

**62nd Annual General Meeting of
The British Sub Aqua Club**

BSAC Headquarters, Telford's Quay, South Pier Road, Ellesmere Port, Cheshire CH65 4FL

Saturday 14 May and Sunday 15 May 2016

Notice was given for the 62nd Annual General Meeting of the British Sub Aqua Club ("BSAC") to take a place pursuant to Article 50 of the BSAC Articles of Association ("the Articles"), to be held on Saturday 14 May 2016 at 9.30am at the Manfred Suite, Holiday Inn, Ellesmere Port, Cheshire CH65 2AL.

The Chairman opened the meeting at 9.30am on 14 May 2016.

J Kearney (Member A800356) queried whether the meeting was quorate as the resolution put to Members at the 61st AGM proposing an amendment to Article 55(a)(1) of the Articles was passed as an ordinary resolution with 95.2% of the votes and proxies cast, contrary to the Companies Act which requires a special resolution to amend the Articles.

Upon taking advice, the Chairman acknowledged that to be the position and, as such, motion 1 put to Members at the 61st AGM did not operate to amend the Articles and the quorum required was that set out at 55(A)(1) of the Articles, 2011 revision.

Upon the meeting not being a quorate, it was adjourned for 30 minutes.

Upon the resumption of the meeting at 10.20am on 14 May, the meeting was still not quorate. The Chairman adjourned the meeting to Sunday 15 May 2016 at 9am at BSAC HQ, Telfords Quay, South Pier Road, Ellesmere Port, Cheshire CH65 4FL.

There then followed an open meeting at which the presentations prepared for the AGM by the Chairman, the Honorary Treasurer and the National Diving Officer were given.

Upon the resumption of the meeting at 9am on 15 May, the meeting was still not quorate. It was adjourned for 30 minutes.

Upon the resumption of the meeting at 9.30am, the Chairman declared the meeting to be quorate by virtue of Article 55(B) of the Articles, 2011 revision.

| Attendees | | Apologies |
|---------------------------------|-----------------------------------|--------------------|
| Alex Warzynski | Ian Furness | Ben Panter |
| Alison Dando | Jamie Heptonstall | George Brookes |
| Barry Goss | Janos Suto | Harry Gould |
| Brian Cumming | Jen Kearney | Louise Whitehouse |
| Claire Howard | Maggie Driscoll | Michelle Kim |
| Dave Bell | Mary Tetley | Sophie Heptonstall |
| Dave Lock | Rachel Sharp | Geoff Hide |
| David Brander | Stephen Eves | |
| Edward Haynes | Tony Marshall | |
| Eugene Farrell | Wendy Meadows | |
| | | |
| Invited to attend: | | |
| Sarah Sabin, solicitor to BSAC. | Nick Murrills, solicitor to BSAC. | |

| | |
|-----------|---|
| 1. | The presentation of the minutes of the previous AGM and of any Extraordinary General Meeting held since |
| | The Chairman confirmed that all attendees had a copy of the minutes of the 61 st AGM. The Honorary Secretary confirmed that he had received the following communications from Members regarding those minutes: a. Damian Wozniak (Member: A084285) had requested that the questions that he had |

| | |
|-----------|---|
| | <p>raised under item 9 be appended to the minutes. He has further requested that the revised minutes be emailed to him. The Hon. Secretary agreed to this.</p> <p>b. That motions 1 and 2 had been incorrectly put to Members as motions. The Companies Act 2006 requires changes to the Articles to be by special resolution. As a consequence motion 1 was ineffective to amend the Articles and the Articles are the 2011 revision.</p> <p>J Kearney (Member: A800356) queried whether there were any similar resolutions put to Members incorrectly in the past. The Honorary Secretary reported that the 2011 Articles were a fresh set of Articles and that everything pre-dating those was superseded when they were adopted.</p> |
| 2. | The Appointment of Tellers for any poll or show of hands which may be required |
| | Tony Marshall and Wendy Meadows were appointed as Tellers. |
| 3. | The Chairman's opening address to the Members |
| | <p>The Chairman referred to his presentation given at the open meeting on previous day which was attended by all present and asked whether anyone present objected to that being deemed to be repeated at the AGM.</p> <p>There were no objections.</p> <p>The Chairman's slides from his presentation will be available on the website.</p> <p>For the purpose of the minutes, it is noted that the Chairman, who was retiring from office, was presented with a framed certificate of thanks for his time as Chairman following his presentation at the open meeting on the previous day.</p> |
| 4. | Presentation of annual report and questions |
| | <p>The Chairman referred to the Honorary Treasurer's presentation given at the open meeting on the previous day which was attended by all present and asked whether anyone present objected to that being deemed to be repeated at the AGM.</p> <p>There were no objections.</p> <p>The Honorary Treasurer's slides from her presentation will be available on the website.</p> <p>For the purpose of the minutes, it is noted that the Honorary Treasurer, who was retiring from office, was presented with a framed certificate of thanks for her time as Treasurer following her presentation at the open meeting on the previous day.</p> <p>The Chairman asked if there were any questions on the Accounts.</p> <p>There were no questions.</p> <p>The Honorary Treasurer sought an approval of the Accounts. A proposal that the Accounts were approved was proposed by Dave Bell (Member: A781760) and seconded by Edward Haynes (Member A198234).</p> <p>The Honorary Treasurer asked for those present to vote on the proposal by a show of hands.</p> <p>On a show of hands, 17 voted in favour of the proposal; no votes were cast against; there were no abstentions.</p> <p>The Honorary Secretary declared the Accounts approved.</p> |
| 5. | Q&A opportunity for Members of Council, National Diving Officer and HQ Representatives |
| | <p>The Chairman invited questions in relation to the presentations.</p> <p>There were no questions.</p> |
| 6. | The declaration of the results of the election for the Officers and other Members of the Council for the ensuing year |
| | <p>Nominations had been received for positions of Chairman, Honorary Treasurer and three Council positions.</p> <p>The Honorary Secretary confirmed that the election had been administered by the Electoral</p> |

| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|----------------------|---|----------------------|------|---------|----------------|-----|--|------------|-----|--|----------------|-----|--|-------------------|------|---------|------------|-----|--|--------------|-----|---------|--------------|-----|---------|---------------|-----|---------|-----------|-----|--|--------------|-----|--|------------|-----|--|------------|-----|--|
| | <p>Reform Services (ERS). There had been a number of reminders to Members encouraging them to vote.</p> <p>21,873 Members had been eligible to vote – slightly less than the total membership. 2 postal votes had been received and 2,098 votes had been cast online. Of those eligible to vote, the turn out had been 9.6% this year which was an increase on the 5.8% who voted in the previous year. There were a number (97) of invalid votes.</p> <p>J Kearney (Member: A800356) asked why there had been invalid votes.</p> <p>Wendy Meadows said that it was her understanding that if the voting website was accessed by a member but the voting process was not completed by “submitting”, the votes were recorded by ERS as being invalid.</p> <p>The results of the election were announced as :</p> <p>Chairman:</p> <table data-bbox="319 593 877 750"> <tr> <td>Alex (Woz) Warzynski</td> <td>1040</td> <td>Elected</td> </tr> <tr> <td>Stephen Martin</td> <td>396</td> <td></td> </tr> <tr> <td>Mark Allen</td> <td>379</td> <td></td> </tr> <tr> <td>Damian Wozniak</td> <td>125</td> <td></td> </tr> </table> <p>Total votes cast: 1940</p> <p>Honorary Treasurer:</p> <table data-bbox="319 907 877 974"> <tr> <td>Louise Whitehouse</td> <td>1015</td> <td>Elected</td> </tr> <tr> <td>Janos Suto</td> <td>831</td> <td></td> </tr> </table> <p>Total votes cast: 1846</p> <p>Council (three positions available):</p> <table data-bbox="319 1131 877 1400"> <tr> <td>Michelle Kim</td> <td>766</td> <td>Elected</td> </tr> <tr> <td>Rachel Sharp</td> <td>716</td> <td>Elected</td> </tr> <tr> <td>Claire Howard</td> <td>711</td> <td>Elected</td> </tr> <tr> <td>Dave Bell</td> <td>701</td> <td></td> </tr> <tr> <td>Trevor Brown</td> <td>671</td> <td></td> </tr> <tr> <td>Dai Atkins</td> <td>667</td> <td></td> </tr> <tr> <td>Rob Higgie</td> <td>450</td> <td></td> </tr> </table> <p>Total votes cast: 1825</p> <p>The Chairman congratulated those who had been elected to Council and confirmed that they would assume their posts at the end of the AGM.</p> | Alex (Woz) Warzynski | 1040 | Elected | Stephen Martin | 396 | | Mark Allen | 379 | | Damian Wozniak | 125 | | Louise Whitehouse | 1015 | Elected | Janos Suto | 831 | | Michelle Kim | 766 | Elected | Rachel Sharp | 716 | Elected | Claire Howard | 711 | Elected | Dave Bell | 701 | | Trevor Brown | 671 | | Dai Atkins | 667 | | Rob Higgie | 450 | |
| Alex (Woz) Warzynski | 1040 | Elected | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Stephen Martin | 396 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Mark Allen | 379 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Damian Wozniak | 125 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Louise Whitehouse | 1015 | Elected | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Janos Suto | 831 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Michelle Kim | 766 | Elected | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rachel Sharp | 716 | Elected | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Claire Howard | 711 | Elected | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dave Bell | 701 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Trevor Brown | 671 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Dai Atkins | 667 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Rob Higgie | 450 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7. | The appointment of auditors for the ensuing year and the fixing of their remuneration | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>The Chairman proposed that Council be authorised to appoint auditors and to fix their remuneration for the coming year.</p> <p>This was formally proposed by Janos Suto (Member: A747454) and seconded by Rachel Sharp (Member: A148357). Put to the meeting on a show of hands, there were 18 votes in favour, no votes against and 1 abstention.</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8. | The consideration of special resolutions of which due notice has been given | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>There were two special resolutions for consideration.</p> <p><u>Special Resolution 1:</u> THAT the following change is made to the Articles of Association of BSAC:</p> | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Article 87 (E), which currently states: "All watercraft (other than hand propelled watercraft) used by a Branch or by any member of the Club on Branch or Club activities must be insured for Third Party risks with a minimum indemnity limit of an amount stipulated by Council from time to time. All policies in existence now or in the future must be endorsed to indemnify Council for the time being and any employer of BSAC and affiliated Clubs and Branches."

is replaced with the following:

"All boats (other than hand propelled watercraft) used by a Branch or by any member of the Club on Branch or Club activities must be insured for Third Party risks with a minimum indemnity limit of an amount stipulated by Council on the members' insurance section of bsac.com."

Proposed by: BSAC Council

The Honorary Secretary explained that the reason for the proposed amendment was that insurance was not available to meet this requirement.

Special Resolution 2: The recent case of the prosecution of BSAC diver Stephen Martin has been unprecedented in the history of BSAC and exposed the BSAC membership to three significant threats - 1. fitness of purpose of the members' insurance policy, 2. financial loss to BSAC and 3. damage to the reputation of BSAC.

As an organisation wanting to learn and move forward from the case, I propose BSAC hold an external and independent review of the decision making process which led to the change of the members' insurance in 2007 (removing criminal defence liability and potentially any other changes which may be unknown to me) including an examination of the rationale for the changes being made and the failure to communicate the changes to members.

In addition I propose the external and independent review considers BSAC's handling of all aspects of the Stephen Martin case from when BSAC were first notified of the arrest of Stephen Martin to the conclusion of the case and any linked ancillary matters, including all interactions with third parties.

Once the review is concluded the findings, which should also include a determination of the fitness for purpose of the current insurance, a recommendation on the level of information that needs to be included in all published minutes and any corrective action that needs to be undertaken to prevent re-occurrences, should be made available to all members, in a spirit of open and honest learning.

Proposed by: Jennifer Kearney A800356

Seconded by: Barry Goss A672765, Morgan McGreevy A375921, Ryan McStravick A786800 and Trevor Brown A661742.

The Honorary Secretary said that the second Special Resolution had been tabled as such in the light of Article 8(1) as it anticipated funds being spent which were not currently budgeted for or authorised.

J Kearney stated that, in her view the proposal does not ask Council to commit funding; that she had not given her authority for her proposal to be tabled as a Special Resolution, she claimed to have legal advice that Council was in a position of conflict.

The Chairman said that he had noted the objection. The Chairman was offered legal advice from BSAC's solicitors that as the Special Resolution had been put to members it could not be withdrawn and was to be voted upon.

J Heptonstall (Member A634838) asked when BSAC had received notification from J Kearney that she was objecting to her proposal being tabled as a Special Resolution and whether this was before the voting process had commenced. The Chairman stated that BSAC received notification from J Kearney on 8 May 2016. This was after the voting had commenced.

J Kearney stated that she emailed the Honorary Secretary on 2 February 2016 and that she had made reference to a motion not a Special Resolution and that the Hon Secretary's response also made reference to a motion. She submitted that the motion could not be treated as a Special Resolution; that she was not notified that the 'motion' was to be voted upon as a Special Resolution; that the first she heard about this was when someone made a posting on The Dive Forum; that she had not 'acquiesced' to the proposal being put to

| | |
|-----------|--|
| | <p>members as a Special Resolution.</p> <p>The Chairman was offered advice by BSAC's solicitors who confirmed that: An email was sent to J Kearney on 3 February 2016 by the Honorary Secretary which stated that the motion was to be a Special Resolution as required by Article 8.1 of the Articles. It was not until 8 May 2016 that J Kearney asserted that her proposal was not a Special Resolution. The Chairman was advised by BSAC's solicitors that as a Special Resolution had been put to members and voted upon it was now incumbent on BSAC to share the outcome of the vote at the AGM.</p> <p>J Kearney stated that the Companies Act provided that a proposal which was not initially put forward as a Special Resolution could not be properly treated as such.</p> <p>The Chairman was offered advice by BSAC's solicitors that the Companies Act did not state this but rather that a Special Resolution had to be put to the membership as a Special Resolution - which it had been.</p> <p>The Chairman stated that he had taken on board all points raised by J Kearney and that he had listened to the advice of BSAC's solicitors and that he proposed to put the resolutions to the meeting.</p> <p>The resolutions were put to the meeting. The Honorary Secretary reminded those present that they could only vote on a show of hands if they had not already submitted a proxy.</p> <p>Special Resolution 1: on a show of hands, there were no votes in favour and no votes against. The Honorary Secretary invited those holding proxies to complete the proxy forms which were handed to them.</p> <p>Special Resolution 2: on a show of hands, there were no votes in favour and no votes against the resolution. Again, the proxies were invited to complete their proxy forms.</p> <p>The meeting then adjourned for the Tellers to count the vote.</p> <p>On the meeting being resumed, it was announced that:</p> <p>Special Resolution 1: 1,898 votes had been cast in favour of the Special Resolution and, therefore, the percentage on the vote was 95% in favour.</p> <p>Special Resolution 2: 405 votes had been cast for the Special Resolution, the percentage for the resolution, therefore, being 20.5%.</p> <p>The Honorary Secretary confirmed that the first resolution was passed and the second resolution was not passed.</p> <p>J Kearney (Member: A800356) suggested that the Chairman and Council were conflicted in voting in relation to special resolution 2 and asked the Chairman whether he or any of the other Council members had voted on the matter.</p> <p>The Chairman received advice from BSAC's solicitors that the vote was a secret ballot and that he did not need to answer the question.</p> <p>J Kearney and Barry Goss and left the meeting.</p> |
| <p>9.</p> | <p>Such other business (without prejudice to the provisions of the Act) as the Chairman may allow, provided that this shall not empower the Chairman to treat as ordinary business under this Article business which would otherwise fall to be treated as special business</p> |
| | <p>There being no other business, the AGM closed at 9.18 a.m. The Chairman thanked those Members present for attending</p> <p>End of meeting.</p> |