

BARBADOS CRUISING CLUB
MINUTES
ANNUAL GENERAL MEETING
NOVEMBER 27, 2020

OPENING

The Meeting commenced at 7:16 pm at the Barbados Cruising Club.

COMMITTEE MEMBERS PRESENT

Rose Blenman-Commodore

Bart Sims-Membership Secretary

Dr. Mike Krimholtz -Treasurer

OPENING STATEMENT

1 . Rose opened the meeting by stating that this meeting was to discuss the 2019/2020 Club Year instead of the 2020/2021 year. She asked that the members should make it clear into what directions they want the club to go in the year 2021. She further stated that typically this would be done by voting for persons by what they think are the priorities of the club and that today everyone will have a chance to have their voices heard with exactly what you want for 2020/2021 club year.

2. Rose continued, that we are actually at a very important crossroads, there is a new lease and the club has more potential now than it did in the last 13 years. She thanked the membership for electing her as Commodore at the last AGM. She expressed thanks to the Treasurer, Mike Krimholtz, Bart Sims, the Membership Secretary, Secretary Ms. Williams and Sailing Captain Franchero Ellis and Vice Commodore Ms. Annabelle Hall.

3. Rose also mentioned that the Constitution also states that the Committee shall have the power to appoint any other member to serve during a period of vacancy of the club and that these were the ones that were appointed during a period of vacancy during the last few months. At this point a member asked why they were not present.

4. Rose then went into a synopsis of the Management Committee and its' activities over the last year. At this point Barry Gale made an objection and noted that he had belatedly received a notice of the AGM and the agenda, which states that on a call to order the next step is for approval of minutes of the previous meeting (2019). Barry noted that the agenda was not being followed He said that the constitution is clear on what should be the agenda be for the AGM and he read it out for the benefit of the members present and particularly for the members of the committee. He pointed out that the rule of the constitution 14D states under the title General Meeting

business to be transacted at the AGM SHALL (so it is mandatory) include or may include other items.

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AGENDA:

Item 1 Confirmation of minutes of the preceding AGM and any other EGM meetings and matters arising therefrom.

Item 2 Report of the committee and the statement of accounts and auditors Report.

Item 3 Election of Officers of the Committee for the ensuing year.

Item 4 Consideration of any resolution duly notified to the Secretary.

Item 5 Any other business.

5. Barry pointed out that the Agenda was not being followed as circulated and this does not comply with the constitution and this was therefore wrong, the agenda should be followed despite its' irregularities.

6. Rose said that she was hoping that the person bringing the Financials would soon show up and asked for time for this to happen. Membership objected as the meeting had already started over an hour late at which

point Rose adjourned the meeting for five minutes. The required documents arrived and were distributed and the meeting was officially called to order at 7:19 pm.

7. A quorum was agreed and Mike Krimholtz asked for the minutes to be approved.

A member noted that there were no minutes from the EGM and Mike said that was because the EGM was in video form. Barry Gale asked that the Committee refer to the constitution and note that the minutes of the EGM also have to be provided. No minutes of the EGM were produced. Barry moved a motion that the draft minutes of the AGM 2019 be deferred and noted that he had on three occasions over the previous six weeks, emailed the Management Committee requesting minutes of the AGM and the Accounts and other documents which are to be legally considered and nothing was provided. Barry stated that it is not right for the Committee to come to a meeting, give the membership a document which they have had no time to review and ask for it to be approved. Zarina Khan seconded the motion to defer the consideration of the minutes and any Financials, to another meeting. Membership agreed. Barry clarified his motion and asked that the approval of the minutes are to be deferred and along with this that approval of the Financials also be deferred as they were only produced tonight for the first time. This was seconded by Zarina Khan. Membership agreed.

8. Barry asked to enquire of The Chair if she was presenting the Commodore's Report or a Report of the Committee as the Constitution requires a Report of the

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Committee as a Commodore's Report is not permitted. Rose then said she was presenting a Report of the Commodore/ Committee. Mike Krimholtz asked if there was an objection to the Commodore's Report or would the Membership prefer not to have one as it does not stop one being presented and it would be beneficial for it to be heard. Rose proceeded as follows:

- a) It was immediately noticed that the club's finances were in a precarious financial position.
- b) MOU's with concessionaires needed to be negotiated and finalized.
- c) Discussion with Needham's Point, Inc., and a new Lease was to be arranged.
- d) Revenue generation needed to start in earnest.

Of immediate concern was that the concessionaires, G Fish, Paddle Barbados and Set Sail still had not signed an MOU, rent deposits had not been agreed upon or paid and rent was not being paid consistently by all.

Additionally, there was much maintenance and repairs required to the roof and other areas of the club that needed urgent attention. Chris Worme, who was Vice Commodore at the time, took on the job of maintenance and repairs, his task was to deal with getting quotes and working with the Assistant Manager, Anthony to handle the roof, car park clean up and drainage issues and any other areas that needed attention. Rose and Mike took on Sailing Week and negotiations with Needhams Point, Inc., in conjunction with Barry Gale and other members of The Board of Directors with the idea that with the NP, Inc., Lease in hand, the concessionaires would be more agreeable to signing proper Lease Agreements. Mr. Bart Sims fact checked the information in the club's database in March, 2020 and an Admin person was hired to complete the work. Jason and Jacob took on the tasks of maintaining an accurate inventory of all boats in the car park. The Committee then decided that a good target date for completion of all MOU's would be April, 2020.

The Round Barbados Sailing Week went well and they managed to attract a total of 5 mini and maxi yachts for 2021. There were 18 entries and 2 record breakers and a total of 12 boats competed.

Other focus was club revenue and NP, Inc., negotiations. It was noticed that rent payments were not coming in on time and some payments were not made at all even though invoices were issued. Rose displayed a report of all Dippers transactions for the 2009/2010 financial year. As at October 31st, Dippers had paid \$18,000.00 of the \$24,000.00 obligation. Dippers is then reimbursed for utilities and pays a net contribution of approximately \$2,000 in rent. For the last 10 years or so Dippers has written a cheque to BCC for \$2000.00 each month and BCC then

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reimburses Dippers with a cheque for \$1762.50 based on the invoice shown. This has been Dippers' contribution since April, 2009 to the BCC for rent.

Rose then displayed a report of rent revenue from G Fish and Set Sail of \$7050100 inclusive of VAT each month from 2010 until the present. In the report it showed G Fish last paid rent in March, 2020 before lockdown and missed the December rent payment. He paid a lump sum in January and still owes for the months of April and May, 2020. His billing stopped in May when his agreement with the Club was terminated. Set Sail missed payments in January, March, April, May and June, 2019/2020 financial year. For the financial year which starts Nov. 1, 2019 to October 31, 2020 both G Fish and Set Sail were being charged concessionary rents of \$500.00 each with the understanding that these rents would be increased over a short period of time. As Set Sail was a new business that they were interested in supporting with the understanding that as the business grew and matured, both them and G Fish would get accustomed to having to pay rent and this would get the club to a point where it could actually afford to pay its' rent. When these agreements were negotiated in April, 2019 both agreed to the concept of a BCC that could cover its' rent but they never actually signed their agreements. On the June 22, 2020 Committee Meeting, the Management Committee again discussed the terms of Set Sail Agreement and came to common ground. James and Dominic Austin agreed to send their MOU back to the Committee with the agreed charges to date the MOU has not been received.

Of all the concessionaires, Paddle Barbados has been the most consistent on paying this year, although they missed the April, May and June payments, probably due to the impact of COVID. Their MOU was re-negotiated in early 2019 and an agreement was reached on January 18, 2019 to date that MOU also remains unsigned. There were issues raised by Mr. & Mrs. Cole of Paddle Barbados with regard to their rent deposit that was required. To date there has been no resolution.

The BCC hoped to receive a concession from Needhams Point, Inc., for the period during the COVID lockdown that could be passed on to the concessionaires, but BCC was still billed the full rent during this time. Consequently, concessionaires were given a rent relief that BCC hoped would give them a period of time to pay off their arrears.

A report was then displayed of payments to NP, Inc., over a period that started April 8, 2010. NP, Inc., started charging the club \$6000/month + VAT. The Steering Committee, who at the time was running the club, contacted NP, Inc., and told them that they could not afford to pay the rent. No payments were made that year. In 2011 there were still no payments. By the end of the 2011 financial year, the club was \$139,650.00 in debt and, in 2012 \$58,000.00 was paid to NP, Inc..

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By 2013 the debt had grown to \$230,850.00, by 2017 it was \$469,250.00. There was \$300,000.00 in the BCC's bank account at this time. In 2018 it was \$529, 850.00 and in 2019 \$596,000.00. Rent was \$84,600.00 per year and in 2015 the club started paying \$2000/month in rent to NP, Inc., which was still charging the full rent and accruing the rent. When this Committee started negotiating with NP, Inc., the debt was just under \$700,000.00. As a result of negotiations which were started with Barry Gale, NP, Inc., granted a monthly rental of \$4000/month with a 15 year Lease over which time the rent would increase at \$1000 every 5 years over 15 years. They also agreed to write off almost \$300,000.00 and a lump sum payment of \$50,000.00 was paid.

9. Dippers alerted the Committee to the leaking roof and contractors have advised that the entire roof is in need of replacement, however, without a Lease, replacing roof did not make sense.

10. Members complained about opening and closing hours as well as how people were treated.

11. Rose then discussed her issues she experienced with G Fish and made a claim that her phone and the phones of Mike Krimholtz, Bart Sims and Charlie Bell were hacked.

12 Rose then proceeded to the **Extraordinary General Meeting (EGM)** of July 21, 2020 where there was a

vote of 62 to 2 for mediation to deal with the many complaints and issues. She then explained that she received complaints that the Committee lacked transparency and that concessionaires felt that the Committee had been unresponsive. There were concerns about decisions being made by The Board and by The Committee members, including Rose and Mike Krimholtz, that certain members should not have been allowed to vote at the EGM and that the Committee and The Board had barred a member from joining and that there was a general lack of decorum and a breakdown in communication. Rose agreed that communication channels had broken down and stated that in early November, 2019 she reached out to Barry Gale to broker the agreements with the concessionaires. By the end of December 2019, there was a huge blow out and she felt that there was distrust on both sides. She received an email from Barry Gale on behalf of the team which seemed to understand that a buy in by all participants was key. She said that a lack of response from the mediation team signaled a bias by all parties. She said that she responded to an email from Barry Gale with questions regarding how the mediation would be handled and paid for, the Committee believed that the cost should be shared between the concessionaires and the club so that every party would have a vested interest in the successful outcome, however, the BCC was asked to foot the entire bill and this was not acceptable. Mediation further stalled as more evidence was revealed on who was hacking the phones. Rose then showed a

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report from a company called Tech Crazy which showed malware on the phones in question.

13. Barry Gale then asked if members would like to ask any questions as they are allowed to at this point. Rose asked for the questions to be deferred and Barry said that he could not sit and listen to what is a total misrepresentation of his involvement in the mediation process and why it failed. Barry said that he acted as mediator by arranging for a professionally trained mediator, a lawyer by the name of Ms. Ella Hoyos, who agreed to act as The Chair of the mediation committee. Three or four other people volunteered to be on the Committee, some of whom were members of BCC and ex-Commodores. Correspondence was sent out to all concessionaires and to the Committee seeking their agreement to mediate. There were responses from all of the concessionaires agreeing to mediate. However, one that did not agree to mediate was the Commodore of the BCC. Barry said that he wrote to Rose immediately after and he spoke to her the following evening about mediation and Rose indicated that she was not willing in spite of the membership vote of 62-2. This is why the mediation did not take place, as the whole process was frustrated by her refusal to participate. Barry said saying that her previous statements were wrong and untrue and that he can show emails with Dr. Stephen Moe asking Rose to cooperate.

14 Barry said that in terms of the rent due to NP, Inc., the Commodore seems to take a great deal of credit for the write off amount of the rent but Barry said that he wanted to make it clear that he had been representing the club since 2008/2009, when the order was made by consent to evict the BCC from the premises. Thankfully Barry was able to file a suit to challenge that order as it was made without authority. From that time onwards Barry and others tried to negotiate a new lease and terms with NP, Inc., At this point they increased the rent unilaterally from \$500/month to \$6000/month, however, there was no agreement, hence the claim for rent and arrears that Rose speaks about are not legal as two parties are required to agree before something becomes enforceable. When Rose claims that she got \$280,000.00 written off, it was actually never due! When she says she negotiated a rent of \$4000/month, this had already been put on the table with NP, Inc., about one and a half years ago as an alternative and a proposal was even made to buy the property, but NP, Inc., were not interested in selling. What concerned Barry was the he received a Barnacle publication that stated "we have signed a Lease with NP, Inc.", even though he was intimately involved in negotiations with NP, Inc., for years and he wonders if they took legal advice on these lease negotiations. Rose interjected that they had taken legal advice and Barry then noted that she would have taken legal advice in contravention of the club's constitution as Clause 11 of the Constitution says " The Committee shall not without prior approval of the Club in a General Meeting, on a resolution passed by a 2/3rd majority of those present

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and voting purchase or take on a Lease, or otherwise sell, exchange or dispose of any land or hired elements . He went on to say that if Rose had entered into a Lease, that she had done so in breach of the constitution, as he does not know of any meeting of members called to ratify or enter into any Lease with NP, Inc., and if so that it is in breach of the constitution.

15. Barry went on to say that he knows that there are issues with G Fish and he said that Rose speaks about a Committee Meeting voting to unanimously evict G Fish but what is really important is that there was an EGM , after which there was a Directors meeting at which the Commodore, Vice Commodore and Treasurer voted in favor of mediation. At that juncture, one of the major disputes at the club was the relationship with G Fish, so the dispute with G Fish was an integral part of the mediation process. So, any nonsense of it being unanimous was superseded almost unanimously by the voting membership of this club. And beyond that, what is particularly disturbing , in spite of that vote which took place on September 8, 2020, BCC Inc. later commenced legal proceedings in the High Court, seeking to evict G Fish in breach of our understanding of mediation. When the case was called in the High Court, Barry took it upon himself, as a member, to appear before the Judge. It was adjourned until January, but, the Lawyers of the BCC wanted to disconnect the G Fish water supply and the Judge said "No, Leave the status quo as it is." This was not honored and in fact the water supply was disconnected in breach of the High Court's order and this case is now before the court.

16. Treasurer Mike Krimholtz put forth some resolutions:

1) Date of the Financials

Financials have been presented for the last 10 years from November to November, yet, the Constitution says it is to be to September. The Accountants therefore suggested that it would be easier to ask the Membership if the financial year can be changed to the dates that are actually being done. At this point Peter Thompson moved that this entire working sessions be deferred until the new Directors and Committee have been empowered. This was seconded and agreed by the membership present.

2) Item 5

Barry said that Mike Krimholz spoke of resolutions but none have been provided and the resolution would need to come from a member. Constitutional Amendments are not the business of an AGM. It should be the subject of a special meeting of members to consider constitutional reform. Barry feels strongly about the constitutional amendments that were proposed, as he presumes that they were targeted at evicting certain people from membership in the Club.

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The existing constitution provides for expulsion of members for misconduct or otherwise suspension and gives members a right of appeal to members as a body. In Barry's opinion, what this amendment seeks to do is to eliminate the right of appeal and Barry is wholly in agreement that the Constitution amendments be deferred. This proposal was seconded by Penny Hynam and membership present agreed. At this point the existing Committee resigned/stood down.

Election of New Officers

A full slate of Nominations for new officers was presented:

Peter Griffith Commodore

Dr. Stephen Moe Vice Commodore

Jules Vastert Treasurer

Penelope Hynam Membership Secretary

Lauren Kierulf Secretary

Wayne Gonsalves Sailing Captain

Bruce Taylor Non Executive Member

Zarina Khan seconded all of the nominations.

Barry noted that legally if there is only one nomination for office and there are no opposing nominations these appointments will be carried.

Bryn Palmer noted that the Commodore is automatically a Director as is the Vice Commodore and Treasurer. This was seconded by several members and it was put to the vote for the election of the new committee. Five in favor, 0 against. The motion was carried.

Non-Executive Members

Geard Charles nominated Jerry Emtage. 28 in favor, 4 against. Carried

Non Executive Director

Mike Krimholtz nominated Charlie Bell ,10 in favor, 13 against. Not carried.

Robin Birchall was nominated and seconded. 31 in favor, 0 against. Carried.

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Newly elected Commodore Peter Griffith wrapped up the meeting by stating that we need to put the past behind us and invited the outgoing committee to meet with the new committee to facilitate a smooth transition. Peter continued that he supports a professional management and will not be party to any biases and this is important to him. Reviews will be done of any existing issues. There is lots of work to be done. The meeting closed at 9:05 pm.

Suggestions for Amendments to the Constitution of the Barbados Cruising Club.

The constitution of the Club needs a total re-writing. A committee has been formed to work on this.

However, three urgent matters (requiring a change in Constitution) need to be addressed in the coming AGM.

- 1)For the future, proper transitions between old and new Committees have to be secured
- 2)The book keeping system should never be dealt with as a personal account
- 3)The voting, as outlined in the constitution, was only possible by raising hands at the AGM.

COVID showed that we need a possibility to vote virtually as well.

Amend Clause 11 to read:

All Officers and Committee members, upon demitting office, shall hand over all company property, including documents, whether virtually or in hard copy, to the new Officers and new Committee. Within 7 days, the demitting officers have to hand over control of all bank accounts. In addition, no transactions should take place by the demitting officers after the new officers are elected, without the approval of the new committee. The Committee has to make sure that all accounts and account systems are in the name of the Company. Any virtual financial records must be in the name of the Company, which will be exclusively responsible for all debts incurred.

Amend Clause 12 to read:

All Directors, upon demitting office, shall hand over all company property, including documents, whether virtually or in hard copy, to the new Board.

Amend clause 14 to read:

The Annual General Meeting (AGM) of the club shall be held once in every calendar year within two months after the 30th of September at such place and time as the Committee shall appoint, or in the alternative it can be held virtually with due notice and the link being send to the membership.

Suggestions for change in membership fee:

local family \$ 500 (NOW) \$ 600 (NEW)

local single \$ 400 (NOW) \$ 450 (NEW)

student \$ 100 (NOW) \$ 150 (NEW)

overseas family \$ 250 (NOW) \$ 350 (NEW)

overseas single \$ 150 (NOW) \$ 250 (NEW)

February 2022.



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