by: Joseph C.P. Lau (L-282)

Seconded by: Kay Patterson (P-154)

The Chairperson then asked if there were any objections to voting by a show of hands. There being none, he called for a show of hands. The Scrutineer, Ms Winter Wong, witnessed the show of hands.

The resolution was passed unanimously.

20.0 Resolution 3: to receive and approve the audited financial statements together with the report of the General Committee and Independent Auditor's Report for the year ended 31 March 2021

As the documents had been previously circulated to all members in the Annual Report, in a bilingual format, and with no objections, the Statements and the Report were taken as read.

The Chairperson called for a proposer and a seconder. The resolution was:

Proposed by: Andrew Miller (M-268)

Seconded by: Kay Patterson (P-154)

The Chairperson then asked if there were any objections to voting by a show of hands. There being none, he called for a show of hands. The Scrutineer, Ms Winter Wong, witnessed the show of hands.

The resolution was passed unanimously.

21.0 Resolution 4: to approve the appointment of Wong Brothers CPA Limited as the auditor of the Club for Financial Year ending 31 March 2022

The Chairperson called for a proposer and a seconder. The resolution was:

Proposed by: Daniel Chan Yiu Man (C-353)

Seconded by: David Campbell (C-068)

The Chairperson then asked if there were any objections to voting by a show of hands. There being none, he called for a show of hands. The Scrutineer, Ms Winter Wong, witnessed the show of hands.

The resolution was passed unanimously.

22.0 Resolution 5: to approve the remuneration of Wong Brothers CPA Limited in the amount of \$83,700

The audit fee for the 2020-2021 financial year was \$80,700—including an audit of the ORSO fund and the Club’s funds. The proposed audit fee is \$83,700 on the same basis for the 2021-2022 financial year. This represents an increase of 3.7%.

The Chairperson called for a proposer and a seconder. The resolution was:

Proposed by: Frances L. Hurley (H-272)

Seconded by: Stephen Robertson (R-128)

The Chairperson then asked if there were any objections to voting by a show of hands. There being none, he called for a show of hands. The Scrutineer, Ms Winter Wong, witnessed the show of hands.

The resolution was passed unanimously.

23.0 DWJ handed over to SP

23.0 Resolution 6: to elect the Officers of the Club and other members of the General Committee

Although all Officer positions were uncontested, a vote was required for each of the seven positions done anonymously via the ballot paper.

23.1 Resolution 6.1: that Mr Donald W. Johnston be elected as Commodore

The vote count was as follows, and **Resolution 6.1 was passed unanimously.**

Agenda Item 6.1 Election of Commodore (Donald W. JOHNSTON)
議程 6.1 選舉會長

	Number of Votes 投票數目	Percentage 百分比	Voting Result 投票結果
For 贊成	212	100.00%	P
Against 反對	0	0.00%	

Total number of votes 總投票數目	212	100.00%
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Abstain 棄權	0
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We have witnessed the voting process and submitted the following results to the Club and you.
我們見證了投票過程，並將以下結果提交給俱樂部及您。
We have witnessed the voting process and submitted the following results to the Club and you.
我們見證了投票過程，並將以下結果提交給俱樂部及您。

Witnessed by: (Chairman) _____ (Scrutineer)
見證人：(主席) _____ (監票人)

23.2 Resolution 6.2: that Mr Robert J. Quinlivan be elected as Vice Commodore

The vote count was as follows, and **Resolution 6.2 was passed unanimously.**

Agenda Item 6.2 Election of Vice Commodore (Robert J. QUINIVAN)
議程 6.2 選舉 副司令

	Number of Votes 投票數目	Percentage 百分比	Voting Result 投票結果
For 贊成	212 ✓	100.00%	P
Against 反對	0 ✓	0.00%	

Total number of votes 總投票數目	212 ✓	100.00%
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Abstain 棄權	0
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No objection to the voting procedure and result. The voting procedure was correct.
沒有異議。投票程序及結果均屬正確。投票程序符合程序。

Chairman (Chairman) _____ Date: 11/13/2017
 Vice Chairman (Vice Chairman) _____ Date: 11/13/2017

23.3 Resolution 6.3: that Mr Kin Ping Lo be elected as Rear Commodore—Operations
The vote count was as follows, and **Resolution 6.3** was passed unanimously.

Agenda Item 6.3 Election of Rear Commodore - Operations (Kin Pong LO)
議程 6.3 選舉 助理會長 - 海事航行

	Number of Votes 投票數目	Percentage 百分比	Voting Result 投票結果
For 贊成	207 ✓	100.00%	P
Against 反對	0 ✓	0.00%	

Total number of votes 總投票數目	207 ✓	100.00%
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Abstain 棄權	5
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No objection to the voting procedure and result. The voting procedure was correct.
沒有異議。投票程序及結果均屬正確。投票程序符合程序。

Chairman (Chairman) _____ Date: 11/13/2017
 Vice Chairman (Vice Chairman) _____ Date: 11/13/2017

23.4 Resolution 6.4: that Ms Bridget Yuk Lin Chan be elected as Rear Commodore—Sailing
The vote count was as follows, and **Resolution 6.4** was passed unanimously.

Agenda Item 6.4 Election of Rear Commodore - Sailing (Bridget Yuk Lin CHAN)
議程 6.4 選舉 助理會長 - 賽事

	Number of Votes 投票數目	Percentage 百分比	Voting Result 投票結果
For 贊成	202 ✓	95.28%	P
Against 反對	0 ✓	0.00%	
Abstain 棄權	10 ✓	4.72%	

Total number of votes 總投票數目	212 ✓	100.00%
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No objection to the voting procedure and result. The voting procedure was correct.
沒有異議。投票程序及結果均屬正確。投票程序符合程序。

Chairman (Chairman) _____ Date: 11/13/2017
 Vice Chairman (Vice Chairman) _____ Date: 11/13/2017



23.5 Resolution 6.5: that Mr James Harvey Jessop be elected as Rear Commodore—Sail Training
The vote count was as follows, and **Resolution 6.5** was passed unanimously.

Agenda Item 6.5 Election of Rear Commodore - Sail Training (J. Harvey JESSOP)
議程 6.5 選舉 助理會長 - 帆船訓練

	Number of Votes 投票數目	Percentage 百分比	Winning Result 投票結果
For 贊成	212 ✓	100.00%	P
Against 反對	0	0.00%	
Abstain 棄權	0	0.00%	

Total number of votes 總投票數目	212 ✓	100.00%
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We have conducted the voting procedure and declare the voting results as follows:
我們已經按照規定程序進行投票，特此宣佈投票結果如下：
Prepared by: Design Computer Software Limited

Checked by (Chairman)  Date: 11/11/2021
Verified by (Chairman)  Date: 11/11/2021

23.6 Resolution 6.6: that Mr Aaron A. Goach be elected as Honorary Treasurer
The vote count was as follows, and **Resolution 6.6** was passed unanimously.

Agenda Item 6.6 Election of Honorary Treasurer (Aaron A. GOACH)
議程 6.6 選舉 名譽司庫

	Number of Votes 投票數目	Percentage 百分比	Winning Result 投票結果
For 贊成	200 ✓	100.00%	P
Against 反對	0	0.00%	

Total number of votes 總投票數目	200 ✓	100.00%
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Abstain 棄權	12 ✓
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We have conducted the voting procedure and declare the voting results as follows:
我們已經按照規定程序進行投票，特此宣佈投票結果如下：
Prepared by: Design Computer Software Limited

Checked by (Chairman)  Date: 11/11/2021
Verified by (Chairman)  Date: 11/11/2021

23.7 Resolution 6.7: that Mr Sonny Payne be elected as Honorary General Secretary
The vote count was as follows, and **Resolution 6.7** was passed unanimously.

Agenda Item 6.7 Election of Honorary General Secretary (Sonny PAYNE)
議程 6.7 選舉 名譽秘書

	Number of Votes 投票數目	Percentage 百分比	Winning Result 投票結果
For 贊成	207 ✓	100.00%	P
Against 反對	0	0.00%	

Total number of votes 總投票數目	207 ✓	100.00%
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Abstain 棄權	5 ✓
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We have conducted the voting procedure and declare the voting results as follows:
我們已經按照規定程序進行投票，特此宣佈投票結果如下：
Prepared by: Design Computer Software Limited

Checked by (Chairman)  Date: 11/11/2021
Verified by (Chairman)  Date: 11/11/2021

23.8 Resolution 6.8: election of members of the General Committee (other than Officers)

DWJ noted there were eight (8) positions to be filled, with eight (8) nominations. As all nominations had been proposed and seconded and as all members had already been advised of these via a notice signed by the Honorary General Secretary, for expedience, he would not announce the proposer and seconder for each candidate but instead display them on screen.



The following eight (8) GenCom members were elected:

1. Andrew M. Badenhorst
2. Chun Hung Lau
3. Frances L. Hurley
4. John Kam Kuen Lo
5. Joseph Chun Pang Lau
6. Kay Patterson
7. Sean D. Baylis
8. Simon A. Robertson

The vote count was as follows:

Agenda Item 6.8 Election of Eight General Committee Members
議程 6.8 選舉執行委員會 8 名成員

	Number of Votes 投票數目	Percentage 百分比	Voting Result 投票結果
1. Andrew M. BADENHORST	197	92.92%	P
2. Chun Hung LAU	197	92.92%	P
3. Frances L. HURLEY	197	92.92%	P
4. John Kam Kuen LO	207	97.64%	P
5. Joseph Chun Pang LAU	202	95.28%	P
6. Kay PATTERSON	202	95.28%	P
7. Sean D. BAYLIS	201	94.81%	P
8. Simon A. ROBERTSON	202	95.28%	P
Total number of votes 總投票數目	212	100.00%	

We have confirmed the voting procedures and election the responsibility for and just
我們已經確認投票程序及選舉的責任歸屬
Proposed by: (Chairman) Election Officer

Checked by: (Auditor)
Date: _____

Witnessed by: (Chairman)
Date: _____

24.0 Special awards, Commodore's and Vice Commodore's Cups

24.1 6 special awards were given to the volunteers as follows:

1. Charron Robertson
2. Alex Liauw
3. Mariken Van Ommeren
4. Claire Brownless
5. Joseph C.P. Lau
6. Frances L. Hurley

24.2 Vice Commodore's Cup

DWJ presented the Vice Commodore's Cup on behalf of PA to Juliet Ashton

24.3 Commodore's Cup

DWJ awarded the Commodore's Cup to Sara Houghton.

25.0 AOB and Acknowledgements

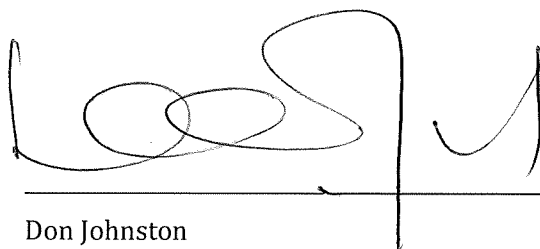
DWJ extended thanks to 40 people, both club staff and the vendors involved, including, but not limited to:

- Wong Brothers CPA Limited for financial audit—Ricky Wong and team.
- Wong Brothers CPA Limited for the audit of proxies and voting—Winter Wong and team.
- DataCap Computer Solutions Limited for vote counting services—Paul Fong and team.
- J&A Professional Services for registration and collection of voting slips—Alex Cheung and team.

- Oscar Technology Company Limited—Lam Ka Wah and team.
- Salama Fikira International (HK) Limited—Tang Chak Lun and team.
- Excel Media Group Limited for minute-taking services—Ian Thomas & Christy Chan.
- Helena Chung for simultaneous interpretation and translation.
- Club management team—Oliver Schuhmann and team.
- All the members of the Club—whether attending in person or being represented.

Traditionally, the AGM ends with the Commodore 'ringing the bell', followed by complimentary drinks and refreshments being served. However, given that regulatory constraints did not permit the serving of F&B, DWJ noted that instead of this, GenCom had made provision for all voting members personally attending the AGM to receive an F&B credit of \$100 into their accounts.

There being no other business, the meeting was declared closed at 9.40 pm.

A handwritten signature in black ink, appearing to read 'Don Johnston', written over a horizontal line. The signature is stylized and cursive.

Don Johnston

Commodore

Appendix 1 - 2021 AGM Attendance List

Members attending in person:

MR BAYLIS, SEAN DAVID
MR CAMPBELL, DAVID
MR CHAN, KAM HUEN JOSEPH
MR CHOW HING PING
MR CHAN YIU MAN, DANIEL
MR CONNOLLY, DAN
MS CHAN, YUK LIN BRIDGET
DR FOWLER, JOHN G.
MR GALL, CHRISTOPHER LEONARD VAUGHAN
MR HOUGHTON, MARK GORDON
MS HURLEY, FRANCES LEE
MR JOHNSTON, DONALD WILLIAM
MR JESSOP, JAMES HARVEY
MR KAM WAI HUNG
MR LI, HO LEUNG CHARLES
MR LAU CHUN PANG, JOSEPH
MR LO, KAM KUEN JOHN
MR LO, KIN PONG
MR MULLER, MICHAEL
DR MILLER, ANDREW LEITCH
MS MACKENZIE, JULIE
MS PATTERSON, KAY
MR QUINLIVAN, ROBERT JAMES
MR ROBINSON, NIC J.
MR RANDALL, RONALD MICHAEL
MRS RAWBONE, KAY
MR CHAN, KIN HUNG ARAN
MR CASEY, BENJAMIN NICHOLAS
MRS GOURLAY, RITA
MR GOACH, AARON ARTHUR
MR JUSKYS, DOMAS
MR LAU, CHUN HUNG
MR LAU, CHOR BENG PETER
MS LEUNG, SINE YEE EVA
MR MCGLYNN, STEWART
MR PAYNE, SONNY
MR SAVAGAR, JAMES CHRISTIAN
MR VINNA, JAROSLAV PETER

Members attending by proxy:

MR LAMBLE, DONALD RICHARD ARTHUR
MR NOBLE, ALISTAIR ROBERT
MR CRONEY, ANDREW PETER
MR MUELLER, THOMAS
MR JONES, SIMON PHILLIP
MR HIBBERT, GERRY A
MR HOBAN, KEVIN JOHN
MR JEPPS, ANDREW JAMES
MR WOOD, GREGORY JOHN
MR VAN OMMEREN, MICHAEL
MR YANG, PAO LOO BOBBY



MS CHAN, LAU KUEN
MR VOIGT, PATRICK GORDEN OWEN
MR ADAMS, MICHAEL EDWARD
MR MCFARLANE, NIGEL
MR KELLOW, ANDREW ALAN
MR VACHHA, ARIEZ JEHANGIR
MR COOK, ROBERT BRIAN
MR CHAN, CHUN KEUNG
MR ROBERTSON, SIMON ANTHONY
MR YUEN, HON LUN JOE

Names of proxies:

MR BAYLIS, SEAN DAVID
MRS JONES, CAROL ANNE
MR JOHNSTON, DONALD WILLIAM
MR JESSOP, JAMES HARVEY
MR LO, KIN PONG
MR LAU, CHOR BENG PETER
MS PATTERSON, KAY
MR VINNA, JAROSLAV PETER
MR CONNOLLY, DAN
MRS ROBERTSON, CHARRON
MR CHAN, PAK TING



Appendix 2 – Common abbreviations used

AOA	Articles of Association
AGM	Annual General Meeting
Annual Report	2019-2020 Annual Report and Accounts
BAU	Business as usual
EGM	Extraordinary General Meeting
ESS	Employment Support Scheme
GenCom	The Club's General Committee
HAB	Home Affairs Bureau
Club	The Hebe Haven Yacht Club Limited