

**63rd Annual General Meeting of
The British Sub Aqua Club**
BSAC Headquarters, Telford's Quay, South Pier Road, Ellesmere Port, Cheshire CH65 4FL
Saturday 20 May and Sunday 21 May 2017

Notice was given for the 63rd Annual General Meeting of the British Sub Aqua Club ("BSAC"), pursuant to Article 50 of the BSAC Articles of Association ("the Articles"), to be held on Saturday 20 May 2017 at 9.30am at the Manfred Suite, Holiday Inn, Ellesmere Port, Cheshire CH65 2AL.

The Chairman opened the AGM at 9.30am on 20 May 2017. The meeting not being a quorate (31 members only being present) the AGM was adjourned for 30 minutes.

Upon the resumption of the meeting at 10:00am on 20 May, the meeting was still not quorate. The Chairman, as determined by Council, adjourned the AGM to Sunday 21 May 2017 at 7:30am at BSAC HQ, Telford's 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.

On the resumption of the AGM at 7:30am on 21 May, it still was not quorate. The meeting was adjourned for 30 minutes.

On the resumption of the meeting at 8:00am, the Chairman declared the meeting to be quorate by Article 55(B) of the Articles.

Attendees	Apologies
Adrian Collier	Louise Whitehouse
Alex Warzynski	Maria Harwood
Andrew Shipley	Mary Tetley
Ben Panter	Rachel Sharp
Claire Howard	Sophie Heptonstall
Deric Ellerby	Tony Marshall
Edward Haynes	Wendy Meadows
Ian Furness	

1.	The presentation of the minutes of the 62nd AGM and of any Extraordinary General Meeting held since The Chairman confirmed that all attendees had a copy of the minutes of the 62 nd AGM. The Honorary Secretary confirmed that he had received the following communication from Members regarding those minutes. Mary Tetley (Member: A391429) had requested that she be added to the list of attendees. The member's name was added to the 62 nd AGM Minutes. There being no further corrections the Honorary Secretary requested the Minutes be signed by the Chairman as the record of that meeting. No Extraordinary General Meetings had been held since the 62 nd Annual General Meeting and so no minutes were presented.
2.	The Appointment of Tellers for any poll or show of hands which may be required Ben Panter (Member: A637120) and Deric Ellerby (Member: A104406) were appointed as Tellers.
3.	The Chairman's opening address to the Members The Chairman referred to his 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. There were no objections. The Chairman's slides from his presentation will be available on the website.

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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>The Chairman asked if there were any questions on the Accounts.</p> <p>There were no questions.</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 Vice Chair and three Council positions.</p> <p>The Honorary Secretary confirmed that the election had been administered by the Electoral Reform Services (ERS). There had been a number of reminders to Members encouraging them to vote.</p> <p>23,659 Members had been eligible to vote. One postal vote had been received and 2,459 votes had been cast online. Of those eligible to vote, the turn out had been 10.4% this year which was an increase on the 9.6% who voted in the previous year. There were a number (58 for the Vice Chair; 188 for Council positions) of invalid or blank votes.</p> <p>The results of the election were announced as:</p> <p>Vice Chair:</p> <table> <tr> <td>Maria Harwood</td> <td>1251</td> <td>Elected</td> </tr> <tr> <td>Stephen Martin</td> <td>691</td> <td></td> </tr> <tr> <td>Mark Allen</td> <td>460</td> <td></td> </tr> </table> <p>Total votes cast: 2460 (7 invalid, 51 blank – number to be counted 2,402)</p> <p>Council (three positions available):</p> <table> <tr> <td>Geoff Hide</td> <td>1249</td> <td>Elected</td> </tr> <tr> <td>Adrian Collier</td> <td>1229</td> <td>Elected</td> </tr> <tr> <td>David Bell</td> <td>1066</td> <td>Elected</td> </tr> <tr> <td>Trevor Brown</td> <td>903</td> <td></td> </tr> <tr> <td>Rob Higgin</td> <td>851</td> <td></td> </tr> </table> <p>Total votes cast: 2460 (7 invalid, 181 blank – number to be counted 2,272)</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>	Maria Harwood	1251	Elected	Stephen Martin	691		Mark Allen	460		Geoff Hide	1249	Elected	Adrian Collier	1229	Elected	David Bell	1066	Elected	Trevor Brown	903		Rob Higgin	851	
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7.	The appointment of auditors for the ensuing year and the fixing of their remuneration																								
	<p>It was proposed by Edward Haynes (Member: A198234), seconded by Ian Furness (Member: A019121) that Council be authorised to appoint auditors and to fix their remuneration for the coming year.</p>																								

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	The proposal was unanimously approved by the members present and those voting by proxy and the motion passed.
8.	<p>The consideration of special resolutions of which due notice has been given</p> <p>There was one Special Resolution for consideration.</p> <p><u>Special Resolution:</u> THAT the following change is made to the Articles of Association of BSAC:</p> <p><i>“A – Article 15 (2), which currently states “The quorum for directors’ meetings shall be three elected Directors (who are not Officers) and two Officers”, is replaced with the following: “The quorum for directors’ meetings shall be five elected Directors (who are not Officers) and one Officer”.</i></p> <p><i>B – The first sentence of Article 27 (B), which currently states:</i></p> <p><i>“In the event of a retirement of an Officer other than upon expiry of their term of appointment in accordance with Article 28, Council will arrange an election for that position at the next AGM.”</i></p> <p><i>is replaced with the following:</i></p> <p><i>“In the event of a retirement of an Officer or member of Council other than upon expiry of their term of appointment in accordance with Articles 28, Council will arrange for an election for that position at the next AGM”.</i></p> <p><i>C – Article 52 (E), which currently states “Q&A opportunity for members to Council, NDC and HQ representatives”, is replaced with the following: “Q&A opportunity for members to Council, National Diving Officer (as defined at Article 83(D)) and HQ representatives”.</i></p> <p><i>D – All references to “Diving Officer” at Articles 83(D) are replaced by the term “National Diving Officer.”</i></p> <p><i>E – Articles 55 (A) (1) (dealing with the quorum for annual general meetings) and article 55 (A) (2) (dealing with the quorum for extraordinary general meetings) which currently state:</i></p> <p><i>“(1) in the case of an Annual General Meeting fifty voting members in person;</i></p> <p><i>(2) in the case of an Extraordinary General Meeting one hundred voting members in person.”</i></p> <p><i>are replaced with the following:</i></p> <p><i>“(1) in the case of an Annual General Meeting fifteen voting members in person;</i></p> <p><i>(2) in the case of an Extraordinary General Meeting fifty voting members in person.”</i></p> <p><i>F – Article 56 (4), which currently states “If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) – [...]” is replaced with the following “If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) – [...]”</i></p> <p>Proposed by: BSAC Council</p> <p>.On a show of hands there was one vote in favour and no votes against, no abstentions. The Honorary Secretary invited those holding proxies to complete their proxy forms.</p> <p>The meeting adjourned for the Tellers to count the vote.</p> <p>On resumption of the meeting, the tellers reported that a total of 2.080 votes had been cast and that 1,949 votes had been cast in favour of the Special Resolution, with 131 against and 0 abstentions. Consequently the vote was 93.7% in favour of the resolution. The Honorary Secretary declared that the special resolution was passed..</p>
9.	<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>

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	There being no other business, the Chairman thanked those Members present for attending. The AGM closed at 8:12 a.m.
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